

HAVELLS INDIA LIMITED

Regd. Office: 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi - 110 001
Corp. Office: QRG Towers, 2D, Sector - 126, Expressway, Noida (U.P.) - 201 304
Tel. No.: 0120-3331000, Fax No.: 0120-3332000, E-mail: investors@havells.com
Website: www.havells.com, CIN: L31900DL1983PLC016304



NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of Havells India Limited will be held on 7th July, 2017, Friday at 10:00 am at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Report of Auditors thereon.
2. To declare a final dividend of ₹ 3.50/- per equity share of ₹ 1/- each for the Financial Year ended 31st March, 2017.
3. To appoint a Director in place of Shri Rajesh Kumar Gupta (DIN: 00002842), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri T. V. Mohandas Pai (DIN: 00042167), who retires by rotation and being eligible, offers himself for re-appointment.
5. **Ratification of Appointment of Auditors:**

To appoint Auditors and to fix their remuneration by passing the following Resolution with or without modification(s), as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants (Registration No. 301003E/ E300005), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty-Fifth AGM of the Company to be held in the year 2018 and the Board of Directors/ Audit Committee of the Company be and is hereby authorised to fix their remuneration.”

SPECIAL BUSINESS

6. **Ratification of Cost Auditors' Remuneration**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

7. **Appointment of Shri Vellayan Subbiah (DIN: 01138759) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT Shri Vellayan Subbiah (DIN: 01138759), who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and whose term of office expires at the ensuing Annual General Meeting and who meets the criteria of Independence as provided under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing alongwith a deposit of ₹ 1,00,000/- in terms of Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding Rules framed thereunder, as an Independent Director to hold office for a term of 3 (Three) years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2020.”

8. **Revision in the terms of remuneration of Shri Rajesh Kumar Gupta (DIN: 00002842), Whole-time Director (Finance) and Group CFO of the Company**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT in partial modification of the relevant Resolution passed earlier by the shareholders at the Annual General Meeting of the Company held on 13th July, 2015 and in line with the Nomination and Remuneration Policy of Directors, Key Managerial Personnel and Other Employees of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the revision in the remuneration of Shri Rajesh Kumar Gupta (DIN: 00002842), Whole-time Director (Finance) and Group CFO of the Company for the remaining period of his existing tenure upto 31st March, 2020 such that the upper limit in the scale of Basic Salary per month is increased to ₹ 50,00,000/- per month from the existing ₹ 30,00,000/- per month.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Whole-time Director (Finance) and Group CFO of the Company, as approved by the Resolution passed at the Annual General Meeting of the Company held on 13th July, 2015 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or any Committee thereof be and is hereby authorised to alter or vary any or all of the terms, conditions and/ or to increase the remuneration of Shri Rajesh Kumar Gupta as approved subject to a maximum monthly basic salary of ₹ 50,00,000/- and perquisites including the monetary value thereof within the limits specified in Schedule V to the Companies Act, 2013, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Shri Sanjay Kumar Gupta, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as may be considered

necessary, proper or desirable in the said regard including filing of returns with any authority.”

By Order of the Board
For **Havells India Limited**

Sanjay Kumar Gupta
Company Secretary
(Membership No. F3348)

Noida, May 11, 2017

Registered Office:

904, 9th Floor, Surya Kiran Building,

K G Marg, Connaught Place, New Delhi – 110001

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**

A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.

2. M/s S.R. Batliboi & Co. LLP, Chartered Accountant (Registration No. 301003E/ E300005) were appointed as the statutory auditors of the Company for a period of 5 (Five) years at the 33rd Annual General Meeting (AGM) of the Company held on 13th July, 2016.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM.

The Audit Committee and the Board of Directors recommend the ratification of appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountant as Statutory Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting.

Accordingly, ratification by the Members is being sought for the proposal contained in the Resolution set out at Item No. 5 of the accompanying Notice.

