



## HAVELLS INDIA LIMITED

Regd. Office: 904, 9<sup>th</sup> Floor, Surya Kiran Building, K.G. Marg, Connaught Place, New Delhi - 110001  
Corp. Office: QRG Towers, 2D, Sector - 126, Expressway, Noida (U.P.) - 201304  
Tel. No.: 0120-3331000, Fax No.: 0120-3332000, E-mail: [investors@havells.com](mailto:investors@havells.com)  
Website: [www.havells.com](http://www.havells.com), CIN: L31900DL1983PLC016304

# NOTICE

**NOTICE** is hereby given that the 42<sup>nd</sup> (Forty Second) Annual General Meeting of Havells India Limited will be held on 17<sup>th</sup> June, 2025, Tuesday at 11:00 am through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at 904, 9<sup>th</sup> Floor, Surya Kiran Building, K.G. Marg, Connaught Place, New Delhi - 110001 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2025, 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, 2025 and the Report of Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 4.00 per equity share of ₹ 1/- each already paid during the year as Interim Dividend for the Financial Year 2024-25.
3. To declare a Final Dividend of ₹ 6.00 per equity share of ₹ 1/- each, for the Financial Year 2024-25.
4. To appoint a Director in place of Shri Siddhartha Pandit (DIN: 03562264), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Anil Rai Gupta (DIN: 00011892), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 6. Ratification of Cost Auditor's 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 31<sup>st</sup> March, 2026, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

#### 7. Re-appointment of Shri Siddhartha Pandit (DIN: 03562264) as the Whole-time Director for another term of 3 years

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

**"RESOLVED THAT** 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 ("the Act") (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent be and is hereby accorded for the re-appointment of **Shri Siddhartha Pandit (DIN: 03562264)** as a Whole-time Director of the Company for another term of 3 (Three) years from 29<sup>th</sup> May, 2025 to 28<sup>th</sup> May, 2028 on the terms and conditions including remuneration (and also including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period, subject to the requirements of Schedule V to the Act) as enumerated herein below:

1. Period	From 29 <sup>th</sup> May, 2025 to 28 <sup>th</sup> May, 2028
2. Remuneration	Total Salary, perquisites and ₹ 1.37 crores per allowances including benefits annum which may & incentives towards P.F., go upto ₹ 2.25 NPS, Personal Accident and crores per annum Term Life Insurance, Mediciam over a period of Coverage, Executive Health 3 years. check-up, Leave Encashment etc. as per Company's Policy
3. ESOP/ ESPS	As per policies and rules of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any duly constituted Committee of the Board be and is hereby authorised to alter or vary any or all of the terms, conditions of Shri Siddhartha Pandit as approved within the limits specified in Schedule V to the Act, 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.”

8. To appoint M/s MZ & Associates, Practicing Company Secretaries (Firm Registration No. P2014DE040000) as Secretarial Auditors of the Company for a period of 5 years

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

“**RESOLVED THAT** in accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), M/s MZ & Associates, Practicing Company Secretaries (Firm Registration No. P2014DE040000) be and are hereby appointed as the Secretarial Auditors of the Company for a period of 5 (Five) years beginning from FY 2025-26, at a remuneration of ₹ 3 lakhs (Rupees Three Lakhs only) in respect of Secretarial Audit to be undertaken for the FY 2025-26, payable in one or more instalments plus GST as applicable, and reimbursement of out-of-pocket expenses incurred.

**RESOLVED FURTHER THAT** the Board of Directors/ Audit Committee of the Company be and is hereby authorised to fix the remuneration for the rest of tenure of the appointment and also authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s), to give effect to the aforesaid Resolution.”

9. To approve the appointment of Shri Abhinav Rai Gupta (relative of Director) to Office or place of profit in the Company

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 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted

from time to time, and pursuant to the recommendations of the Audit Committee, the Members hereby consent to the appointment of Shri Abhinav Rai Gupta (relative of Shri Anil Rai Gupta, Chairman and Managing Director of the Company), as Vice President, to hold an office or place of profit in the Company, for a period of 3 years effective from the date of approval of the Members, on an annual remuneration of ₹ 1 crore per annum inclusive of all benefits, which shall remain unchanged during the said period.

