

8th July 2022

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 39th 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 39th Annual General Meeting of the Company held this day through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) on 8th July, 2022 at 10:00 am.

The Remote E-voting on all the Resolutions set out in the Notice of 39th Annual General Meeting was conducted during the period from 5th July, 2022 to 7th July, 2022 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@havelis.com, www.havelis.com
Registered Office: 904, 9th Floor, Surya Kiran Building,
K.G. Marg, Connaught Place, New Delhi - 110001. (INDIA)
For CARE 300, Call us : for Havells : 08045771313, for Lloyd : 08045775888
CIN: L31900DL1983PLC016304

PROCEEDINGS OF THE 39TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 8TH JULY, 2022 AT 10:00 A.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM)

Date of the AGM: **8TH JULY, 2022**

Total number of shareholders on Cut-off i.e. **1st July, 2022: 2,50,305**

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:- **106**

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**
6. **Shri Subhash S Mundra – Independent Director, Chairman of Stakeholders Relationship/ Grievance Redressal Committee**
7. **Shri Vivek Mehra – Independent Director, Chairman of Corporate Social Responsibility Committee**
8. **Shri Ashish Bharat Ram – Independent Director, Chairman of Nomination and Remuneration Committee**
9. **Shri Jalaj Ashwin Dani – Independent Director**
10. **Shri B Prasada Rao – Independent Director**
11. **Shri T V Mohandas Pai – Non-Independent Director**
12. **Shri Puneet Bhatia – Non-Independent Director**
13. **Shri Siddhartha Pandit – Wholetime Director**

Smt Namrata Kaul, Independent Director, was 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 39th 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.



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Registered Office: 904, 9th Floor, Surya Kiran Building,

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For CARE 360, Call us : for Havells : 08045771313, for Lloyd : 08045775006

CIN: L31900DL1983PLC016304

The Chairman presented his speech.

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

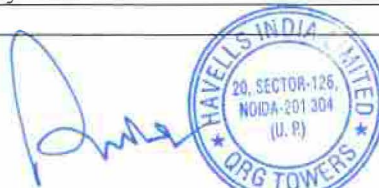
After the Auditor's Report was read by the Statutory Auditor, the Company Secretary informed the Members that the Company had provided Remote E-voting facility to all the Members entitled to cast their vote (i.e. persons who were Members on 1st July, 2022, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 5th July, 2022 to 7th July, 2022 as per the provisions of Companies Act, 2013 read with Rules framed thereunder. He informed that M/s MZ & Associates, Company Secretaries, were 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 10 (ten) 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 12th July, 2022 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, 2022, 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, 2022 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 2021-22. |
| | Resolution required: | Ordinary Resolution |
| 3. | Detail of the Agenda: | Declaration of a Final Dividend of Rs. 4.50 per equity share of Re. 1/- each for the Financial Year 2021-22 |
| | Resolution required: | Ordinary Resolution |
| 4. | Detail of the Agenda: | Appointment of a Director in place of Shri Siddhartha Pandit (DIN: 03562264), retiring by rotation and being eligible, offering himself for re-appointment |
| | Resolution required: | Ordinary Resolution |
| 5. | Detail of the Agenda: | Appointment of a Director in place of Shri Anil Rai Gupta (DIN: 00011892), retiring by rotation and being eligible, offering himself for re-appointment |
| | Resolution required: | Ordinary Resolution |



| | | |
|-----|------------------------------|--|
| 6. | Detail of the Agenda: | Ratification of Cost Auditors' Remuneration |
| | Resolution required: | Ordinary Resolution |
| 7. | Detail of the Agenda: | Approval of the Havells Employees Stock Purchase Scheme 2022 and its implementation through Trust |
| | Resolution required: | Special Resolution |
| 8. | Detail of the Agenda: | Authorization for Havells Employees Welfare Trust to Subscribe to Shares for and under the Havells Employees Stock Purchase Scheme 2022 |
| | Resolution required: | Special Resolution |
| 9. | Detail of the Agenda: | Provisioning of money by the Company to the Havells Employees Welfare Trust/ Trustees for Subscription of Shares under the Havells Employees Stock Purchase Scheme, 2022 |
| | Resolution required: | Special Resolution |
| 10. | Detail of the Agenda: | Amendment to the Part B – “Havells Employees Stock Purchase Plan 2014” of Havells Employees Long Term Incentive Plan 2014 and related modifications thereto |
| | Resolution required: | Special 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. The Company Secretary thereafter 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.



