

**28<sup>th</sup> June 2024**

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 41<sup>st</sup> Annual General Meeting u/r 30 of the SEBI (Listing Obligations 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 Obligations and Disclosure Requirements) Regulations 2015**

Dear Sir,

Pursuant to captioned regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the proceedings of the 41<sup>st</sup> Annual General Meeting of the Company held this day through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) on 28<sup>th</sup> June, 2024 at 2:00 pm.

The Remote E-voting on all the Resolutions set out in the Notice of 41<sup>st</sup> Annual General Meeting was conducted during the period from 25<sup>th</sup> June, 2024 to 27<sup>th</sup> June, 2024 and for those who did not cast their vote through remote e-voting, the facility to cast vote through e-voting during the AGM was also made available.

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

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,  
for **Havells India Limited**

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

**Encl.: A/a**

**HAVELLS INDIA LTD.**

Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, U.P (INDIA). Tel: +91-120-3331000, Fax: +91-120-3332000, E-mail: marketing@havells.com, www.havells.com  
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For CARE 360, Call us : for Havells : 08045771313, for Lloyd : 08045775666. CIN: L31900DL1983PLC016304

**PROCEEDINGS OF THE 41<sup>ST</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 28<sup>TH</sup> JUNE, 2024 AT 2:00 P.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM)**

Date of the AGM: **28<sup>TH</sup> JUNE, 2024**

Total number of shareholders on Cut-off i.e. **21<sup>st</sup> June, 2024: 2,16,604**

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:- **3**

Public:- **115**

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 & Group CFO**
- 5. Shri U K Sinha – Independent Director, Chairman of Audit Committee**
- 6. Smt Namrata Kaul – Independent Director**
- 7. Shri Subhash S Mundra – Independent Director, Chairman of Stakeholders Relationship/ Grievance Redressal Committee**
- 8. Shri Vivek Mehra – Independent Director, Chairman of Corporate Social Responsibility & Environmental, Social and Governance Committee**
- 9. Shri Ashish Bharat Ram – Independent Director, Chairman of Nomination and Remuneration Committee**
- 10. Shri Jalaj Ashwin Dani – Independent Director, Chairman of Enterprises Risk Management Committee**
- 11. Shri B Prasada Rao – Independent Director**
- 12. Shri Puneet Bhatia – Non-Independent Non-Executive Director**
- 13. Shri Siddhartha Pandit – Wholetime Director**

**Shri TV Mohandas Pai, Non-Independent Non-Executive 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 41<sup>st</sup> 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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The Chairman presented his speech.		
Thereafter the Company Secretary requested the Statutory Auditors to read the Auditors' Report.		
<p>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 21<sup>st</sup> June, 2024, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 25<sup>th</sup> June, 2024 to 27<sup>th</sup> June, 2024 as per the provisions of Companies Act, 2013 read with Rules framed thereunder. He informed that CS Mohd Zafar, Practicing Company Secretary (Membership No. FCS 9184, COP No. 13875), 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.</p> <p>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 11 (eleven) Resolutions of Ordinary and Special businesses as set out in the Notice of AGM.</p> <p>The Members were informed that the Results would be declared after considering the Remote e-voting and the e-Voting by Members present in the AGM. They were also informed that the Results would be submitted to the Stock Exchanges (NSE and BSE) in 2 working days and placed on the website of the Company.</p> <p>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.</p>		
<b>1.</b>	<b>Detail of the Agenda:</b>	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2024, 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 <sup>st</sup> March, 2024 and the Report of Auditors thereon.
	<b>Resolution required:</b>	Ordinary Resolution
<b>2.</b>	<b>Detail of the Agenda:</b>	Confirmation of the payment of Interim Dividend of Rs. 3.00 per equity share of Re. 1/- each already paid as an Interim Dividend during the Financial Year 2023-24.
	<b>Resolution required:</b>	Ordinary Resolution
<b>3.</b>	<b>Detail of the Agenda:</b>	Declaration of a Final Dividend of Rs. 6.00 per equity share of Re. 1/- each for the Financial Year 2023-24.
	<b>Resolution required:</b>	Ordinary Resolution
<b>4.</b>	<b>Detail of the Agenda:</b>	Appointment of a Director in place of Shri Ameet Kumar Gupta (DIN: 00002838), retiring by rotation and being eligible, offering himself for re-appointment
	<b>Resolution required:</b>	Ordinary Resolution