**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.”

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

**Sanjay Kumar Gupta**  
Company Secretary  
Membership No. F3348

Noida, April 22, 2025

**Registered Office:**

904, 9<sup>th</sup> Floor, Surya Kiran Building  
K.G. Marg, Connaught Place, New Delhi – 110001  
CIN: L31900DL1983PLC016304  
Website: [www.havells.com](http://www.havells.com)  
Email: [investors@havells.com](mailto:investors@havells.com)

**NOTES**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified above is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
2. Pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 03/2022 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022 followed by Circular Nos. 10/2022, 11/2022 dated 28<sup>th</sup> December, 2022, Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 and Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and ‘SEBI’ Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 (hereinafter referred to as “SEBI Circular”) physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.

3. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with, accordingly, the route map, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not Annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-Voting.
  4. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email, a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting at [investors@havells.com](mailto:investors@havells.com).
  5. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship/ Grievance Redressal Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  6. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  7. In compliance with the above circulars, electronic copies of the Notice of the AGM alongwith the Integrated Annual Report for the Financial Year 2024-25 is being sent to all the shareholders whose email addresses are registered/ available with the Company/ Depository Participants as on the cut-off date of 2<sup>nd</sup> May, 2025, Friday. The Notice has also been uploaded on the website of the Company in the Investor Relations Section under Financials in the Annual Reports tab. The complete Integrated Annual Report is also available in the same section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Further, in terms of SEBI Listing Obligations and Disclosure Requirements (Third Amendment) Regulations, 2024 for those shareholders whose email id is not registered, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, will be sent at their registered address.
- However, the Shareholders of the Company may request physical copy of the Notice and Integrated Annual Report from the Company by sending a request at [investors@havells.com](mailto:investors@havells.com), in case they wish to obtain the same.
8. This AGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circular No. 14/2020 dated 08<sup>th</sup> April, 2020 and MCA Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, MCA Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, MCA Circular No. 2/2021 dated 13<sup>th</sup> January, 2021, MCA Circular No. 19/2021 dated 08<sup>th</sup> December, 2021, MCA Circular No. 21/2021 dated 14<sup>th</sup> December, 2021, MCA Circular No. 03/2022 dated 05<sup>th</sup> May, 2022, MCA Circular Nos. 10/2022, 11/2022 dated 28<sup>th</sup> December, 2022, followed by MCA Circular Nos. 09/2023 dated 25<sup>th</sup> September, 2023 and 09/2024 dated 19<sup>th</sup> September, 2024.
  9. The recorded transcript of the forthcoming AGM on 17<sup>th</sup> June, 2025 shall also be made available on the website of the Company [www.havells.com](http://www.havells.com) in the Investor Relations Section, as soon as possible after the Meeting is over.
  10. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID [investors@havells.com](mailto:investors@havells.com) till the date of AGM. Further, Shareholders may also write to the Company at its mailing id [investors@havells.com](mailto:investors@havells.com) for inspection of any statutory register/ documents required to be placed at the time of AGM of the Company.
  11. 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.
  12. The Register of Members and Share Transfer Register will remain closed from 26<sup>th</sup> May, 2025, Monday to 30<sup>th</sup> May, 2025, Friday (both days inclusive).
  13. The Dividend, if any declared, shall be payable to those Shareholders whose name(s) stand registered:
    - (a) as Beneficial Owner upto the end of business hours on 25<sup>th</sup> May, 2025 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 transmissions, if any, in physical form lodged with the Company upto the end of business hours on 25<sup>th</sup> May, 2025.
  14. Pursuant to the amendments introduced in the Income Tax Act, 1961 ('the IT Act') vide Finance Act, 2020, w.e.f.