| Resolution (1) | | | | | | | | |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered | | | | Ordinary No Adoption of Audited Financial Statements for the financial year ended on 31st March, 2022, 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, 2022 | | | | |
| Category | Mode of voting | 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 | | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| | Poll | 372457920 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 372457920 | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 179879533 | 89.1442 | 179879533 | 0 | 100.0000 | 0.0000 |
| | Poll | 201784845 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 201784845 | 179879533 | 89.1442 | 179879533 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 6682237 | 12.7852 | 6682071 | 166 | 99.9975 | 0.0025 |
| | Poll | 52265251 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 52265251 | 6682237 | 12.7852 | 6682071 | 166 | 99.9975 | 0.0025 |
| Total | | 626508016 | 559019690 | 89.2279 | 559019524 | 166 | 100.0000 | 0.0000 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |

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| Resolution (2) | | | | | | | | |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered | | | | Ordinary No Confirmation of payment of Interim Dividend of Rs. 3.00 per equity share of Re. 1 each already paid during the financial year 2021-22 | | | | |
| Category | Mode of voting | 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 | | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| | Poll | 372457920 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 372457920 | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 180016643 | 89.2122 | 180016643 | 0 | 100.0000 | 0.0000 |
| | Poll | 201784845 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 201784845 | 180016643 | 89.2122 | 180016643 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 6683671 | 12.7880 | 6682853 | 818 | 99.9878 | 0.0122 |
| | Poll | 52265251 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 52265251 | 6683671 | 12.7880 | 6682853 | 818 | 99.9878 | 0.0122 |
| Total | | 626508016 | 559158234 | 89.2500 | 559157416 | 818 | 99.9999 | 0.0001 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |



| Resolution (3) | | | | | | | | |
|---|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered | | | | Ordinary No Declaration of Final Dividend of Rs. 4.50 per equity share of Re.1 each for the financial year 2021-22:- | | | | |
| Category | Mode of voting | 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 | | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| | Poll | 372457920 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 372457920 | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 180016643 | 89.2122 | 180016643 | 0 | 100.0000 | 0.0000 |
| | Poll | 201784845 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 201784845 | 180016643 | 89.2122 | 180016643 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 6683646 | 12.7879 | 6683570 | 76 | 99.9989 | 0.0011 |
| | Poll | 52265251 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 52265251 | 6683646 | 12.7879 | 6683570 | 76 | 99.9989 | 0.0011 |
| Total | | 626508016 | 559158209 | 89.2500 | 559158133 | 76 | 100.0000 | 0.0000 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |




| Resolution (4) | | | | | | | | |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered | | | | Ordinary No Appointment of Director in place of Shri Siddhartha Pandit (DIN: 03562264), who retires by rotation and being eligible, offers himself for re-appointment | | | | |
| Category | Mode of voting | 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 | 372457920 | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public- Institutions | E-Voting | 201784845 | 179996373 | 89.2021 | 169978139 | 10018234 | 94.4342 | 5.5658 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public- Non Institutions | E-Voting | 52265251 | 6683615 | 12.7879 | 6681379 | 2236 | 99.9665 | 0.0335 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Total | | 626508016 | 559137908 | 89.2467 | 549117438 | 10020470 | 98.2079 | 1.7921 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |



| Resolution (5) | | | | | | | | |
|---|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered | | | | Ordinary No Appointment of Director in place of Shri Anil Rai Gupta (DIN: 00011892), who retires by rotation and being eligible, offers himself for re-appointment | | | | |
| Category | Mode of voting | 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 | | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| | Poll | 372457920 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 372457920 | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 179369342 | 88.8914 | 158379620 | 20989722 | 88.2980 | 11.7020 |
| | Poll | 201784845 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 201784845 | 179369342 | 88.8914 | 158379620 | 20989722 | 88.2980 | 11.7020 |
| Public- Non Institutions | E-Voting | | 6683615 | 12.7879 | 1094619 | 5588996 | 16.3776 | 83.6224 |
| | Poll | 52265251 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 52265251 | 6683615 | 12.7879 | 1094619 | 5588996 | 16.3776 | 83.6224 |
| Total | | 626508016 | 558510877 | 89.1466 | 531932159 | 26578718 | 95.2411 | 4.7589 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |



| Resolution (6) | | | | | | | | |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered | | | | Ordinary No Ratification of Cost Auditor's Remuneration | | | | |
| Category | Mode of voting | 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 | | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| | Poll | 372457920 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 372457920 | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 179996373 | 89.2021 | 179996373 | 0 | 100.0000 | 0.0000 |
| | Poll | 201784845 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 201784845 | 179996373 | 89.2021 | 179996373 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 6683593 | 12.7878 | 6667829 | 15764 | 99.7641 | 0.2359 |
| | Poll | 52265251 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 52265251 | 6683593 | 12.7878 | 6667829 | 15764 | 99.7641 | 0.2359 |
| Total | | 626508016 | 559137886 | 89.2467 | 559122122 | 15764 | 99.9972 | 0.0028 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |

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| Resolution (7) | | | | | | | | |
|---|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered | | | | Special No Approval of the Havells Employees Stock Purchase Scheme 2022 and its implementation through Trust | | | | |
| Category | Mode of voting | 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 | 372457920 | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 372457920 | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | 201784845 | 153138904 | 75.8922 | 50793864 | 102345040 | 33.1685 | 66.8315 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 201784845 | 153138904 | 75.8922 | 50793864 | 102345040 | 33.1685 | 66.8315 |
| Public- Non Institutions | E-Voting | 52265251 | 6680026 | 12.7810 | 1076635 | 5603391 | 16.1172 | 83.8828 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 52265251 | 6680026 | 12.7810 | 1076635 | 5603391 | 16.1172 | 83.8828 |
| Total | | 626508016 | 532276850 | 84.9593 | 424328419 | 107948431 | 79.7195 | 20.2805 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |

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| Resolution (8) | | | | | | | | |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered | | | | Special No Authorization of Havells Employees Welfare Trust to Subscribe to Shares for and under the Havells Employees Stock Purchase Scheme 2022 | | | | |
| Category | Mode of voting | 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 | 372457920 | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public- Institutions | E-Voting | 201784845 | 154586656 | 76.6096 | 50893870 | 103692786 | 32.9226 | 67.0774 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Public- Non Institutions | E-Voting | 52265251 | 6683611 | 12.7879 | 1080173 | 5603438 | 16.1615 | 83.8385 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | | | | | | |
| Total | | 626508016 | 533728187 | 85.1910 | 424431963 | 109296224 | 79.5221 | 20.4779 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |



| Resolution (9) | | | | | | | | |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered | | | | Special No Provisioning of money by the Company to the Havells Employees Welfare Trust/Trustees for Subscription of Shares under the Havells Employees Stock Purchase Scheme, 2022 | | | | |
| Category | Mode of voting | 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 | | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| | Poll | 372457920 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 372457920 | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 154586656 | 76.6096 | 50627712 | 103958944 | 32.7504 | 67.2496 |
| | Poll | 201784845 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 201784845 | 154586656 | 76.6096 | 50627712 | 103958944 | 32.7504 | 67.2496 |
| Public- Non Institutions | E-Voting | | 6683379 | 12.7874 | 1079896 | 5603483 | 16.1579 | 83.8421 |
| | Poll | 52265251 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 52265251 | 6683379 | 12.7874 | 1079896 | 5603483 | 16.1579 | 83.8421 |
| Total | | 626508016 | 533727955 | 85.1909 | 424165528 | 109562427 | 79.4722 | 20.5278 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |




| Resolution (10) | | | | | | | | |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered | | | | Special No Amendment to the Part B – “Havells Employees Stock Purchase Plan 2014” of Havells Employees Long Term Incentive Plan 2014 and related modification thereto | | | | |
| Category | Mode of voting | 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 | | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| | Poll | 372457920 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 372457920 | 372457920 | 100.0000 | 372457920 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 154586656 | 76.6096 | 76057384 | 78529272 | 49.2005 | 50.7995 |
| | Poll | 201784845 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 201784845 | 154586656 | 76.6096 | 76057384 | 78529272 | 49.2005 | 50.7995 |
| Public- Non Institutions | E-Voting | | 6683260 | 12.7872 | 1079842 | 5603418 | 16.1574 | 83.8426 |
| | Poll | 52265251 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 52265251 | 6683260 | 12.7872 | 1079842 | 5603418 | 16.1574 | 83.8426 |
| Total | | 626508016 | 533727836 | 85.1909 | 449595146 | 84132690 | 84.2368 | 15.7632 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |