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5.	<b>Detail of the Agenda:</b>	Appointment of a Director in place of Shri Surjit Kumar Gupta (DIN: 00002810), retiring by rotation and being eligible, offering himself for re-appointment
	<b>Resolution required:</b>	Special Resolution
6.	<b>Detail of the Agenda:</b>	Ratification of Cost Auditors' Remuneration
	<b>Resolution required:</b>	Ordinary Resolution
7.	<b>Detail of the Agenda:</b>	Re-appointment of Shri Ameet Kumar Gupta (DIN: 00002838) as the Wholetime Director of the Company
	<b>Resolution required:</b>	Ordinary Resolution
8.	<b>Detail of the Agenda:</b>	Re-appointment of Shri Rajesh Kumar Gupta (DIN: 00002842) as the Whole-time Director & Group CFO of the Company
	<b>Resolution required:</b>	Special Resolution
9.	<b>Detail of the Agenda:</b>	Re-appointment of Shri Bontha Prasada Rao (DIN: 01705080) as an Independent Director for a Second Term
	<b>Resolution required:</b>	Special Resolution
10.	<b>Detail of the Agenda:</b>	Re-appointment of Shri Subhash S Mundra (DIN: 00979731) as an Independent Director for a Second Term
	<b>Resolution required:</b>	Special Resolution
11.	<b>Detail of the Agenda:</b>	Re-appointment of Shri Vivek Mehra (DIN: 00101328) as an Independent Director for a Second Term
	<b>Resolution required:</b>	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 Chairman 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.

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements (FS), Reports of Board of Directors & Auditors thereon, Audited Consolidated FS & Report of Auditors thereon for FY 2023-24.				
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)							
	<b>Total</b>	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
Public-Institutions	E-Voting		198158212	90.6846	197799818	358394	99.8191	0.1809
	Poll	218513742						
	Postal Ballot (if applicable)							
	<b>Total</b>	218513742	198158212	90.6846	197799818	358394	99.8191	0.1809
Public- Non Institutions	E-Voting		3807616	10.6622	3807457	159	99.9958	0.0042
	Poll	35711368						
	Postal Ballot (if applicable)							
	<b>Total</b>	35711368	3807616	10.6622	3807457	159	99.9958	0.0042
<b>Total</b>		626683030	574423748	91.6610	574065195	358553	99.9376	0.0624
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Confirmation of payment of Interim Dividend of Rs. 3.00 per equity share of Re. 1/- each already paid during the Financial Year 2023-24				
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)							
	<b>Total</b>	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
Public-Institutions	E-Voting		198381940	90.7869	197341732	1040208	99.4757	0.5243
	Poll	218513742						
	Postal Ballot (if applicable)							
	<b>Total</b>	218513742	198381940	90.7869	197341732	1040208	99.4757	0.5243
Public- Non Institutions	E-Voting		3807616	10.6622	3807522	94	99.9975	0.0025
	Poll	35711368						
	Postal Ballot (if applicable)							
	<b>Total</b>	35711368	3807616	10.6622	3807522	94	99.9975	0.0025
<b>Total</b>		626683030	574647476	91.6967	573607174	1040302	99.8190	0.1810
<b>Whether resolution is Pass or Not.</b>							Yes	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Final Dividend of Rs. 6.00 per equity share of Re. 1/- each, for the Financial Year 2023-24.				
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)							
	<b>Total</b>		372457920	372457920	100.0000	372457920	0	100.0000
Public-Institutions	E-Voting	218513742	198381940	90.7869	197341732	1040208	99.4757	0.5243
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		218513742	198381940	90.7869	197341732	1040208	99.4757
Public- Non Institutions	E-Voting	35711368	3807366	10.6615	3807249	117	99.9969	0.0031
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		35711368	3807366	10.6615	3807249	117	99.9969
<b>Total</b>		626683030	574647226	91.6966	573606901	1040325	99.8190	0.1810
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Director in place of Shri Ameet Kumar Gupta (DIN: 00002838), 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)							
	<b>Total</b>		372457920	372457920	100.0000	372457920	0	100.0000
Public-Institutions	E-Voting	218513742	198333524	90.7648	118344329	79989195	59.6694	40.3306
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		218513742	198333524	90.7648	118344329	79989195	59.6694
Public- Non Institutions	E-Voting	35711368	3807366	10.6615	3806803	563	99.9852	0.0148
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		35711368	3807366	10.6615	3806803	563	99.9852
<b>Total</b>		626683030	574598810	91.6889	494609052	79989758	86.0790	13.9210
<b>Whether resolution is Pass or Not.</b>							Yes	