1<sup>st</sup> April, 2020, dividend declared, paid or distributed by a Company on or after 1<sup>st</sup> April, 2020, is taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct TDS/ WHT at the time of payment of dividend at the applicable tax rates. The rates of TDS/ WHT would depend upon the category and residential status of the shareholder. Members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the RTA/ Company by sending documents by 23<sup>rd</sup> May, 2025, Friday. For the detailed process, please visit website of the Company and go through "Instructions on TDS for Dividend" at [https://havells.com/media/wysiwyg/PDF/Disclosures/TDS-on-Dividend/Final\\_Dividend\\_FY2024-25.pdf](https://havells.com/media/wysiwyg/PDF/Disclosures/TDS-on-Dividend/Final_Dividend_FY2024-25.pdf).

15. i) SEBI vide its Circular, mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 1<sup>st</sup> April, 2024, upon their furnishing all the aforesaid details in entirety.

Further, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.

SEBI has introduced Form ISR - 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.

Members may also note that SEBI vide its Circular dated 25<sup>th</sup> January, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.

Relevant details and forms prescribed by SEBI in this regard including the mode of despatch are available on the website of the Company at <https://www.havells.com/en/discover-havells/investor-relation/shareholders-corner.html>, for information and use

by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.

- 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 email address immediately to their respective Depository Participants.

16. During the year, amount of Un-claimed Final Dividend for the financial year 2016-17 has been deposited in the Investor Education and Protection Fund. Further, amount of Un-claimed Final Dividend for financial year 2017-18 is due for deposit to the Investor Education and Protection Fund on 26<sup>th</sup> August, 2025.

The Company also transmitted 1,57,247 on account of Unclaimed Final Dividend for FY 2016-17 into the DEMAT Account of the IEPF Authority held with NSDL (DPID/ Client ID IN300708/10656671) in terms of the provisions of section 124(6) of the Companies Act, 2013 and the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time. These Equity Shares were the Shares of such Shareholders whose unclaimed/ unpaid dividend pertaining to financial year 2016-17 (Final) had been transferred into IEPF and who have not encashed their dividends for 7 (Seven) consecutive years. In the aforesaid cases, the Shares lying in the Unclaimed Suspense A/c of the Company (1,32,100 Equity Shares of ₹ 1 each), maintained in Demat Form, since the year 2017, were also included.

17. Concerned Shareholders may still claim the shares or apply for refund to the IEPF Authority in Web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in)
18. In case the Dividend has remained unclaimed in respect of financial years 2017-18 to 2024-25 the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for issue of duplicate dividend warrants. The Company regularly sends letters/ emails to this effect to the concerned Shareholders.
19. The annual accounts of the subsidiary company along with the related detailed information is available for inspection at the Corporate Office of the Company and of the subsidiary concerned and copies will be made available to Shareholders of Havells India Limited and its subsidiary company upon request.
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

21. 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.
22. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders can avail facility 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.
23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 08<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022, 28<sup>th</sup> December, 2022, 25<sup>th</sup> September, 2023 and 19<sup>th</sup> September, 2024, the Company is providing 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/ her 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.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the day of the AGM will be provided by NSDL.

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 [investors@havells.com](mailto:investors@havells.com), Tel. # 0120-3331000.

24. The remote e-Voting period commences on 14<sup>th</sup> June, 2025, Saturday (8:30 am) and ends on 16<sup>th</sup> June, 2025, Monday (5:00 pm).

- a. Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 10<sup>th</sup> June, 2025, Tuesday may opt for remote e-Voting and cast their vote electronically.
- b. 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 e-Voting at the Meeting.
- c. Any person, who acquires shares of the Company and becomes member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 10<sup>th</sup> June, 2025 may obtain the login ID and password by sending an email to [evoting@nsdl.com](mailto:evoting@nsdl.com) or [investors@havells.com](mailto: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.nsdl.com](http://www.evoting.nsdl.com)
- d. 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.
- e. 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.
- f. At the end of remote e-Voting period, the facility shall forthwith be blocked.

25. The Board vide its Resolution passed on 22<sup>nd</sup> April, 2025 has appointed M/s Balika Sharma & Associates, Practicing Company Secretaries (Membership No. FCS 4816, CP 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, unblock the votes cast through remote e-Voting and e-Voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 working 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](http://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 the Company are listed.

26. SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated 11<sup>th</sup> August, 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>. Link to the ODR Portal is also available on the homepage of Company's website at <https://havells.com/smart-odr>

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-Voting period begins on 14<sup>th</sup> June, 2025, Saturday (8:30 am) and ends on 16<sup>th</sup> June, 2025, Monday

(5:00 pm). The remote e-Voting module shall be disabled by NSDL for voting thereafter.

### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for CDSL Easi/ Easiest facility, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022- 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

B) [Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.](#)

#### How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDeAs, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAs login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution(s), you will not be allowed to modify your vote.

### General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPEG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [balikasharma@gmail.com](mailto:balikasharma@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886

7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, 3<sup>rd</sup> Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051, at the designated email ID – [evoting@nsdl.com](mailto:evoting@nsdl.com) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address [investors@havells.com](mailto:investors@havells.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-Voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhar Card) by email to [investors@havells.com](mailto:investors@havells.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhar Card) to [investors@havells.com](mailto:investors@havells.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/ OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/ OAVM link placed under Join General Meeting menu. The link for VC/ OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at [investors@havells.com](mailto:investors@havells.com) latest by 12<sup>th</sup> June, 2025, Thursday. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

**Sanjay Kumar Gupta**  
Company Secretary  
Membership No. F3348

Noida, April 22, 2025

**Registered Office:**

904, 9<sup>th</sup> Floor, Surya Kiran Building  
K.G. Marg, Connaught Place, New Delhi – 110001  
CIN: L31900DL1983PLC016304  
Website: [www.havells.com](http://www.havells.com)  
Email: [investors@havells.com](mailto:investors@havells.com)

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

### ITEM NO. 6

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Central Government has, in respect of specified class of companies engaged in the production of prescribed goods and services, directed that particulars relating to the utilisation of material or labour or to other items of cost shall be included in the books of account kept by that class of companies.

These requirements are applicable to the Company and accordingly the Board, on the recommendation of the Audit Committee, in its Meeting held on 22<sup>nd</sup> April, 2025 has approved the appointment and remuneration of M/s Chandra Wadhwa & Co., 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 2025-26 at a fee of ₹ 10.00 Lakhs subject to TDS, GST etc., as applicable, apart from out of pocket expenses, as remuneration for cost audit services for the Financial Year 2025-26.

Further, in terms of sub-section 3 of Section 148, the remuneration of the Cost Auditors appointed by the Board, will be determined by the Members 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 31<sup>st</sup> March, 2026.

None of the 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 this Notice.

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

### ITEM NO. 7

Shri Siddhartha Pandit has been heading the Legal Department of the Company since 2015. He has extensive experience across industries with expertise in Contract Drafting & Negotiations, Litigation Management (Civil & Criminal), Dispute Resolution, Mergers and Acquisitions, Statutory Compliances, Intellectual Property Rights (IPR) etc. He was subsequently appointed as a Whole-time Director of the Company with effect from 29<sup>th</sup> May, 2019.

The prevailing 3 (Three) year term of Shri Siddhartha Pandit (DIN: 03562264) as a Whole-time Director of the Company which commenced from 29<sup>th</sup> May, 2022 expires on 28<sup>th</sup> May, 2025.

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 22<sup>nd</sup> April, 2025 and subject to the approval of members

of the Company, re-appointed Shri Siddhartha Pandit, as a Whole-time Director of the Company for a further period of 3 (Three) years w.e.f. 29<sup>th</sup> May, 2025.

Besides remuneration, he is also entitled to the benefits of various Employees Stock Purchase Schemes of the Company. As of 31<sup>st</sup> March 2025, total number of shares which have been granted but yet to be vested to him are 1,523 shares.

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 re-appointment of Shri Siddhartha Pandit, as a Whole-time Director of the Company, to the Members for their approval.

Except Shri Siddhartha Pandit, no other Director(s) and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of this Notice.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is 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 Integrated Annual Report of the Company.

### ITEM NO. 8

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, a listed entity shall appoint or reappoint Secretarial Auditor with the approval of its shareholders in its Annual General Meeting.

