

17<sup>th</sup> June 2025

The National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Bandra (E)  
**Mumbai- 400 051**

**NSE Symbol : HAVELLS**

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
**Mumbai- 400 001**

**Scrip Code : 517354**

**Sub: Proceedings of 42<sup>nd</sup> Annual General Meeting u/r 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 alongwith the Consolidated Scrutinizer's Report and Results of the e-Voting at AGM u/r 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015**

Dear Sir,

Pursuant to captioned regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the proceedings of the 42<sup>nd</sup> Annual General Meeting of the Company held this day through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) on 17<sup>th</sup> June, 2025 at 11:00 am and concluded at 11:50 am.

The Remote E-voting on all the Resolutions set out in the Notice of 42<sup>nd</sup> Annual General Meeting was conducted during the period from 14<sup>th</sup> June, 2025 to 16<sup>th</sup> June, 2025 and for those who did not cast their vote through remote e-voting, the facility to cast vote through e-voting during the AGM was also made available.

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

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,  
for **Havells India Limited**

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

**Encl.: A/a**

**HAVELLS INDIA LTD.**

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

**PROCEEDINGS OF THE 42<sup>ND</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, 17<sup>TH</sup> JUNE, 2025 AT 11:00 A.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) AND CONCLUDED AT 11:50 A.M.**

Date of the AGM: **17<sup>TH</sup> JUNE, 2025**

Total number of shareholders on Cut-off i.e. **10<sup>th</sup> June, 2025: 2,67,742**

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: —

Public: —

No. of Shareholders attended the meeting **through Video Conferencing:**

Promoters and Promoter Group:- **3**

Public:- **107**

Directors Present:

- 1. Shri Anil Rai Gupta: Chairman and Managing Director**
- 2. Shri Surjit Kumar Gupta: Non-Independent Director**
- 3. Shri Ameet Kumar Gupta: Whole-time Director**
- 4. Shri Rajesh Kumar Gupta: Whole-time Director & Group CFO**
- 5. Shri U K Sinha – Independent Director, Chairman of Audit Committee**
- 6. Smt Namrata Kaul – Independent Director**
- 7. Shri Subhash S Mundra – Independent Director, Chairman of Stakeholders Relationship/ Grievance Redressal Committee**
- 8. Shri Vivek Mehra – Independent Director, Chairman of Corporate Social Responsibility & Environmental, Social and Governance Committee**
- 9. Shri Ashish Bharat Ram – Independent Director, Chairman of Nomination and Remuneration Committee**
- 10. Shri Jalaj Ashwin Dani – Independent Director, Chairman of Enterprises Risk Management Committee**
- 11. Shri B Prasada Rao – Independent Director**
- 12. Shri T V Mohandas Pai – Non-Independent Director**
- 13. Shri Siddhartha Pandit – Wholetime Director**

**Shri Puneet Bhatia, Non-Independent Director, was pre-occupied with other commitments and therefore could not participate in the AGM**

Chairman, other Directors and Officers were participating in the Meeting through VC.

Company Secretary welcomed the Shareholders who were participating in the Meeting through VC/ OAVM and briefed them about certain important points regarding video conferencing. Thereafter, he requested the Chairman, Shri Anil Rai Gupta to chair the meeting.

Chairman welcomed all the Shareholders and asked all the fellow colleagues on the Board to introduce themselves to all the shareholders on the occasion of the 42<sup>nd</sup> AGM of the Company. Upon confirmation of quorum by NSDL, the Chairman declared the Meeting open. Thereafter the Notice of AGM and Directors' Report were taken as read by the Shareholders of the Company.

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The Chairman presented his speech.

Thereafter the Company Secretary requested the Statutory Auditors to read the Auditors' Report.

After the Auditor's Report was read by the Statutory Auditor, the Company Secretary informed the Members that the Company had provided Remote E-voting facility to all the Members entitled to cast their vote (i.e. persons who were Members on 10<sup>th</sup> June, 2025, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 14<sup>th</sup> June, 2025 to 16<sup>th</sup> June, 2025 as per the provisions of Companies Act, 2013 read with Rules framed thereunder. It was informed that M/s Balika Sharma & Associates, Practicing Company Secretaries (Membership No. FCS 4816, CP No. 3222), was appointed as the Scrutinizer for the purpose of carrying out the remote e-voting and the e-voting process during AGM in a fair and transparent manner.