**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & E-VOTING AT ANNUAL
GENERAL MEETING DURING 39TH ANNUAL GENERAL MEETING FOR
HAVELLS INDIA LIMITED
(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014 as Amended)**

To,
The Chairman
39th Annual General Meeting,
Havells India Limited
CIN: L31900DL1983PLC016304
904, 9th Floor, Surya Kiran Building,
Kasturba Gandhi Marg, Connaught Place,
New Delhi - 110001

Subject: Passing of Resolution(s) through remote e-voting and e-voting at AGM electronically by the members during the 39th Annual General Meeting (AGM) of Havells India Limited ("the Company") held on Friday, the 08th July, 2022 at 10:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM")

Dear Sir,

1. MZ & Associates, Firm of Company Secretaries were appointed as Scrutinizer by the Board of Directors of Havells India Limited ("the Company") for the purpose of scrutinizing the process of voting through electronic means ('e-voting') i.e. remote e-voting and e-voting at AGM by members during the Annual General Meeting on the resolutions contained in the Notice dated May 17th, 2022 for 39th Annual General Meeting of the Members of the Company, held on Friday, the July 08th, 2022 at 10:00 A.M. (IST).

Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 02/2022 dated 05th May, 2022; General Circular No. 21/2021 dated 14th December, 2021; General Circular No. 19/2021 dated 08th December, 2021; General Circular No. 02/2021 dated 13th January, 2021 and General Circular No. 20/2020 dated May 5, 2020, in relation to 'Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder and Circular No.02/21 dated 13th January, 2021 in relation to clarification on holding of Annual General Meeting (AGM) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM')(collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 in relation to Relaxation from the compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements)

MZ & ASSOCIATES, *Company Secretaries*

Peer Review Firm: 757/2020, Address: 1st Floor AIHP Palms, Plot No. 242-243, Udyog Vihar, Phase IV,
Gurugram, Haryana – 122015, Telephone No: - +91 11 4341 1103-04,
Website: www.mycompliances.com, Email: associates.mza@gmail.com



Regulations, (Collectively referred to as the 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/the Meeting') through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and SEBI Circulars, MCA Circulars, the 39th AGM of the Company is being held through VC/OAVM.

2. The Company engaged National Securities Depository Limited ("NSDL") as the Service Provider for extending the facility of remote e-voting and e-voting during the AGM to the shareholders of the Company. The Service Provider provided a system for recording the votes of the shareholders electronically on all the ten (10) items mentioned in the Notice dated May 17th, 2022. The Company had also uploaded the Notice of AGM on the website of the Company and also its Service Provider to facilitate their shareholders to cast their votes through remote e-voting and e-voting during the AGM. The Remote e-Voting facility was kept open from Tuesday, July 05th, 2022 (08:30 A.M.) to Thursday, July, 07th, 2022 (05:00 P.M.)
3. The cut-off date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was July 01st, 2022.
4. The Notice was sent through email to 2,43,125 Shareholders as on the cut-off date of 20th May, 2022, whose email id was made available by the two depositories/RTA.
5. Pursuant to the Applicable Circulars, the Notice sent through email contained the detailed procedure to be followed by the shareholders to cast their votes electronically.
6. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published on Saturday, the June 11th, 2022 in Economic Times (English Newspaper), and Jansatta (Hindi Newspaper). The Notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h).
7. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.
8. At the 39th Annual General Meeting of the Company held through VC/OAVM, on Friday, the 08th July, 2022 at 10:00 a.m. onwards, after considering all the items of business, the facility to vote electronically was provided to facilitate those members who were attending the meeting through VC/ OAVM but could not participate in the remote e-voting to record their votes.
9. Thereafter, in respect of the remote e-voting and e-voting by the members at the AGM, results were unblocked by us at around 11:23 A.M. on July 08th, 2022 on the National Securities Depository Limited (NSDL) e-voting platform and the voting summary statement was downloaded pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015. After unblocking, the total votes cast both

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through remote e-voting and e-voting during the AGM, were consolidated and the final Scrutinizer's Report was prepared.