Accordingly, in terms of the aforesaid requirement and subject to the approval of the Shareholders, the Board of Directors of the Company upon the recommendation of the Audit Committee approved the appointment of M/s MZ & Associates, a firm of Practising Company Secretaries, (Firm Registration No. P2014DE040000), as Secretarial Auditors of the Company for a period of 5 (Five) years beginning from FY 2025-26, at a remuneration of ₹ 3 Lakhs (Rupees Three Lakhs only) in respect of Secretarial Audit to be undertaken for the FY 2025-26. The remuneration for the subsequent financial years during the tenure of their appointment, shall be decided by the Audit Committee/ Board.

M/s MZ & Associates (MZA), a Peer Reviewed Firm of Practicing Company Secretaries, is an advisory and consulting firm having Pan India network with specialization in Secretarial Compliances. MZA has a dedicated team of company secretaries and they offer services across corporate laws, SEBI regulations, FEMA compliances and allied services.

The proposed fee is based on the knowledge, expertise, industry experience and the time and efforts required to be put in by the Secretarial Auditors.

The Company has received consent and eligibility letter from the proposed auditor to act as the Secretarial Auditors of the Company, in accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 8 of this Notice for appointment of M/s MZ & Associates as Secretarial Auditors of the Company for a period of 5 (Five) years.

None of the 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. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

#### ITEM NO. 9

Shri Abhinav Rai Gupta, one of the Promoters of the Company, aged about 27 years, is the son of Shri Anil Rai Gupta, the Chairman & Managing Director of the Company. He graduated from the Shri Ram College of Commerce (SRCC) and is an MBA from Harvard University. He gained professional experience while working with Bain & Co. India Pvt Ltd on various business consulting projects for almost a year. Prior to MBA, he had been associated with the Havells group contributing towards new product development and innovation in consumer product categories for over 3 years.

Considering the qualification, knowledge and experience of Shri Abhinav Rai Gupta, the Board upon the recommendations of the Audit Committee, in its Meeting held on 19<sup>th</sup> March, 2025, has consented to his appointment as a Vice President of the Company, pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 ('the Act'), on an annual remuneration of ₹ 1 crore per annum inclusive of all benefits, which shall remain unchanged during the said period.

The appointment will be effective from the date of approval of the Members. In view of good corporate governance principles, a fresh approval of the shareholders, under section 188(1)(f), will be sought after 3 years.

Shri Abhinav Rai Gupta will lead the team focusing on strategy and new initiatives. This induction will strengthen fresh perspective, outside-in view and millennial thinking. His key role & responsibilities, as a Vice President of the Company will be to:-

- Identify and pursue new business opportunities
- Explore business partnerships and collaborations
- Work with the team to foster a culture of innovation and excellence

- Assess mega trends relevant for the company / industry and propose strategic initiatives
- Drive initiatives for expansion of international business

The remuneration of ₹ 1 crore per annum inclusive of all benefits, is in alignment with internal and external benchmarks. For internal benchmarks, the compensation of role bearers at similar management level and market facing responsibilities were considered. The consideration set has a median total compensation of ₹ 1.54 crores per annum (mean of ₹ 1.55 crores per annum). For external benchmarks, the Company referenced 'Mercer 2024 India Total Remuneration Survey Report' published by Mercer, renowned for its market leading compensation surveys. As per the report, the total compensation for similar management level in General Management/ Innovation & Strategy/ Business Strategy & Planning has a mean of ₹ 1.16 crores per annum. The said report being a privileged document of the agency, cannot be made available publicly.

As Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(i) of Companies (Meetings of Board and its Powers) Rules, 2014, provides that related party's appointment to any office or place of profit in the Company carrying monthly remuneration exceeding ₹ 2,50,000/- shall be subject to approval by the Members of the Company, accordingly, the appointment of Shri Abhinav Rai Gupta, is being proposed before the Members for their approval.

This Explanatory Statement covers the disclosures as required under the Companies (Meetings of Board and its Powers) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Circulars issued thereunder.