Further, in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members attending the AGM who had not already cast their vote by Remote E-voting were also provided the option to exercise their right to vote through E-voting during the AGM on all the 9 (nine) Resolutions of Ordinary and Special businesses as set out in the Notice of AGM.

The Members were informed that the Results would be declared after considering the Remote e-voting and the e-Voting by Members present in the AGM. They were also informed that the Results would be submitted to the Stock Exchanges (NSE and BSE) in 2 working days and placed on the website of the Company.

As the Meeting was convened through VC/ OAVM, the following Resolutions had already been put to vote through remote e-voting and the requirement to propose and second was not applicable.

<b>1.</b>	<b>Detail of the Agenda:</b>	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 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.
	<b>Resolution required:</b>	Ordinary Resolution
<b>2.</b>	<b>Detail of the Agenda:</b>	Confirmation of the payment of Interim Dividend of Rs. 4.00 per equity share of Re. 1/- each already paid as an Interim Dividend during the Financial Year 2024-25.
	<b>Resolution required:</b>	Ordinary Resolution
<b>3.</b>	<b>Detail of the Agenda:</b>	Declaration of a Final Dividend of Rs. 6.00 per equity share of Re. 1/- each for the Financial Year 2024-25.
	<b>Resolution required:</b>	Ordinary Resolution
<b>4.</b>	<b>Detail of the Agenda:</b>	Appointment of a Director in place of Shri Siddhartha Pandit (DIN: 03562264), retiring by rotation and being eligible, offering himself for re-appointment
	<b>Resolution required:</b>	Ordinary Resolution

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5.	<b>Detail of the Agenda:</b>	Appointment of a Director in place of Shri Anil Rai Gupta (DIN: 00011892), retiring by rotation and being eligible, offering himself for re-appointment
	<b>Resolution required:</b>	Ordinary Resolution
6.	<b>Detail of the Agenda:</b>	Ratification of Cost Auditors' Remuneration
	<b>Resolution required:</b>	Ordinary Resolution
7.	<b>Detail of the Agenda:</b>	Re-appointment of Shri Siddhartha Pandit (DIN: 03562264) as the Wholetime Director for another term of 3 years
	<b>Resolution required:</b>	Ordinary Resolution
8.	<b>Detail of the Agenda:</b>	Appointment of M/s MZ & Associates, Practicing Company Secretaries (Firm Registration No. P2014DE040000) as Secretarial Auditors of the Company for a period of 5 years
	<b>Resolution required:</b>	Ordinary Resolution
9.	<b>Detail of the Agenda:</b>	Appointment of Shri Abhinav Rai Gupta (relative of Director) to Office or place of profit in the Company
	<b>Resolution required:</b>	Ordinary Resolution

The Chairman called the names of Shareholders who had registered themselves as registered speakers to express their views and queries.

Thereafter the Chairman answered the queries of the shareholders. Thereafter, the Company Secretary informed that Members who had not cast their vote already through Remote e-voting may cast their vote by going to the e-voting platform.

The Chairman thanked the shareholders and others for attending the Meeting.

The Company Secretary proposed a vote of thanks to the Chair and the Meeting ended at 11:50 am.

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Financial Statements, Reports of Board of Directors & Auditors thereon & Audited Consolidated Financial Statements & the Report of Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		372457920	372457920	100.0000	372457920	0	100.0000
Public-Institutions	E-Voting	219285319	198248034	90.4064	198248034	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		219285319	198248034	90.4064	198248034	0	100.0000
Public- Non Institutions	E-Voting	35198493	2157349	6.1291	2157296	53	99.9975	0.0025
	Poll							
	Postal Ballot (if applicable)							
	Total		35198493	2157349	6.1291	2157296	53	99.9975
Total		626941732	572863303	91.3742	572863250	53	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Confirmation of the payment of Interim Dividend of Rs 4 per equity share of Re 1 each already paid during the Financial Year 2024-25.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		372457920	372457920	100.0000	372457920	0	100.0000
Public-Institutions	E-Voting	219285319	198335571	90.4464	198335571	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		219285319	198335571	90.4464	198335571	0	100.0000
Public- Non Institutions	E-Voting	35198493	2157349	6.1291	2157303	46	99.9979	0.0021
	Poll							
	Postal Ballot (if applicable)							
	Total		35198493	2157349	6.1291	2157303	46	99.9979
Total		626941732	572950840	91.3882	572950794	46	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of a Final Dividend of Rs 6.00 per equity share of Re 1 each, for the Financial Year 2024-25.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		372457920	372457920	100.0000	372457920	0	100.0000
Public-Institutions	E-Voting	219285319	198335571	90.4464	198335571	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		219285319	198335571	90.4464	198335571	0	100.0000
Public- Non Institutions	E-Voting	35198493	2157339	6.1291	2157293	46	99.9979	0.0021
	Poll							
	Postal Ballot (if applicable)							
	Total		35198493	2157339	6.1291	2157293	46	99.9979
Total		626941732	572950830	91.3882	572950784	46	100.0000	0.0000
Whether resolution is Pass or Not.								Yes