3. The Register of Members and Share Transfer Register will remain closed from 23rd June, 2017, Friday to 30th June, 2017, Friday (both days inclusive).
4. The Dividend, if any declared, shall be payable to those Shareholders whose name(s) stand registered:
 - a) as Beneficial Owner as at the end of business hours on 22nd June, 2017 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - b) as Member in the Register of Members of the Company/ Registrars & Share Transfer Agent after giving effect to valid share transfers in physical form lodged with the Company as at the end of business hours on 22nd June, 2017.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the Meeting so that the information is made available by the management at the day of the Meeting.
6. i) Members holding shares in physical form are requested to immediately intimate any change in their residential address to Link Intime India Private Limited, at 44, 2nd Floor, Naraina Community Centre Phase I, Near PVR

Cinema, New Delhi – 110028, Registrars and Transfer Agent of the Company, so that change could be effected in the Register of Members before closure.

- ii) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or e-mail address immediately to their respective Depository Participants.
- iii) The Government took a ‘Green Initiative in Corporate Governance’ in 2011 by allowing the Companies to service the documents to its Members through electronic mode.

Accordingly, the Company sends all communication including the Notice along with Annual Report in electronic form to all Members whose e-mail Id’s are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested.

Members are requested to update their e-mail Id’s with the Company in the enclosed form for receiving the notices and other documents at their e-mail address.

- iv) Members who have not opted for ECS facility earlier are requested to fill up the enclosed mandate form and return it to the Corporate Office of the Company to avail the ECS facility otherwise they are requested to intimate their Savings Account No./ Current Account No. and the name of Bank with whom such account is held to enable the Company to print the said details on the Dividend Warrant(s) to prevent fraudulent encashment of the same.

7. During the year, amount of Un-claimed Dividend for the Financial Year 2008-09 and Un-claimed Interim Dividend for the Financial Year 2009-10 have been deposited in the Investors Education and Protection Fund. Further, amount of Unclaimed Final Dividend for Financial Year 2009-10 is due for deposit to the Investors Education and Protection Fund on 5th November, 2017.
8. In case the Dividend has remained unclaimed in respect of Financial Year 2009-10 (Final) to 2015-16 the Shareholders may approach the Company with their dividend warrants for revalidation/ with the letter of undertaking for issue of revalidated/ duplicate dividend warrants respectively. A letter to this effect has already been sent to the concerned Shareholders.
9. The annual accounts of the Subsidiary Companies along with the related detailed information are available for inspection at the Corporate Office of the Company and of the Subsidiaries concerned and copies will be made available to Shareholders of Havells India Limited and its Subsidiary Companies upon request.
10. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
11. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.
12. Corporate Members intending to send their Authorized Representatives to attend the Meeting are requested to send a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf at the Meeting.
13. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13, which is available on the website of the Company.

14. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website www.havells.com. The Notice of AGM shall also be available on the website of NSDL viz. www.evoting.nsd.com

15. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.

A member may exercise his vote at the General Meeting by electronic means and the Company may pass any Resolution by electronic voting system in accordance with the provisions of the aforesaid Rule. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by NSDL.

The facility for voting, either through electronic voting system or ballot/ polling paper shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

Members may contact Shri Sanjay Kumar Gupta, Company Secretary, for any grievances connected with electronic means at the Corporate Office of the Company at 'QRG Towers', 2D, Sector-126, Expressway, Noida (U.P.) - 201 304 Tel. No. # 0120-3331000.

16. The remote e-voting period commences on 4th July, 2017 Tuesday (8:30 am) and ends on 6th July, 2017 Thursday (5:00 pm).

- Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 1st July, 2017 may opt for remote e-voting and cast their vote electronically.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.
- Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 1st July, 2017 may obtain the login ID and password by sending an e-mail to evoting@nsdl.co.in or investors@havells.com by mentioning their Folio No./ DP ID and Client ID No. However, if you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsd.com.
- Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
- At the end of remote e-voting period, the facility shall forthwith be blocked.

17. The Board vide its Resolution passed on 11th May, 2017 has appointed Ms. Balika Sharma, Practising Company Secretary

(Membership No. F4816, COP No. 3222), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 3 (Three) days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.havells.com and on the website of NSDL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.