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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of a Director in place of Shri Surjit Kumar Gupta (DIN: 00002810), retiring by rotation and being eligible, offering 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)							
	<b>Total</b>	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
Public-Institutions	E-Voting		198333524	90.7648	183348934	14984590	92.4448	7.5552
	Poll	218513742						
	Postal Ballot (if applicable)							
	<b>Total</b>	218513742	198333524	90.7648	183348934	14984590	92.4448	7.5552
Public- Non Institutions	E-Voting		3806866	10.6601	3799196	7670	99.7985	0.2015
	Poll	35711368						
	Postal Ballot (if applicable)							
	<b>Total</b>	35711368	3806866	10.6601	3799196	7670	99.7985	0.2015
<b>Total</b>		626683030	574598310	91.6888	559606050	14992260	97.3908	2.6092
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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)							
	<b>Total</b>	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
Public-Institutions	E-Voting		198221908	90.7137	198221908	0	100.0000	0.0000
	Poll	218513742						
	Postal Ballot (if applicable)							
	<b>Total</b>	218513742	198221908	90.7137	198221908	0	100.0000	0.0000
Public- Non Institutions	E-Voting		3807366	10.6615	3800009	7357	99.8068	0.1932
	Poll	35711368						
	Postal Ballot (if applicable)							
	<b>Total</b>	35711368	3807366	10.6615	3800009	7357	99.8068	0.1932
<b>Total</b>		626683030	574487194	91.6711	574479837	7357	99.9987	0.0013
<b>Whether resolution is Pass or Not.</b>							Yes	

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Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Shri Ameet Kumar Gupta (DIN: 00002838) as the Whole-time Director of the Company				
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)							
	<b>Total</b>	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
Public-Institutions	E-Voting		188869753	86.4338	88907596	99962157	47.0735	52.9265
	Poll	218513742						
	Postal Ballot (if applicable)							
	<b>Total</b>	218513742	188869753	86.4338	88907596	99962157	47.0735	52.9265
Public- Non Institutions	E-Voting		3806865	10.6601	3799207	7658	99.7988	0.2012
	Poll	35711368						
	Postal Ballot (if applicable)							
	<b>Total</b>	35711368	3806865	10.6601	3799207	7658	99.7988	0.2012
<b>Total</b>		626683030	565134538	90.1787	465164723	99969815	82.3104	17.6896
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Shri Rajesh Kumar Gupta (DIN: 00002842) as the Whole-time Director & Group CFO of the Company				
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)							
	<b>Total</b>	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
Public-Institutions	E-Voting		188869753	86.4338	102028667	86841086	54.0206	45.9794
	Poll	218513742						
	Postal Ballot (if applicable)							
	<b>Total</b>	218513742	188869753	86.4338	102028667	86841086	54.0206	45.9794
Public- Non Institutions	E-Voting		3807366	10.6615	3796228	11138	99.7075	0.2925
	Poll	35711368						
	Postal Ballot (if applicable)							
	<b>Total</b>	35711368	3807366	10.6615	3796228	11138	99.7075	0.2925
<b>Total</b>		626683030	565135039	90.1788	478282815	86852224	84.6316	15.3684
<b>Whether resolution is Pass or Not.</b>							Yes	