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of a Director in place of Shri Siddhartha Pandit DIN 03562264 who retires by rotation and being eligible, offers himself for reappointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		372457920	372457920	100.0000	372457920	0	100.0000
Public-Institutions	E-Voting	219285319	198332246	90.4448	188368995	9963251	94.9765	5.0235
	Poll							
	Postal Ballot (if applicable)							
	Total		219285319	198332246	90.4448	188368995	9963251	94.9765
Public- Non Institutions	E-Voting	35198493	2157339	6.1291	2157064	275	99.9873	0.0127
	Poll							
	Postal Ballot (if applicable)							
	Total		35198493	2157339	6.1291	2157064	275	99.9873
Total		626941732	572947505	91.3877	562983979	9963526	98.2610	1.7390
Whether resolution is Pass or Not.								Yes

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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of a Director in place of Shri Anil Rai Gupta DIN 00011892 who retires by rotation and being eligible, offers himself for reappointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		372457920	372457920	100.0000	372457920	0	100.0000
Public-Institutions	E-Voting	219285319	197340762	89.9927	173729703	23611059	88.0354	11.9646
	Poll							
	Postal Ballot (if applicable)							
	Total		219285319	197340762	89.9927	173729703	23611059	88.0354
Public- Non Institutions	E-Voting	35198493	2157339	6.1291	2149570	7769	99.6399	0.3601
	Poll							
	Postal Ballot (if applicable)							
	Total		35198493	2157339	6.1291	2149570	7769	99.6399
Total		626941732	571956021	91.2295	548337193	23618828	95.8705	4.1295
Whether resolution is Pass or Not.								Yes

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Cost Auditor's Remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		372457920	372457920	100.0000	372457920	0	100.0000
Public-Institutions	E-Voting	219285319	198226336	90.3965	198226336	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		219285319	198226336	90.3965	198226336	0	100.0000
Public- Non Institutions	E-Voting	35198493	2157339	6.1291	2150061	7278	99.6626	0.3374
	Poll							
	Postal Ballot (if applicable)							
	Total		35198493	2157339	6.1291	2150061	7278	99.6626
Total		626941732	572841595	91.3708	572834317	7278	99.9987	0.0013
Whether resolution is Pass or Not.								Yes

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Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Reappointment of Shri Siddhartha Pandit (DIN 03562264) as a Whole-time Director of the Company for another term of 3 (Three) years				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		372457920	372457920	100.0000	372457920	0	100.0000
Public-Institutions	E-Voting	219285319	198332246	90.4448	185078282	13253964	93.3173	6.6827
	Poll							
	Postal Ballot (if applicable)							
	Total		219285319	198332246	90.4448	185078282	13253964	93.3173
Public- Non Institutions	E-Voting	35198493	2157339	6.1291	2149952	7387	99.6576	0.3424
	Poll							
	Postal Ballot (if applicable)							
	Total		35198493	2157339	6.1291	2149952	7387	99.6576
Total		626941732	572947505	91.3877	559686154	13261351	97.6854	2.3146
Whether resolution is Pass or Not.								Yes

Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s MZ & Associates, Practicing Company Secretaries (Firm Registration No. P2014DE040000) as Secretarial Auditors of the Company for a period of 5 years				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	372457920	372457920	100.0000	372457920	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		372457920	372457920	100.0000	372457920	0	100.0000
Public-Institutions	E-Voting	219285319	198255427	90.4098	196616331	1639096	99.1732	0.8268
	Poll							
	Postal Ballot (if applicable)							
	Total		219285319	198255427	90.4098	196616331	1639096	99.1732
Public- Non Institutions	E-Voting	35198493	2157339	6.1291	2149991	7348	99.6594	0.3406
	Poll							
	Postal Ballot (if applicable)							
	Total		35198493	2157339	6.1291	2149991	7348	99.6594
Total		626941732	572870686	91.3754	571224242	1646444	99.7126	0.2874
Whether resolution is Pass or Not.								Yes