18. Please see the instructions below for details on e-Voting facility.

A. In case of shareholders receiving e-mail from NSDL:

- a. Open e-mail and open PDF file viz; "HAVELLS e-Voting.pdf" with your Client ID or Folio No. as password containing your user ID and password for e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- c. Click on "Shareholder - "Login".
- d. Put user ID and password as initial password noted in step (a) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of "e-voting" opens. Click on "e-voting: Active Voting Cycles."
- g. Select "EVEN" of Havells India Limited.
- h. Now you are ready for "e-voting" as "Cast Vote" page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail csbalikasharma.h@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case of shareholders' receiving physical copy of Notice of AGM:

Initial password is provided at the bottom of the Attendance Slip/ Proxy Form for the AGM. Please follow all steps from Sl. No. (b) to Sl. No. (j) above, to cast vote.

19. If you are already registered with NSDL for e-voting then you can use your existing User ID and password for casting your vote.

20. You can update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-voting system in future.

21. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the "downloads" section of www.evoting.nsdl.com.
22. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on any working day till the date of AGM.
23. The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the Meeting is also hosted along with the Notice on the website of the Company i.e. www.havells.com.

By Order of the Board
For **Havells India Limited**

Sanjay Kumar Gupta
Company Secretary
(Membership No. F3348)

Noida, May 11, 2017
Registered Office:
904, 9th Floor, Surya Kiran Building,
K G Marg, Connaught Place, New Delhi – 110001

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6

The Board, on the recommendation of the Audit Committee, in its Meeting held on 11th May, 2017 has approved the appointment and remuneration of M/s. Sanjay Gupta & Associates, Cost Accountants, (Registration No. 00212), as the cost auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2017-18 at a fee of ₹ 8.50 Lakhs subject to TDS, Service Tax etc., as applicable, apart from out of pocket expenses, as remuneration for cost audit services for the Financial Year 2017-18.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2018.

None of Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

ITEM NO. 7

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Shri Vellayan Subbiah (DIN: 01138759) as an Additional Director on 18th October, 2016 in terms of Section 161(1) of the Companies Act, 2013 and as an Independent Director in terms of Section 149 of the Companies Act, 2013. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Shri Vellayan Subbiah will hold office only upto the date of ensuing Annual General Meeting.

The Company has received from one of the Members, a Notice in writing under the provisions of section 160 of the Companies Act, 2013, along with a deposit of ₹ 1,00,000/- proposing the candidature of Shri Vellayan Subbiah for the office of Director. The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director. The Company has also received declaration

from him that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Shri Vellayan Subbiah fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Shri Vellayan Subbiah, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of 3 (Three) years from the date of this AGM upto the date of AGM to be held in the calendar year 2020.

Copy of the draft letter for appointment of Shri Vellayan Subbiah as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

The Board of Directors of your Company recommends the Resolution in relation to appointment of Shri Vellayan Subbiah as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Vellayan Subbiah, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 7.

Disclosure under applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

ITEM NO. 8

Shri Rajesh Kumar Gupta (DIN: 00002842), Whole-time Director (Finance) and Group CFO of the Company, was last re-appointed by the Shareholders in the Annual General Meeting (AGM) held on 13th July, 2015 for a term of 5 (Five) years w.e.f. 1st April, 2015. As per the existing terms of his appointment, he can be paid basic salary as may be decided by the Board and/ or any Committee thereof subject to a maximum basic salary of ₹ 30,00,000/- per month.

Considering his contribution to the overall progress of the Company and also taking into account the prevailing managerial remuneration in industry, the Board of Directors in its Meeting held on 11th May, 2017, upon the recommendation of the Nomination and Remuneration Committee and subject to the approval of Members sought in the Annual General Meeting has approved the revision in the maximum limit of his monthly basic salary to ₹ 50,00,000/- per month from the existing maximum limit of ₹ 30,00,000/- per month. Actual monthly basic salary shall however continue to be decided by the Board and/ or any Committee thereof.

Pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Board recommends the revision in the terms of remuneration of Shri Rajesh Kumar Gupta to the Members for their approval.

Except Shri Rajesh Kumar Gupta, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 8.

Disclosure under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the Explanatory Statement. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Annual Report of the Company.

