



1<sup>st</sup> May, 2023

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: - Submission of Annual Secretarial Compliance Report for the year ended March 31, 2023**

Dear Sir/ Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant Circular(s) issued by SEBI/ Exchanges from time to time, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31<sup>st</sup> March, 2023, issued by Balika Sharma & Associates, Company Secretaries and the Secretarial Auditor of the Company.

This above is for your information and record.

Thanking you.

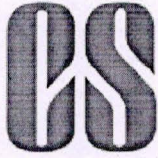
Yours faithfully,  
for **Havells India Limited**

  
**(Sanjay Kumar Gupta)**  
**Company Secretary**

**Encl: As above**



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



*Balika Sharma And Associates*  
*Company Secretaries*

Address : Flat No. 211 pocket A / 3,  
Sector-7, Rohini, New Delhi,  
Pin Code -110085  
Phone : 011-27931217  
Mobile : 9811387946  
E-mail Id: [balikasharma@gmail.com](mailto:balikasharma@gmail.com)

**SECRETARIAL COMPLIANCE REPORT**  
**OF HAVELLS INDIA LIMITED**  
**for the year ended March 31, 2023**

To  
The Board of Directors  
Havells India Limited  
904, 9<sup>th</sup> Floor, Surya Kiran Building  
KG Marg, Connaught Place  
New Delhi – 110001

We Balika Sharma and Associates, Practicing Company Secretaries have examined:

- all the documents and records made available to us and explanation provided by **HAVELLS INDIA LIMITED** (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 (“Review Period”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

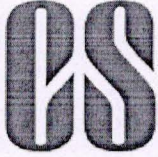
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (“Listing Regulations”)
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable to the listed entity during the Review Period**)
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable to the listed entity during the period under review**)
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

GST No. : 07AMAPS 9564 K1ZE

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







**Balika Sharma And Associates**  
**Company Secretaries**

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and based on above examination, we hereby report that, during the review period

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.					
NOT APPLICABLE										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

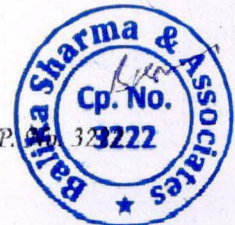
Sr. No	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.					
NOT APPLICABLE										

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

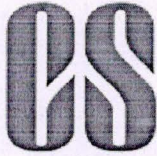
Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
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Membership No. 4816, C. P.







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1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity</li><li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/ guidelines issued by SEBI</li></ul>	Yes	
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/ information under a separate section on the website</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li></ul>	Yes	
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	As per SEBI Listing Regulations and the Companies Act, the Board Evaluation is







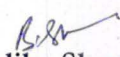
**Balika Sharma And Associates**  
**Company Secretaries**

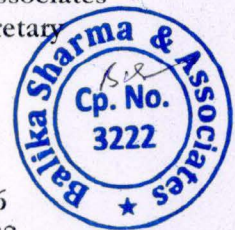
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			required to be done once in a year. The Performance Evaluation was carried out in the last quarter of the financial year 2022-23.
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions - (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee	a) Yes b) Not Applicable	
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	None	
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	None	

Place: New Delhi  
Date: 01.05.2023

For Balika Sharma & Associates  
Company Secretary

  
Balika Sharma  
Proprietor  
FCS No.: 4816  
C.P.No.: 3222



UDIN number F004816E000230745

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