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Resolution (9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Shri Abhinav Rai Gupta (relative of Director) to Office or place of profit in the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	372457920	36432180	9.7816	36432180	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		372457920	36432180	9.7816	36432180	0	100.0000
Public-Institutions	E-Voting	219285319	198258752	90.4113	198008966	249786	99.8740	0.1260
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		219285319	198258752	90.4113	198008966	249786	99.8740
Public- Non Institutions	E-Voting	35198493	2157337	6.1291	2149591	7746	99.6409	0.3591
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		35198493	2157337	6.1291	2149591	7746	99.6409
<b>Total</b>		626941732	236848269	37.7784	236590737	257532	99.8913	0.1087
<b>Whether resolution is Pass or Not.</b>								Yes

**HAVELLS INDIA LTD.**

Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, U.P (INDIA). Tel: +91-120-3331000, Fax: +91-120-3332000, E-mail: marketing@havells.com, www.havells.com  
Registered Office: 904, 9th Floor, Surya Kiran Building, K.G. Marg, Connaught Place, New Delhi - 110001. (INDIA)  
For CARE 360, Call us : for Havells : 08045771313, for Lloyd : 08045775666. CIN: L31900DL1983PLC016304



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

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Sector-7, Rohini, New Delhi,  
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Mobile : 9811387946  
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**Consolidated Scrutinizer(s) Report**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

To,  
The Chairman  
**Havells India Limited**  
CIN: L31900DL1983PLC016304  
904, 9<sup>th</sup> Floor, Surya Kiran Building,  
K G Marg, Connaught Place,  
New Delhi - 110 001

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on Remote E-voting conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 for the 42<sup>nd</sup> Annual General Meeting of Havells India Limited held on Tuesday, June 17, 2025 at 11.00 a.m. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').**

1. I, Balika Sharma, Proprietor of Balika Sharma & Associates, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Havells India Limited pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions contained in the Notice dated 22<sup>nd</sup> April 2025 for the 42<sup>nd</sup> Annual General Meeting ("AGM") of Havells India Limited held on Tuesday, June 17, 2025 at 11.00 a.m. through VC / OAVM and concluded at 11:50 a.m.

Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No.09/2023 dated September 25, 2023 and Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (collectively 'MCA Circulars'), the Company is convening the 42<sup>nd</sup> Annual General Meeting ('AGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and other applicable circulars issued in this regard (collectively 'SEBI Circulars'), have provided relaxations from compliance with

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



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certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

2. The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.
3. The shareholders of the company holding shares as on the "cut-off" date of 10th June, 2025, Tuesday were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 9 in the Notice of the 42<sup>nd</sup> AGM of Havells India Limited.
4. The facility provided for Remote E-voting which commenced on Saturday, June 14, 2025 at 8:30 a.m. remained open for 3 days and ended on Monday, June 16<sup>th</sup>, 2025 at 5:00 p.m. The NSDL Remote E-voting facility was blocked thereafter.
5. The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.
6. Pursuant to the Applicable Circulars, the Notice sent through email contained the detailed procedure to be followed by the shareholders to cast their votes electronically.
7. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published on Wednesday, the May 21, 2025 in Economic Times (English Newspaper), and Jansatta (Hindi Newspaper). The Notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h).
8. After the closure of e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.
9. I have scrutinized and reviewed the remote e-voting prior to and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

### Responsibility of the Management

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means for the resolutions stated in the Notice dated April 22, 2025.

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

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### **Responsibility as a Scrutinizer**

Our responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer Report of the votes cast "in favour" and "against" the resolutions set out in the Notice of 42<sup>nd</sup> Annual General Meeting dated April 22, 2025 based on the reports generated from the e-voting system provide by National Securities Depository Limited (NSDL), the authorised agency engaged by the Company for providing e-voting facility.

As a Scrutinizer, the report of the e-voting carried by the shareholders was duly compiled.

I now submit the Consolidated Report as under on the Result of the remote e-voting and e-voting in respect of the said resolutions.