By Order of the Board
For **Havells India Limited**

Sanjay Kumar Gupta
Company Secretary
(Membership No. F3348)

Noida, May 11, 2017
Registered Office:
904, 9th Floor, Surya Kiran Building
K G Marg, Connaught Place, New Delhi – 110001

ANNEXURE

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, WITH THE STOCK EXCHANGES AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Date of Birth (No. of Equity Shares held)	Qualification (Relationship with other Directors)	Nature of Expertise	Name of Companies in which he/ she holds Directorship*	Name of Committees of the Companies of which he/ she holds Membership
1. Shri Rajesh Kumar Gupta (DIN: 00002842)	17 th June, 1957 (13,39,544 Equity Shares of Re. 1/- each)	Chartered Accountant (Not related with any Director/ KMP of the Company.)	Shri Rajesh Kumar Gupta, is a Chartered Accountant having rich experience in finance and allied fields. He has been with the QRG group since the beginning of his career and was appointed as Whole-time Director of the Company w.e.f. 21 st March, 1992. He has helped shape not just the finance function but played a multi-dimensional role in laying the culture, systems and processes across the organisation.	- Havells India Limited	Havells India Limited - Corporate Social Responsibility Committee (Member) - Enterprises Risk Management Committee (Member) - Share Allotment and Transfer Committee (Member) - Executive Committee (Member)
2. Shri T. V. Mohandas Pai (DIN: 00042167)	5 th November, 1958 (Nil)	FCA, LLB, B.Com (Not related with any Director/ KMP of the Company.)	Shri T. V. Mohandas Pai is a key player in the development of the IT services industry in India and instituted several industry-firsts in the Country. Prior to this, he was a Member of the Board at Infosys Ltd., where he also served as CFO and the lead for HR and Education & Research. He was the first to institute the broad based employee stock option plan, led the first Indian company to list in the US etc. He co-founded Aarin Capital Partners in early 2012 to fund opportunities in Health Care, Life Sciences, Education and Technology-led businesses. He also co-founded Exfinity Investment Managers in mid-2014 to launch Exfinity Technology Fund I and focused on providing capital and operational support to technology companies with an India base or focus. He is also the Chairman of SEBI Primary Markets Advisory Committee (PMAC). He was a Trustee of the International Financial Reporting Standards ("IFRS") Foundation and a Member of the Dr. Anil Kakodkar Committee on Autonomy for the IITs and the Karnataka Knowledge Commission. Chairperson, FICCI Higher Skills Committee. He was a Member of various important national committees like the Kelkar Committee, constituted by the Ministry of Finance, GoI; the Non-Resident Taxation Committee as well as the Chair of the Karnataka ICT Group 2020. He is also a keen philanthropist who helped set up the Akshaya Patra Foundation in Bangalore which delivers a hot mid-day meal to over 1.6 million school children in 11,000 government schools across 9 states in India along with other likeminded persons. In April 2015, the President of India awarded him the Padma Shri in recognition of his efforts for the betterment of the nation in areas of Trade and Industry.	- Havells India Limited - National Stock Exchange of India Limited	National Stock Exchange of India Limited - Nomination and Remuneration Committee (Member) - Stakeholders Relations Committee (Member) - Corporate Social Responsibility Committee (Member)
3. Shri Vellayan Subbiah (DIN: 01138759)	7 th August, 1969 (Nil)	BE, MBA (Not related with any Director/ KMP of the Company.)	Shri Vellayan Subbiah is the Managing Director of Cholamandalam Investment and Finance Company Limited (Chola). He joined the Board of Chola in August, 2010. He holds a Bachelor of Technology in Civil Engineering from IIT Madras and a Masters in Business Administration from the University of Michigan, USA. He has over 21 years of experience in the varied fields of technology, projects and financial services. He has worked with Mckinsey and Company, Chicago, 24/7 Customer Inc. and Sundram Fasteners. He was the Managing Director of Laserwords between January, 2007 and August, 2010. Shri Vellayan is a recipient of the Extraordinary Entrepreneur of the Year - TIECON 2014 Award. He is also a Director on the Boards of SRF Limited and certain other Murugappa Group Companies.	- Havells India Limited - Cholamandalam Investment and Finance Company Limited - SRF Limited - Cholamandalam Distribution Services Limited	Cholamandalam Investment and Finance Company Limited - Stakeholders Relationship Committee (Member) - Business Committee (Member) - Risk Management Committee (Member) - Corporate Social Responsibility Committee (Member) SRF Limited - Audit Committee (Member) - Remuneration Committee (Chairman) Cholamandalam Distribution Services Limited - Audit Committee (Member) - Corporate Social Responsibility Committee (Chairman) - Nomination and Remuneration Committee (Chairman)

*Directorship includes directorship in Indian Public Companies including Havells.