Responsibility of the Management

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means for the resolutions stated in the Notice dated May 17th, 2022.

Responsibility as a Scrutinizer

Our responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer Report of the votes cast "in favour" and "against" the resolutions set out in the Notice of 39th Annual General Meeting dated May 17th, 2022 based on the reports generated from the e-voting system provide by National Securities Depository Limited (NSDL), the authorised agency engaged by the Company for providing e-voting facility.

As a Scrutinizer, the report of the e-voting carried by the shareholders was duly compiled.

The result of e-voting is as under:-

Agenda Item No. 1

Ordinary Resolution for adoption of Audited Financial Statements for the financial year ended on 31st March, 2022, 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, 2022:-

| Particulars | No. of Members who cast their votes | No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes) | % of Total Votes Received |
|---|-------------------------------------|---|---------------------------|
| Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM) | 1355 | 55,90,19,690 | 100 |
| Total Number of Votes against the resolution | 9 | 166 | 0.00003 |
| Total Number of Votes in favour of Resolution | 1346 | 55,90,19,524 | 99.99997 |

Therefore, the Resolution No. 1 has been approved with requisite majority.

MZ& ASSOCIATES, Company Secretaries

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Agenda Item No. 2

Ordinary Resolution for confirmation of payment of Interim Dividend of Rs. 3.00 per equity share paid during the financial year 2021-22:-

| Particulars | No. of Members who cast their votes | No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes) | % of Total Votes Received |
|---|-------------------------------------|---|---------------------------|
| Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM) | 1360 | 55,91,58,234 | 100 |
| Total Number of Votes against the resolution | 13 | 818 | 0.00015 |
| Total Number of Votes in favour of Resolution | 1347 | 55,91,57,416 | 99.99985 |

Therefore, the Resolution No. 2 has been approved with requisite majority.

Agenda Item No. 3

Ordinary Resolution for declaration of Final Dividend of Rs. 4.50 per equity share for the financial year 2021-22:-

| Particulars | No. of Members who cast their votes | No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes) | % of Total Votes Received |
|---|-------------------------------------|---|---------------------------|
| Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM) | 1359 | 55,91,58,209 | 100 |
| Total Number of Votes against the resolution | 8 | 76 | 0.00001 |
| Total Number of Votes in favour of Resolution | 1351 | 55,91,58,133 | 99.99999 |

Therefore, the Resolution No. 3 has been approved with requisite majority.

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Agenda Item No. 4

Ordinary Resolution for appointment of Director in place of Shri Siddhartha Pandit (DIN: 03562264), who retires by rotation and being eligible, offers himself for re-appointment:-

| Particulars | No. of Members who cast their votes | No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes) | % of Total Votes Received |
|---|-------------------------------------|---|---------------------------|
| Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM) | 1357 | 55,91,37,908 | 100 |
| Total Number of Votes against the resolution | 57 | 1,00,20,470 | 1.79213 |
| Total Number of Votes in favour of Resolution | 1300 | 54,91,17,438 | 98.20787 |

Therefore, the Resolution No. 4 has been approved with requisite majority.

Agenda Item No. 5

Ordinary Resolution for appointment of Director in place of Shri Anil Rai Gupta (DIN: 00011892), who retires by rotation and being eligible, offers himself for re-appointment:-

| Particulars | No. of Members who cast their votes | No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes) | % of Total Votes Received |
|---|-------------------------------------|---|---------------------------|
| Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM) | 1357 | 55,85,10,877 | 100 |
| Total Number of Votes against the resolution | 155 | 2,65,78,718 | 4.75885 |
| Total Number of Votes in favour of Resolution | 1202 | 53,19,32,159 | 95.24115 |

Therefore, the Resolution No. 5 has been approved with requisite majority.

