

22nd April 2026

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

Ref: Appointment/ Re-appointment of Directors

Dear Sir/ Madam,

This is further to the outcome of Board Meeting of the Company viz. Havells India Limited, filed with the stock exchanges today on 22nd April, 2026, *inter alia*, informing about the appointment/ re-appointment of following Directors, subject to the approval of Shareholders at the upcoming AGM of the Company:-

- Appointment of Shri Varun Berry (DIN:05208062) as an Additional Director (Independent) with effect from 22nd April, 2026.
- Re-appointment of Smt Namrata Kaul (DIN: 00994532) as an Independent Director for a Second Term of 5 years from the date of ensuing AGM of the Company.
- Re-appointment of Shri Ashish Bharatram (DIN: 00671567) as an Independent Director for a Second Term of 5 years from the date of ensuing AGM of the Company.
- Re-appointment of Shri Puneet Bhatia (DIN: 00143973) as a Non-Independent Director liable to retire by rotation for another term of 5 years from the date of ensuing AGM of the Company.
- Re-appointment of Shri T V Mohandas Pai (DIN: 00042167) as a Non-Independent Director liable to retire by rotation for another term of 5 years from the date of ensuing AGM of the Company.

It may be noted that the Company in the aforesaid intimation has provided complete disclosures pursuant to Regulation 30 and sub-para 7 of Para A of Part A of Schedule III of the SEBI LODR.

It is further confirmed that all the aforesaid Directors proposed for appointment/ re-appointment are not debarred from holding the office of Director by virtue of order of SEBI or any other such authority.

This is for your information and records.

Thanking you.

Yours faithfully,
for **Havells India Limited**

(Sanjay Kumar Gupta)
Company Secretary

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

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Sub: Outcome of Board Meeting

- (1) **Audited Standalone & Consolidated Financial Results of the Company for the fourth quarter and financial year ended 31st March, 2026 alongwith Audit Reports for Standalone and Consolidated Financial Results;**
- (2) **Recommendation of Final Dividend**
- (3) **Change in Directorate**
- (4) **Re-appointment of Auditors**

Dear Sir/ Madam,

With reference to the captioned subject, please find enclosed herewith,

Standalone and Consolidated Audited Financial Results of the Company for the fourth quarter and financial year ended 31st March, 2026 as approved by the Board of Directors in its meeting held today i.e. 22nd April 2026. The Auditors' Reports on the standalone and the consolidated audited financial results as submitted by the Auditors of the Company are also enclosed.

In terms of applicable provisions of Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we confirm that the Auditors have given Unmodified Opinion on the Annual Audited Standalone and Consolidated Financial Results of the Company for the financial year ended 31st March, 2026.

The Board Meeting commenced at 12:00 p.m. and concluded at 2:20 p.m.

The Board of Directors recommended a Final Dividend @ Rs. 6/- per equity share of Re. 1/- each i.e. 600 % for the financial year 2025-26. This is in addition to the Interim Dividend declared during the FY 2025-26 for an amount of Rs. 4/- per share.

The Final Dividend, if approved by the shareholders in the forthcoming Annual General Meeting (AGM) of the Company, shall be paid/ dispatched to the shareholders on or before 30 days from the date of AGM.

Further, the Board of Directors, upon the recommendation of the Audit and Nomination and Remuneration Committee, as applicable, and subject to the approval of the Shareholders in the general meeting, approved the following:-

- Re-appointment of M/s Price Waterhouse & Co Chartered Accountants LLP (Registration No. 304026E/ E300009) as Statutory Auditors of the Company for a second term of five consecutive years.
- Appointment of Shri Varun Berry (DIN:05208062) as an Independent Director for a first term of five years with effect from 22nd April, 2026.
- Re-appointment of Smt Namrata Kaul (DIN: 00994532) as an Independent Director for a Second Term of 5 years from the date of ensuing AGM of the Company.

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- Re-appointment of Shri Ashish Bharatram (DIN: 00671567) as an Independent Director for a Second Term of 5 years from the date of ensuing AGM of the Company.
- Re-appointment of Shri Puneet Bhatia (DIN: 00143973) as a Non-Independent Director liable to retire by rotation for another term of 5 years from the date of ensuing AGM of the Company.
- Re-appointment of Shri T V Mohandas Pai (DIN: 00042167) as a Non-Independent Director liable to retire by rotation for another term of 5 years from the date of ensuing AGM of the Company.