Note: For other details, please refer to the Corporate Governance Section of the Annual Report.

HAVELLS INDIA LIMITED

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Tel. No.: 0120-3331000, Fax No.: 0120-3332000, E-mail: investors@havells.com
Website: www.havells.com, CIN: L31900DL1983PLC016304



Dear Member,

Sub: Electronic Clearing Service (ECS)/ Bank particulars for payment of dividend.

We wish to inform you that from last few years, we have extended ECS facility to our members by which they can receive their dividend directly in their bank account through electronic clearing.

The benefits of ECS are that, it provides protection against fraudulent interception and encashment of dividend warrants or damage of dividend warrants in transit or problem of revalidation/ issuance of duplicate dividend warrants and **there is no extra cost.**

We wish to further inform you that SEBI has also mandated the Companies, the use of ECS facility for distributing the dividend and other cash benefits to the investors and only in the absence of availability of ECS facility, the Company may use warrants for disbursing dividend and other cash benefits. Further the Bank particulars have to be printed on the warrants to obviate any fraudulent encashment and interception in postal transit.

You are, therefore, requested to follow the procedure given below:

i. Physical Shares

In order to avail the ECS facility, we request you to provide us the requisite details in the form attached herewith and submit the same to the Company at its Corporate Office at Havells India Limited, QRG Towers, 2D, Sector – 126, Expressway, Noida (U. P.) – 201 304, before the dividend for the current Financial Year is paid to you. The information should be accurate and complete in all respects and in order to prevent any incorrect particulars being entered, we request you to enclose photocopy of a Cheque for verifying the accuracy of MICR Code No. and other particulars.

ii. Demat Shares

Please note that as per the Stock Exchange directions, the Company will have to take note of the ECS or Bank Account details furnished only by the Depositories, whenever such information is available. **You are therefore requested to provide such information only to your Depository Participant (DP), in case the shares are held in demat form.**

We recommend and request you to avail of the ECS facility and in the alternative provide complete Bank particulars for printing on the dividend warrant(s).

Assuring you of our best services.

Thanking you.

Yours faithfully,
For **Havells India Limited**

Company Secretary

To,

Date:

The Share Department
HAVELLS INDIA LIMITED
QRG Towers, 2D
Sector – 126, Expressway,
Noida (U.P.) – 201 304

Dear Sir,

Sub: Payment of dividend (Electronic Clearing Service / Bank Particulars)

*I wish to participate in the Electronic Clearing Services and given below the details of my bank account, to which you may electronically credit the payment due to me against the reference folio number mentioned below:

1. Name of the First holder (in Block Letters)	:	_____
2. E-mail Id	:	_____
3. Telephone/ Mobile No.	:	_____
4. Regd. Folio No.	:	_____
5. Name of the Bank	:	_____
6. Branch Name & Address	:	_____
7. Account Number (as appearing on your Cheque Book)	:	_____
8. Account Type (Saving Bank A/c, Current A/c or Cash Credit A/c)	:	_____
9. 9 digit code number of the Bank & Branch appearing on the MICR Cheque issued by the Bank. (Please attach photocopy of the accuracy of the MICR Code Number)	:	_____

* I do not wish to opt for ECS facility and therefore request the following Bank Details to be incorporated on the dividend warrant.

1. Bank Name	:	_____
2. Branch Name & Address	:	_____
3. Account Number (as appearing on your Cheque Book)	:	_____
4. Account Type (Saving Bank A/c, Current A/c or Cash Credit A/c)	:	_____

(*Strike out which is not applicable)

I hereby declare that the particulars given above are correct and complete. I undertake to inform of any subsequent changes in the above particulars. If the ECS payment transaction is delayed or not effected for any reasons I would not hold the Company responsible.