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Special Business - Agenda Item No. 6

Ordinary Resolution for Ratification of Cost Auditor's Remuneration:-

| Particulars | No. of Members who cast their votes | No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes) | % of Total Votes Received |
|---|-------------------------------------|---|---------------------------|
| Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM) | 1353 | 55,91,37,886 | 100 |
| Total Number of Votes against the resolution | 20 | 15,764 | 0.00282 |
| Total Number of Votes in favour of Resolution | 1333 | 55,91,22,122 | 99.99718 |

Therefore, the Resolution No. 6 has been approved with requisite majority.

Special Business - Agenda Item No. 7

Special Resolution for approval of the Havells Employees Stock Purchase Scheme 2022 and its implementation through Trust:-

| Particulars | No. of Members who cast their votes | No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes) | % of Total Votes Received |
|---|-------------------------------------|---|---------------------------|
| Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM) | 1349 | 53,22,76,850 | 100 |
| Total Number of Votes against the resolution | 667 | 10,79,48,431 | 20.28050 |
| Total Number of Votes in favour of Resolution | 682 | 42,43,28,419 | 79.71950 |

Therefore, the Resolution No. 7 has been approved with requisite majority.

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Special Business - Agenda Item No. 8

Special Resolution for Authorization of Havells Employees Welfare Trust to Subscribe to Shares for and under the Havells Employees Stock Purchase Scheme 2022:-

| Particulars | No. of Members who cast their votes | No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes) | % of Total Votes Received |
|---|-------------------------------------|---|---------------------------|
| Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM) | 1352 | 53,37,28,187 | 100 |
| Total Number of Votes against the resolution | 701 | 10,92,96,224 | 20.47788 |
| Total Number of Votes in favour of Resolution | 651 | 42,44,31,963 | 79.52212 |

Therefore, the Resolution No. 8 has been approved with requisite majority.

Special Business - Agenda Item No. 9

Special Resolution for Provisioning of money by the Company to the Havells Employees Welfare Trust/Trustees for Subscription of Shares under the Havells Employees Stock Purchase Scheme, 2022:-

| Particulars | No. of Members who cast their votes | No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes) | % of Total Votes Received |
|---|-------------------------------------|---|---------------------------|
| Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM) | 1348 | 53,37,27,955 | 100 |
| Total Number of Votes against the resolution | 712 | 10,95,62,427 | 20.52777 |
| Total Number of Votes in favour of Resolution | 636 | 42,41,65,528 | 79.47223 |

Therefore, the Resolution No. 9 has been approved with requisite majority.

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Special Business - Agenda Item No. 10

Special Resolution for Amendment to the Part B – “Havells Employees Stock Purchase Plan 2014” of Havells Employees Long Term Incentive Plan 2014 and related modification thereto:-

| Particulars | No. of Members who cast their votes | No. of Equity Shares of the Nominal Value of Re.1/- each (No. of Votes) | % of Total Votes Received |
|---|-------------------------------------|---|---------------------------|
| Total Votes received by electronic mode (Remote e-voting and e-voting at the AGM) | 1350 | 53,37,27,836 | 100 |
| Total Number of Votes against the resolution | 596 | 8,41,32,690 | 15.76322 |
| Total Number of Votes in favour of Resolution | 754 | 44,95,95,146 | 84.23678 |

Therefore, the Resolution No. 10 has been approved with requisite majority.

All the ten (10) resolutions stand passed under remote e-voting and e- voting at the AGM with the requisite majority and, hence, deemed to be passed as on the date of the AGM, i.e. on July 08th, 2022.

We hereby confirm that we have maintained the soft copy of the registers received from the service provider in respect of the votes cast through remote e- voting and e- voting at the AGM by way of electronic means by the members of the Company. You may kindly declare the results accordingly.

Thanking you,

Yours faithfully,

**For MZ & Associates
Scrutinizer**



**CS Mohd Zafar
(Partner)**

Membership No.: FCS 9184

CP No.: 13875

UDIN: F009184D000589115

Place: Noida

Date: 08th July, 2022

Counter Signed by **Shri Sanjay Kumar Gupta, Senior Vice President & Company Secretary,**
Authorised by the Chairman of the Meeting.

MZ & ASSOCIATES, Company Secretaries

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