The Board of Directors recommends the passing of the Resolution at Item No. 9 of this Notice by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives, other than Shri Anil Rai Gupta, Chairman and Managing Director & CEO, and his relatives, are deemed to be concerned or interested financially or otherwise, in the Resolution set out at Item No. 9 of this Notice.

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

**Sanjay Kumar Gupta**  
Company Secretary  
Membership No. F3348

Noida, April 22, 2025

#### Registered Office:

904, 9<sup>th</sup> Floor, Surya Kiran Building  
K.G. Marg, Connaught Place, New Delhi – 110001  
CIN: L31900DL1983PLC016304  
Website: [www.havells.com](http://www.havells.com)  
Email: [investors@havells.com](mailto:investors@havells.com)

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

Name of Director (DIN) Date of first appointment on the Board	Date of Birth Age (No. of Equity Shares held)	Qualification (Relationship with other Directors)	Nature of Expertise in specific functional areas	Name of Companies in which he/ she holds Directorship (Name of listed entities from where person has resigned in past 3 years)	Name of Committees of the Companies of which he/ she holds Membership
<b>Shri Siddhartha Pandit</b> (DIN: 03562264) 29 <sup>th</sup> May 2019	30 <sup>th</sup> May, 1968 57 years (7,601 Equity Shares of ₹ 1/- each)	BA LLB (Not related with any Director of the Company)	Shri Siddhartha Pandit has been heading the Legal Department of the Company since 2015. LEP (Leadership Excellence Program) from Harvard Business School and BA LLB from Delhi University, He is an astute legal professional with over 28 years of extensive experience across industries with expertise in Contract Drafting & Negotiations, Litigation Management (Civil & Criminal), Dispute Resolution, Mergers and Aquisitions, Statutory Compliances, Intellectual Property Rights (IPR) etc. He began his career by gaining court experience under Shri P.P Malhotra (Sr. Advocate) and also worked with Rajinder Narain & Co. Later he moved into Corporate to work with Max India, Samsung, Ciena, Carrier and Tower Vision. In his last assignment, he was associated with Indus Towers as VP - Legal.	• Havells India Limited -  (Nil)	
<b>Shri Anil Rai Gupta</b> (DIN: 00011892) 30 <sup>th</sup> September 1992	20 <sup>th</sup> April, 1969 56 years (Nil)	BA (Eco), MBA (Marketing and Finance) from Wake Forest University, North Carolina, USA  (Not related with any Director of the Company)	Shri Anil Rai Gupta is the Chairman and Managing Director of Havells India Limited and also the Managing Director of QRG Investments and Holdings Limited, a promoter Company. He joined Havells in 1992, under the mentorship of his father, Late Shri Qimat Rai Gupta. He spearheaded Havells' transformation into a modern, tech-savvy, nimble and innovative company. Under his stewardship, Havells expanded from industrial switchgear to consumer goods and lately to consumer durables with the acquisition of Lloyd. He graduated in economics from Sri Ram College of Commerce, Delhi University after which he did his MBA from Wake Forest University, North Carolina. He has also been deemed with the honorary Degree of Doctorate by his alma mater (WKU). He has been honoured with 'CEO of the Year – Consumer Durable Category' in 2023, 2020 & 2019 by Business Today, 'Entrepreneur of the Year' 2019 by Forbes magazine, 'Good Corporate Citizen 2019 for Social Welfare' by PHD Chamber of Commerce, 'AACSB Influential leader award' 2019, The 'Economic Times Family Business Award' 2018, 'Emerging Business Leader Award' 2017 by All India Management Association to name a few.	• Havells India Limited • QRG Enterprises Limited • QRG Investments and Holdings Limited • Havells International Inc.  (Nil)	Havells India Limited Enterprises Risk Management Committee - Member Share Allotment and Transfer Committee - Member Executive Committee - Member  QRG Investments and Holdings Limited - Audit Committee - Member - Nomination & Remuneration Committee - Member - IT Strategy and Steering Committee - Member - Corporate Social Responsibility Committee – Member - Executive Committee - Member - Review Committee Chairman

Note: For other details, the manner in which the proposed person meets such requirements, please refer to the Corporate Governance Section of the Integrated Annual Report.