Signature of the first named shareholder

Name _____

Address _____

Tel. No. _____

NOTE: In case of shares held in demat form, the above particulars for ECS facility/ Bank particulars have to be provided to your Depository Participant (DP), quoting your Client ID No. to them.



HAVELLS INDIA LIMITED

Regd. Office: 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi - 110001
Corp. Office: QRG Towers, 2D, Sector – 126, Expressway, Noida (U.P.) - 201 304
Tel. No.: 0120-3331000, Fax No.: 0120-3332000, E-mail: investors@havells.com
Website: www.havells.com, CIN: L31900DL1983PLC016304



Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L31900DL1983PLC016304
Name of the Company : Havells India Limited
Registered office : 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi - 110 001

Name of the Member(s)	:	
Registered address	:	
E-mail Id	:	
Folio No./ Client Id	:	
DP ID	:	

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint

1. Name : _____
Address : _____
E-mail Id : _____
Signature: _____, or failing him
2. Name : _____
Address : _____
E-mail Id : _____
Signature: _____, or failing him
3. Name : _____
Address : _____
E-mail Id : _____
Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 34th Annual General Meeting of the Company, to be held on the 7th July, 2017 Friday at 10:00 am at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Ordinary Businesses

1. Adoption of Annual Financial Statements of the Company for the Financial Year ended 31st March, 2017. (Ordinary Resolution)
2. Declaration of final dividend of ₹ 3.50/- per equity share of ₹ 1/- each for the Financial Year ended 31st March, 2017. (Ordinary Resolution)
3. Re-appointment of Shri Rajesh Kumar Gupta (DIN: 0002842), retiring by rotation and being eligible, offering himself for re-appointment. (Ordinary Resolution)
4. Re-appointment of Shri T. V. Mohandas Pai (DIN: 00042167), retiring by rotation and being eligible, offering himself for re-appointment. (Ordinary Resolution)
5. Ratification of appointment of Statutory Auditors of the Company and fixing their remuneration. (Ordinary Resolution)



Special Businesses

1. Ratification of the Remuneration to Cost Auditors in terms of the Companies Act, 2013. (Ordinary Resolution)
2. Appointment of Shri Vellayan Subbiah (DIN: 01138759) as an Independent Director for the first term of 3 years. (Ordinary Resolution)
3. Revision in terms of remuneration paid to Shri Rajesh Kumar Gupta (DIN: 00002842), Whole-time Director (Finance) and Group CFO. (Ordinary Resolution)

Signed this _____ day of _____ 2017

Signature of Shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Form for updation of E-mail Address

To,
The Share Department
HAVELLS INDIA LIMITED
QRG Towers, 2D,
Sector – 126, Expressway,
Noida (U.P.) – 201 304

Date:

Dear Sir,

Sub : Updation of e-mail address

Please register my e-mail address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name	:
E-mail Id	:
Folio No. / Client Id	:
DP ID	:

Signature of the First named Shareholder

Name:

Address:



Date : 7th July, 2017
Time : 10:00 am
Venue : Sri Sathya Sai International Centre
Pragati Vihar, Lodhi Road
New Delhi – 110 003



HAVELLS INDIA LIMITED

Regd. Office: 904, 9th Floor, Surya Kiran Building, K G. Marg, Connaught Place, New Delhi – 110 001
Corp Office: QRG Towers, 2D, Sector – 126, Expressway, Noida (U.P.) 201 304
CIN: L31900DL1983PLC016304

ATTENDANCE SLIP FOR ATTENDING ANNUAL GENERAL MEETING

Regd. Folio No.....

No. of Shares held

DP ID No.

Client ID No.

I certify that I am a member / proxy for the Member(s) of the Company.

I hereby record my presence at the 34th Annual General Meeting of the Company at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003 at 10:00 am on 7th July, 2017.

.....
Member's / Proxy's name in Block Letters

.....
Signature of Member/ Proxy

Note : Please fill up this attendance slip and hand over at the entrance of the meeting hall.

(sticker) EVEN USER – ID	PASSWORD
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ROUTE MAP TO THE VENUE OF THE 34TH AGM OF HAVELLS INDIA LIMITED



 **Sri Sathya Sai International Centre**
Pragati Vihar, Lodhi Road, New Delhi- 110 003

Jungpura
Metro