

6<sup>th</sup> May, 2022

The National Stock Exchange of India Ltd.  
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

Scrp Code : 517354

**Sub: Annual Secretarial Compliance Report for the financial year ended 31 March 2022**

Dear Sir,

In terms of the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report issued to the Company viz. Havells India Limited by M/s MZ & Associates, Company Secretaries, for the financial year ended 31<sup>st</sup> March, 2022.

This is for your information and records.

Thanking you.

Yours faithfully,  
for **Havells India Limited**

  
(Sanjay Kumar Gupta)  
Company Secretary

Encl: As above



**Secretarial Compliance Report of Havells India Limited**  
*FOR THE FINANCIAL YEAR ENDED 31.03.2022*

To,  
**Havells India Limited**  
**904, 9<sup>th</sup> Floor, Surya Kiran Building,**  
**KG Marg, Connaught Place, New Delhi 110001**

We, **MZ & Associates, (MZA)** a firm of Company Secretaries, having our office at 3/31, West Patel Nagar, New Delhi 110008 have examined:

- all the documents and records made available to us and explanation provided by **Havells India Limited** (hereinafter referred to as "the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March, 2022** ("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;
- 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;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018,
- The Employees State Insurance Act, 1948, Employees Provident Fund and Miscellaneous Provisions Act, 1952, Employers Liability Act, 1938, Environment Protection Act, 1986 and other environmental laws, Air (Prevention and Control of pollution) Act, 1981, Factories Act, 1948, Industrial Dispute Act, 1947, Payment of Wages Act, 1936 and other applicable labour laws,

and based on the above examination, we hereby report that, during the Review Period:

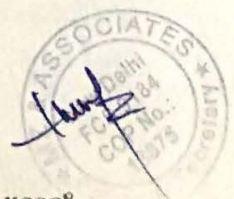
- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

**MZ & ASSOCIATES, Company Secretaries**

Peer Review Firm: P2014DE40000, Address: 3/31/ West Patel Nagar, New Delhi 110008

Telephone No: - +91 11 4341 103-04, Website: [www.mycompliances.com](http://www.mycompliances.com)

Email: [associates.mza@gmail.com](mailto:associates.mza@gmail.com)





Sr. No	Compliance Requirement (Regulations/Circulars/Guidelines including specific Clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
-	N.A.	-	-

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken	Observations/Remarks of the Practicing Company Secretary, if any
-	N.A.	-	-	-

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March, 2022	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
-	N.A.	-	-	-

- e) The listed entity in its 38<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> June, 2021 has appointed M/s Price Waterhouse & Co Chartered Accountants LLP (Registration No. 304026E/ E300009) as Statutory Auditors of the Company for a period of five years from the conclusion of 38<sup>th</sup> Annual General Meeting till the conclusion of the 43<sup>rd</sup> (Forty Third) Annual General Meeting of the Company. The listed entity has complied the terms of appointment of its auditor to give effect to Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

**Date:** 02<sup>nd</sup> May, 2022  
**Place:** New Delhi

**For MZ & Associates  
 Company Secretaries**

  
**CS Mohd Zafar  
 Partner**

**Membership No: FCS 9184  
 CP: 13875  
 UDIN: F009184D000255705**

**MZ & ASSOCIATES, Company Secretaries**

Peer Review Firm: P2014DE40000, Address: 3/31/ West Patel Nagar, New Delhi 110008  
 Telephone No: - +91 11 4341 1103-04, Website: [www.mycompliances.com](http://www.mycompliances.com)  
 Email: [associatesmza@gmail.com](mailto:associatesmza@gmail.com)