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1. Details of the voting result in respect of Ordinary Resolution passed for Adoption of 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:

Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Re.1/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	1329	572863303	100
Total Number of Votes against the resolution	10	53	0.001
Total Number of Votes in favour of Resolution	1319	572863250	99.999

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

2. Details of the voting result in respect of Ordinary Resolution passed to confirm the payment of Interim Dividend of Rs. 4.00 per equity share of Re. 1/- each already paid during the year as Interim Dividend for the Financial Year 2024-25:

Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Re.1/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	1330	572950840	100
Total Number of Votes against the resolution	8	46	0.001
Total Number of Votes in favour of Resolution	1322	572950794	99.999

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

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3. Details of the voting result in respect of Ordinary Resolution passed to declare a Final Dividend of Rs. 6 per equity share of Re. 1/- each for the Financial Year 2024-25:

Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Re.1/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	1329	572950830	100
Total Number of Votes against the resolution	8	46	0.001
Total Number of Votes in favour of Resolution	1321	572950784	99.999

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

4. Details of the voting result in respect of Ordinary Resolution passed to appoint a Director in place of Shri Siddhartha Pandit (DIN: 03562264), retiring by rotation and being eligible, offering himself for re-appointment.

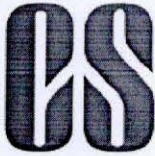
Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Re.1/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	1337	572947505	100
Total Number of Votes against the resolution	96	9963526	1.739
Total Number of Votes in favour of Resolution	1241	562983979	98.261

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

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5. Details of the voting result in respect of Ordinary Resolution passed to appoint a Director in place of Shri Anil Rai Gupta (DIN: 00011892), retiring by rotation and being eligible, offering himself for re-appointment.

Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Re.1/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	1337	571956021	100
Total Number of Votes against the resolution	168	23618828	4.129
Total Number of Votes in favour of Resolution	1169	548337193	95.871

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

6. Details of the voting result in respect of Ordinary Resolution passed for Ratification of Cost Auditor's Remuneration

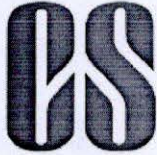
Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Re.1/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	1328	572841595	100
Total Number of Votes against the resolution	13	7278	0.001
Total Number of Votes in favour of Resolution	1315	572834317	99.999

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



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7. Details of the voting result in respect of Ordinary Resolution passed for Re-appointment of Shri Siddhartha Pandit (DIN: 03562264) as the Whole-time Director for another term of 3 years

Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Re.1/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	1336	572947505	100
Total Number of Votes against the resolution	134	13261351	2.315
Total Number of Votes in favour of Resolution	1202	559686154	97.685

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

8. Details of the voting result in respect of Ordinary Resolution passed for appointment of M/s MZ & Associates, Practicing Company Secretaries (Firm Registration No. P2014DE040000) as Secretarial Auditors of the Company for a period of 5 years:

Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Re.1/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	1327	572870686	100
Total Number of Votes against the resolution	50	1646444	0.287
Total Number of Votes in favour of Resolution	1277	571224242	99.713

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



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9. Details of the voting result in respect of Ordinary Resolution passed for the appointment of Shri Abhinav Rai Gupta (relative of Director) to Office or place of profit in the Company

Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Re.1/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	1326	236848269	100
Total Number of Votes against the resolution	29	257532	0.109
Total Number of Votes in favour of Resolution	1297	236590737	99.891

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

All the Nine (9) Resolutions stand passed under remote e-voting and e-voting at the AGM with the requisite majority and, hence, passed as on the date of the AGM, i.e. on June 17, 2025.

The Registers, all other papers and other relevant records relating to remote e-voting and e-voting through VC/OAVM at AGM shall remain in my custody until the Chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary/ Director authorized by the Board for safe keeping thereafter.

Thanking you,  
Yours faithfully

For Balika Sharma & Associates

  
Balika Sharma  
Practising Company Secretary

C. P. No.: 3222

M.NO. FCS 4816

Peer Review Certificate No. 5813/2024

Unique Identification No. S2007DE097200

UDIN number F004816G000620079

Place: New Delhi

Date: 17.06.2025

GST No. : 07AMAPS 9564 K1ZE

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

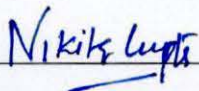



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Counter Signed by Shri Sanjay Kumar Gupta, Senior Vice President & Company Secretary authorized by the Chairman of the Meeting.

We the undersigned witness that the votes were unblocked from the e-Voting website of National Securities Depository Limited ("NSDL") – <https://www.evoting.nsdl.com/> in our presence at 12:05 p.m. on 17<sup>th</sup> June, 2025 at the office of the Scrutinizer.

Signature: 	Signature: 
Nikita Gupta	Pushpa Joshi

Countersigned



Sanjay Kumar Gupta  
Sr Vice President & Company Secretary