**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



Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Shri Bontha Prasada Rao (DIN: 01705080) as an Independent Director for a Second Term				
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)							
	<b>Total</b>		372457920	372457920	100.0000	372457920	0	100.0000
Public-Institutions	E-Voting	218513742	198333524	90.7648	189742847	8590677	95.6686	4.3314
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		218513742	198333524	90.7648	189742847	8590677	95.6686
Public- Non Institutions	E-Voting	35711368	3807366	10.6615	3798806	8560	99.7752	0.2248
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		35711368	3807366	10.6615	3798806	8560	99.7752
<b>Total</b>		626683030	574598810	91.6889	565999573	8599237	98.5034	1.4966
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Shri Subhash S Mundra (DIN: 00979731) as an Independent Director for a Second Term				
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)							
	<b>Total</b>		372457920	372457920	100.0000	372457920	0	100.0000
Public-Institutions	E-Voting	218513742	198333524	90.7648	190183674	8149850	95.8908	4.1092
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		218513742	198333524	90.7648	190183674	8149850	95.8908
Public- Non Institutions	E-Voting	35711368	3807366	10.6615	3798826	8540	99.7757	0.2243
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		35711368	3807366	10.6615	3798826	8540	99.7757
<b>Total</b>		626683030	574598810	91.6889	566440420	8158390	98.5802	1.4198
<b>Whether resolution is Pass or Not.</b>							Yes	

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For CARE 360, Call us : for Havells : 08045771313, for Lloyd : 08045775666. CIN: L31900DL1983PLC016304

Resolution (11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Shri Vivek Mehra (DIN: 00101328) as an Independent Director for a Second Term				
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)							
	<b>Total</b>	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
Public-Institutions	E-Voting		198333524	90.7648	170004111	28329413	85.7163	14.2837
	Poll	218513742						
	Postal Ballot (if applicable)							
	<b>Total</b>	218513742	198333524	90.7648	170004111	28329413	85.7163	14.2837
Public- Non Institutions	E-Voting		3807366	10.6615	3786008	21358	99.4390	0.5610
	Poll	35711368						
	Postal Ballot (if applicable)							
	<b>Total</b>	35711368	3807366	10.6615	3786008	21358	99.4390	0.5610
<b>Total</b>		626683030	574598810	91.6889	546248039	28350771	95.0660	4.9340
<b>Whether resolution is Pass or Not.</b>							Yes	

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**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & E-VOTING AT ANNUAL  
GENERAL MEETING DURING 41<sup>st</sup> 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 by Companies (Management and  
Administration) Amendment Rules, 2015)**

To,  
The Chairman  
41<sup>st</sup> Annual General Meeting,  
Havells India Limited  
CIN: L31900DL1983PLC016304  
904, 9<sup>th</sup> 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 41<sup>st</sup> Annual General Meeting (AGM) of Havells India Limited ("the  
Company") held on Friday, 28<sup>th</sup> June, 2024 at 02:00 P.M. (IST) through Video Conferencing  
("VC") / Other Audio-Visual Means (OAVM").**

Dear Sir,

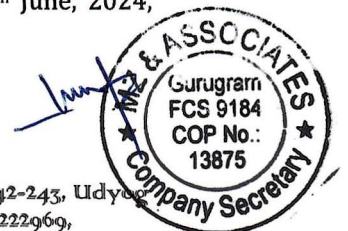
1. MZ & Associates, Firm of Company Secretaries were appointed as Scrutinizer by the Board of Directors of Havells India Limited ("the Company") for the purpose of scrutinizing the process of voting through electronic means ('e-voting') i.e. remote e-voting and e-voting at AGM by members during the Annual General Meeting on the resolutions contained in the Notice dated 30<sup>th</sup> April, 2024 for 41<sup>st</sup> Annual General Meeting of the Members of the Company, held on Friday, 28<sup>th</sup> June, 2024 at 02:00 P.M. (IST).

Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No.09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively 'MCA Circulars'), the Company is convening the 41<sup>st</sup> Annual General Meeting ('AGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and other applicable circulars issued in this regard (collectively 'SEBI Circulars'), have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

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 Eleven (11) resolutions mentioned in the Notice dated April 30, 2024. 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 25<sup>th</sup> June, 2024, Tuesday (08:30 A.M.) to 27<sup>th</sup> June, 2024, Thursday (05:00 P.M.).

**MZ & ASSOCIATES, Company Secretaries**

Peer Review Firm: P2014DE40000-757/2020, Address: 1<sup>st</sup> Floor, AIHP Palms, Plot No. 242-243, Udyog  
Vihar, Phase IV, Gurugram, Haryana - 122015, Telephone No: - +911244140022, 4222969,  
Website: [www.mycompliances.com](http://www.mycompliances.com), Email: [associates.mza@gmail.com](mailto:associates.mza@gmail.com)



# MZA

3. The cut-off date (Record date) for the purposes of identifying the Shareholders who were entitled to vote on the resolutions placed for the approval of the shareholders was 21<sup>st</sup> June, 2024.
4. The Notice was sent through email to the respective Shareholders as on the cut-off date of 24<sup>th</sup> May, 2024 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 Friday, the May 31, 2024 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 41<sup>st</sup> Annual General Meeting of the Company held through VC/OAVM, on Friday, 28<sup>th</sup> June, 2024 at 02:00 P.M. (IST) 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 03:26 P.M. on June 28, 2024 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 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 April 30, 2024.

## 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 41<sup>st</sup> Annual General Meeting dated April 30, 2024 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.

**MZ& ASSOCIATES, Company Secretaries**

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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 31<sup>st</sup> March, 2024, Reports of the Board of Directors and Auditors' thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 and the Report of Auditors thereon:**

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)	1,463	57,44,23,748	100
Total Number of Votes against the resolution	16	3,58,553	0.06242
Total Number of Votes in favour of Resolution	1,447	57,40,65,195	99.93758

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

**Agenda Item No. 2:**

**Ordinary Resolution for confirmation of payment of Interim Dividend of Rs. 3.00 per equity share of Re. 1/- each already paid during the financial year 2023-24:**

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)	1,469	57,46,47,476	100
Total Number of Votes against the resolution	22	10,40,302	0.18103
Total Number of Votes in favour of Resolution	1,447	57,36,07,174	99.81897

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



**MZA & ASSOCIATES, Company Secretaries**

**Agenda Item No. 3:**

**Ordinary Resolution for declaration of Final Dividend of Rs. 6.00 per equity share of Re. 1/- each, for the financial year 2023-24:**

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)	1,468	57,46,47,226	100
Total Number of Votes against the resolution	24	10,40,325	0.18104
Total Number of Votes in favour of Resolution	1,444	57,36,06,901	99.81896

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

**Agenda Item No. 4:**

**Ordinary Resolution for appointment of Director in place of Shri Ameet Kumar Gupta (DIN: 00002838), 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)	1,471	57,45,98,810	100
Total Number of Votes against the resolution	582	7,99,89,758	13.92098
Total Number of Votes in favour of Resolution	889	49,46,09,052	86.07902

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

**Special Business - Agenda Item No. 5:**

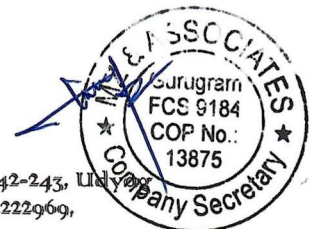
**Special Resolution for Re-appointment of Shri Surjit Kumar Gupta (DIN: 00002810) as Director, who retires by rotation and being eligible, offers himself for re-appointment:**

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)	1,468	57,45,98,310	100
Total Number of Votes against the resolution	112	1,49,92,260	2.60917
Total Number of Votes in favour of Resolution	1,356	55,96,06,050	97.39083

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

**MZ& ASSOCIATES, Company Secretaries**

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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)	1,459	57,44,87,194	100
Total Number of Votes against the resolution	15	7,357	0.00128
Total Number of Votes in favour of Resolution	1,444	57,44,79,837	99.99872