Further, it is also informed that Shri Vivek Mehra (DIN 00101328), an Independent Director, has stepped down from the Board of Directors of the Company with effect from today i.e. 22nd April, 2026.

The Board of Directors place on record their sincere appreciation for the contributions made by Shri Vivek Mehra during his tenure as a Non-executive Independent Director of the Company.

Consequent to his resignation from the Board, Shri Vivek Mehra also ceases to be the Chairman and Members of the CSR & ESG (Corporate Social Responsibility and Environmental Sustainability & Governance) Committee of the Company.

A copy of the Resignation Letter as furnished by Shri Vivek Mehra is enclosed herewith. Shri Vivek Mehra has confirmed that there are no material reasons for his resignation other than those mentioned in his resignation letter.

The requisite details in terms of Regulation 30 and sub-para 7 of Para A of Part A of Schedule III of the SEBI LODR are furnished hereunder:

(1) Re-appointment of M/s Price Waterhouse & Co Chartered Accountants LLP (Registration No. 304026E/ E300009) as the Statutory Auditors

Reason for Change viz. appointment, re-appointment, resignation, removal, death or otherwise:	Re-appointment
Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/ re-appointment:	Second Term of 5 consecutive years from the conclusion of this 43 rd (Forty Third) Annual General Meeting to be held in calendar year 2026 until the conclusion of the 48 th (Forty Eighth) Annual General Meeting of the Company to be held in the calendar year 2031.
Brief profile (in case of appointment):	Price Waterhouse & Co Chartered Accountants LLP, having a Firm Registration No. 304026E/E300009, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Firm was established in the year 1991 and was converted into a limited liability partnership in the year 2014. The registered office of the Firm is at Plot No. 56 & 57, Block DN, Sector V, Salt Lake, Kolkata - 700091 and has seventeen (17) branch offices in various cities in India. The Firm is primarily engaged in providing assurance and auditing services to its clients and is a member firm of Price Waterhouse & Affiliates, a network of firms registered with the Institute of Chartered Accountants of India having Network Registration No. NRN/E/14. Price Waterhouse & Affiliates is a network of separate, distinct and independent Indian Chartered Accountant firms, each of which is registered with the Institute of Chartered Accountants of India. The Firm has more than 125 Assurance Partners as of December 31, 2025. It has a valid peer review certificate and audits various companies listed on stock exchanges in India.

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Disclosure of relationships between directors (in case of appointment of a director):	Not applicable.
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(2) Appointment of Shri Varun Berry as an Additional Director (Independent)

Reason for Change viz. appointment, re-appointment, resignation, removal, death or otherwise:	Appointment
Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/ re-appointment:	22 nd April, 2026
Brief profile (in case of appointment):	Shri Varun Berry worked at Britannia Industries Limited from 8 th January, 2013 and finally retired as the Vice Chairman & Managing Director & CEO in November 2025. Shri Berry has attended a course in Strategic Management from Wharton University and the Global Leadership Program at IMD, Switzerland. He has an experience of 40 years with Companies like HUL, PepsiCo in India and overseas and a successful track record in leading Start-ups, turnarounds, JVs and growth businesses.
Disclosure of relationships between directors (in case of appointment of a director):	Not related to any Director of the Company

(3) Re-appointment of Smt Namrata Kaul as an Independent Director for a Second Term

Reason for Change viz. appointment, re-appointment, resignation, removal, death or otherwise:	Re-appointment
Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/ re-appointment:	Second Term of 5 years from the date of AGM 2026.
Brief profile (in case of appointment):	<p>Smt Namrata Kaul is a career banker with extensive experience of over 30 years across Corporate Banking, Debt Capital Markets and Corporate Finance in India, Asia and UK. As Managing Director at Deutsche Bank AG, Mrs Kaul led the Corporate Bank practice as its India Head. She was also responsible for managing risk, credit, compliances and regulatory reporting for the Corporate Portfolio of the Bank. In Deutsche Bank U.K., as part of the Strategic Leadership Team aiming to strengthen cross border networks, she set up an Asia Desk in London. She was a member of the Deutsche Bank Asia Executive Committee, a Member of the Board of Deutsche Bank India, and a founding member of the Deutsche Bank Diversity Council.</p> <p>She currently serves as Independent Director and Advisor on several Boards. She is a Chevening scholar from the London School of Economics. She holds a Bachelor of Commerce degree from Lady Shri Ram College, Delhi University, and is a Management Postgraduate from IIM Ahmedabad.</p>

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Disclosure of relationships between directors (in case of appointment of a director):	Not related to any Director of the Company
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(4) Re-appointment of Shri Ashish Bharatram as an Independent Director for a Second Term

Reason for Change viz. appointment, re-appointment, resignation, removal, death or otherwise:	Re-appointment
Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/ re-appointment:	Second Term of 5 years from the date of AGM 2026.
Brief profile (in case of appointment):	<p>Shri Ashish Bharat Ram assumed the role of Managing Director of SRF Ltd. in January 2007 and was appointed Chairman and Managing Director on April 1, 2022. Under his leadership, SRF has evolved into a major global conglomerate with operations across five countries—India, Thailand, United Arab Emirates, South Africa, and Hungary. Today, the company’s diverse portfolio spans Fluorochemicals, Specialty Chemicals, Performance Films & Foil, Technical Textiles, and Coated & Laminated Fabrics, commanding market leadership both in India and internationally. SRF currently has a market capitalization of over USD 9 billion.</p> <p>Prior to joining the SRF Group, he worked with the American Express Bank in India and the Toyota Motor Corporation in Japan. He led the successful divestment of SRF Finance to GE Capital in 1997.</p> <p>Mr Ashish has been studying the dynamics of family businesses for a while now and regularly speaks on the subject at Indian and global platforms. He has also authored articles on subjects related to India’s economic scenario and entrepreneurship in leading publications. He has served as the Regional Chair for South Asia for the Young Presidents Organization (YPO) and is an active member of the Confederation of Indian Industry (CII).</p> <p>For his outstanding contributions to entrepreneurship and leadership, he has received several prestigious accolades. He was honoured with the AIMA (All India Management Association) Managing India Award as the Emerging Business Leader of the Year in 2024. Business Today, India’s leading business magazine, recognized him as India’s Best CEO in the Emerging and Mid-Sized Companies categories in 2020 and 2023, respectively. Additionally, in 2020, the Asian Centre for Corporate Governance & Sustainability conferred upon him the Transformational Leader Award in the Mid-Cap Company category.</p> <p>His strategic vision and deep understanding of SRF have propelled the company to earn numerous accolades, including The Economic Times Family Business of the Year Award in the Large Companies category in 2019 and the inaugural Moneycontrol Indian Family Business Award in the Giga Category in 2021.</p> <p>He holds a degree in Economics from Delhi University and earned an MBA from The Johnson Graduate School of Management, Cornell University.</p>

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Disclosure of relationships between directors (in case of appointment of a director):	Not related to any Director of the Company
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(5) Re-appointment of Shri T V Mohandas Pai as a Non-independent Director

Reason for Change viz. appointment, re-appointment, resignation, removal, death or otherwise:	Re-appointment
Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/ re-appointment:	Another Term of 5 years from the date of AGM 2026.
Brief profile (in case of appointment):	<p>Over a career spanning 40 years, Mr T V Mohandas Pai has served in the areas of finance, accounting, information technology, human resources, education, corporate governance, social impact innovation, environmental conservation, policy formulation, heritage preservation, philanthropy, and the venture and startup ecosystem.</p> <p>Mr Mohan is currently the Chairman of Aarin Capital and Member of the High-level Advisory Committee of IFSCA on GIFT City.</p> <p>He was awarded the Padma Shri award by the President of India in 2015 and the Karnataka Rajyotsava Award in 2008.</p> <p>Mr Mohan was previously a Board Member and the Chief Financial Officer (CFO) of Infosys over a span of 17 years, an Investment Committee Member of the SIDBI India Aspiration Fund and the INR 10,000 Cr (USD 1.8 Billion) India Fund of Funds, a Board Member of the Securities and Exchange Board of India (“SEBI”), a Board Member of the National Stock Exchange (NSE) of India and the Ascendas Property Fund – Trustee of the International Financial Reporting Standards (“IFRS”) Foundation. Governing Council Member of the Centre for Advanced Financial Research and Learning (CAFRAL) promoted by RBI, Chairman of the FICCI Skills Committee and Higher Education Committee, President of the All-India Management Association (AIMA), and Founder-Trustee of the Akshaya Patra Foundation.</p> <p>Mr Mohan holds a bachelor’s degree in commerce as a University Rank Holder from St. Joseph’s College of Commerce, Bangalore, a bachelor’s degree in law (LLB) from Bangalore University, and is a Fellow Member of the Institute of Chartered Accountants of India as an All-India Rank Holder. He is based in Bangalore, India.</p>
Disclosure of relationships between directors (in case of appointment of a director):	Not related to any Director of the Company