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

**Special Business - Agenda Item No. 7:**

**Ordinary Resolution for Re-appointment of Shri Ameet Kumar Gupta (DIN: 00002838) as the Whole-time Director of the Company:**

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)	1,470	56,51,34,538	100
Total Number of Votes against the resolution	538	9,99,69,815	17.68956
Total Number of Votes in favour of Resolution	932	4,65,164,723	82.31044

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

**Special Business - Agenda Item No. 8:**

**Special Resolution for Re-appointment of Shri Rajesh Kumar Gupta (DIN: 00002842) as the Whole-time Director & Group CFO of the Company:**

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)	1,469	56,51,35,039	100
Total Number of Votes against the resolution	609	8,68,52,224	15.36840
Total Number of Votes in favour of Resolution	860	47,82,82,815	84.63160

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

**MZ& ASSOCIATES, Company Secretaries**

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**Special Business - Agenda Item No. 9:**

**Special Resolution for Re-appointment of Shri Bontha Prasada Rao (DIN: 01705080) as an Independent Director for a Second Term:**

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)	1,465	57,45,98,810	100
Total Number of Votes against the resolution	139	85,99,237	1.49656
Total Number of Votes in favour of Resolution	1,326	56,59,99,573	98.50344

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

**Special Business - Agenda Item No. 10:**

**Special Resolution for Re-appointment of Shri Subhash S Mundra (DIN: 00979731) as an Independent Director for a Second Term:**

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)	1,465	57,45,98,810	100
Total Number of Votes against the resolution	132	81,58,390	1.41984
Total Number of Votes in favour of Resolution	1,333	56,64,40,420	98.58016

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

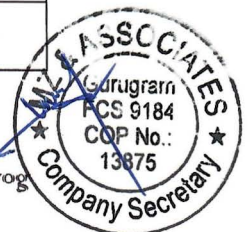
**Special Business - Agenda Item No. 11:**

**Special Resolution for Re-appointment of Shri Vivek Mehra (DIN: 00101328) as an Independent Director for a Second Term:**

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)	1,471	57,45,98,810	100
Total Number of Votes against the resolution	298	2,83,50,771	4.93401
Total Number of Votes in favour of Resolution	1,173	54,62,48,039	95.06599

**MZ** & ASSOCIATES, *Company Secretaries*

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Therefore, the Resolution No. 11 has been approved with requisite majority

All the Eleven (11) Resolutions stand passed under remote e-voting and e-voting at the AGM with the requisite majority and, hence, passed as on the date of the AGM, i.e. on June 28, 2024.

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: F009184F000634611

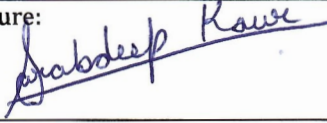
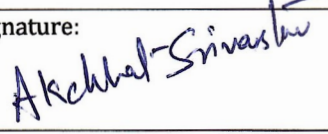
Counter-signed

Place: Gurugram  
Date: 28<sup>th</sup> June, 2024

Sanjay Kumar Gupta,  
Sr VP & Company Secretary

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

We the undersigned witness that the votes were unblocked from the e-Voting website of National Securities Depository Limited ("NSDL") - <https://www.evoting.nsdl.com/in> in our presence at 03:26 P.M. on 28<sup>th</sup> June, 2024 at the office of the Scrutiniser.

Signature: 	Signature: 
Ms. Sarabdeep Kaur	Mr. Akchhat Srivastava

**MZ & ASSOCIATES, Company Secretaries**

Peer Review Firm: P2014DE40000-757/2020, Address: 1<sup>st</sup> Floor, AIHP Palms, Plot No. 242-243, Udyog Vihar, Phase IV, Gurugram, Haryana – 122015, Telephone No: - +911244140022, 4222969,  
Website: [www.mycompliances.com](http://www.mycompliances.com), Email: [associates.mza@gmail.com](mailto:associates.mza@gmail.com)