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(6) Re-appointment of Shri Puneet Bhatia as a Non-independent Director

Reason for Change viz. appointment, re-appointment, resignation, removal, death or otherwise:	Re-appointment
Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/ re-appointment:	Another Term of 5 years from the date of AGM 2026.
Brief profile (in case of appointment):	Shri Puneet Bhatia is the Managing Director and Country Head of India for TPG Asia. Prior to joining TPG Asia in April 2002, Shri Puneet Bhatia was Chief Executive, Private Equity Group for GE Capital India, where he was responsible for conceptualizing and creating its direct and strategic private equity investment group. Before that, he was also associated with ICICI Ltd. from 1990 to 1995 in the Project and Corporate Finance group and thereafter worked as Senior Analyst with Crosby Securities from 1995 to 1996 covering the automobiles and consumer sectors. He holds a B.Com Honors degree from the Sriram College of Commerce, Delhi and an M.B.A. from the Indian Institute of Management, Calcutta.
Disclosure of relationships between directors (in case of appointment of a director):	Not related to any Director of the Company

(7) Resignation of Shri Vivek Mehra as an Independent Director

Reason for Change viz. appointment, re-appointment, resignation, removal, death or otherwise:	Resignation																					
Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/ re-appointment:	22 nd April, 2026.																					
Brief profile (in case of appointment):	Not applicable.																					
Disclosure of relationships between directors (in case of appointment of a director):	Not applicable																					
Names of listed entities in which Shri Vivek Mehra (resigning director) holds directorships, alongwith the category of directorship and membership of board committees,	<table border="1"> <thead> <tr> <th>Name of the Listed entity</th> <th>Name of the Committee</th> <th>Chairman/ Member</th> </tr> </thead> <tbody> <tr> <td rowspan="4">Jubilant Pharmova Limited</td> <td>Audit Committee</td> <td>Chairman</td> </tr> <tr> <td>Nomination, Remuneration & Compensation Committee</td> <td>Member</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td>Reorganisation Committee</td> <td>Member</td> </tr> <tr> <td rowspan="4">HT Media Limited</td> <td>Audit Committee</td> <td>Chairman</td> </tr> <tr> <td>Risk Management Committee</td> <td>Chairman</td> </tr> <tr> <td>Stakeholders' Relationship Committee</td> <td>Member</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Listed entity	Name of the Committee	Chairman/ Member	Jubilant Pharmova Limited	Audit Committee	Chairman	Nomination, Remuneration & Compensation Committee	Member	Risk Management Committee	Member	Reorganisation Committee	Member	HT Media Limited	Audit Committee	Chairman	Risk Management Committee	Chairman	Stakeholders' Relationship Committee	Member	Nomination & Remuneration Committee	Member
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	DLF Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
	Chambal Fertilizers and Chemicals Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Chairman
		Banking and Finance Committee	Member
	Embassy Office Parks Management Services Private Limited (High Value Debt Listed Entity)	Audit Committee	Chairman
		Stakeholders' Relationship Committee	Member
		Nomination and Remuneration Committee	Member
		Risk Management Committee	Chairman
		Investment Committee	Member

Thanking you.

Yours faithfully,
for **Havells India Limited**

SANJAY KUMAR GUPTA
Digitally signed by
SANJAY KUMAR
GUPTA
Date: 2026.04.22
14:26:31 +05'30'

(Sanjay Kumar Gupta)
Company Secretary

Encl: as above

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