QRG GROUP

HAVELLS

31st July, 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**

Sub: Intimation under Regulation 30 – Notice of Postal Ballot

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of Havells India Limited ('Company') seeking approval of the Member(s) of the Company on the following Special Resolutions through Postal Ballot:

1. Appointment of **Shri Ashish Dhawan (DIN: 00015111)** as an Independent Director for a First Term of five years effective from 19th June 2026; and
2. Appointment of **Ms Shanti Ekambaram (DIN: 00004889)** as an Independent Director for a First Term of five years effective from 19th June 2026.

In compliance with the applicable MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on **24th July, 2026, Friday** and whose e-mail IDs are registered with the Company/ Depository Participants.

Members who have not registered their e-mail address(es) are requested to refer to the instructions contained in the Postal Ballot Notice. Voting on the resolutions is permitted only through remote E-voting and Members may cast their votes electronically.

For the convenience of Members whose e-mail address is not registered against their Folio No. or DP ID and Client ID, the Company is also dispatching a physical communication containing a QR Code for direct access to the Postal Ballot Notice.

The E-voting period commences from 1st August, 2026, Saturday at 08:30 A.M. (IST) and ends on 30th August, 2026, Sunday at 05:00 P.M. (IST).

The Notice is also available on the Company's website www.havells.com under *Investor Relations → Notice and Communications*.

The above if for your information and records.

Thanking you.

Yours faithfully,
for **Havells India Limited**

SANJAY KUMAR GUPTA
Digitally signed by SANJAY KUMAR GUPTA
Date: 2026.07.31 12:38:59 +05'30'

(Sanjay Kumar Gupta)
Company Secretary

Encl: As above

HAVELLS INDIA LIMITED

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

NOTICE OF POSTAL BALLOT/ E-VOTING

[Pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)]

To
The Members of Havells India Limited

NOTICE is hereby given pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("the Rules") read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations, that the Resolutions appended below are proposed to be passed by the Members of Havells India Limited ("the Company") as Special Resolution(s) by giving their assent/ dissent by way of Postal Ballot/ E-voting pursuant to the applicable provisions of the Act, the Rules, the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time. The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed Resolutions is restricted only to E-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice along with the instructions for E-voting is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The E-voting period commences from 1st August, 2026, Saturday at 08:30 A.M. (IST) and ends on 30th August, 2026, Sunday at 05:00 P.M. (IST).

Item No. 1

Appointment of Shri Ashish Dhawan (DIN: 00015111) as an Independent Director for a First Term

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Ashish Dhawan (DIN: 00015111) who was appointed as an Additional and Independent Director of the Company under Section 161 of the Act and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a First Term of 5 (Five) years with effect from 19th June, 2026."

Item No. 2

Appointment of Ms Shanti Ekambaram (DIN: 00004889) as an Independent Director for a First Term

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms Shanti Ekambaram (DIN: 00004889) who was appointed as an Additional and Independent Director of the Company under Section 161 of the Act and has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a First Term of 5 (Five) years with effect from 19th June, 2026."

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

Sanjay Kumar Gupta
Company Secretary
Membership No. F3348

Noida, 27th July, 2026

Registered Office:
904, 9th Floor, Surya Kiran Building
K G Marg, Connaught Place, New Delhi – 110001
CIN: L31900DL1983PLC016304
Website: www.havells.com
Email: investors@havells.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 and any other applicable provisions of the Act, the Rules made thereunder, SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed Resolutions, forming part of this Notice, is annexed herewith.

2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on 24th July, 2026, Friday and whose e-mail IDs are registered with the Company/ Depository Participants. For Members who have not registered their e-mail IDs, please follow the instructions given in this Notice.

3. In accordance with the MCA Circulars, printed copies of the Notice are not being sent to Members for this Postal Ballot. However, for the convenience of Members whose email address is not registered against their Folio No./DP ID & Client ID, the Company is dispatching a physical communication along with a QR Code providing direct access to the Postal Ballot Notice. Members are requested to provide their assent or dissent through E-voting only.

4. Pursuant to Sections 108 and 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with SEBI Circular on e-voting, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed Resolutions electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facility. Members are requested to read carefully the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.

5. Those Members who are holding shares in physical form and have not updated their Email Ids are requested to update the same by submitting a duly filled and signed Form ISR – 1 (Form for registering PAN, KYC details or changes/ updation thereof) alongwith self-attested copy of the PAN card and self-attested copy of any document as address proof (eg. Driving License, Voter Identity, Passport, Masked Aadhaar etc.) to the Company's RTA at investor.helpdesk@in.mpms.mufg.com or to the RTA's below mentioned address:-

   MUFG Intime India Private Limited
   Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058
   Telephone: 011-49411000
   Website: www.in.mpms.mufg.com

6. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on **24th July, 2026, Friday, being the cut-off date,** are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 24th July, 2026, Friday, being the cut-off date fixed for the purpose.

7. Members may kindly note that the Notice has also been uploaded on the website of the Company www.havells.com in the Investor Relations Section under the Notice and Communications tab. 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 and www.nseindia.com respectively and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. The e-voting period commences on 1st August, 2026, Saturday, at 8:30 a.m. (IST) and ends on 30th August, 2026, Sunday, at 5:00 p.m. (IST). During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. 24th July, 2026, may cast their votes electronically. The E-voting module shall be disabled by NSDL for voting after 30th August, 2026, Sunday at 5:00 p.m. (IST). Once the vote on a Resolution is cast by a member, he or she or they will not be allowed to change it subsequently.

9. The Board vide its Resolution passed on 19th June, 2026 has appointed Ms. Balika Sharma, Practicing Company Secretary (Membership No. FCS 4816, COP No. 3222), as Scrutinizer for conducting the Postal Ballot/ E-voting process in accordance with the law and in a fair and transparent manner.

10. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman and Managing Director of the Company or any person authorised by the Chairman. The voting results will be announced not later than 2 working days of the conclusion of the E-voting period on 30th August, 2026.

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

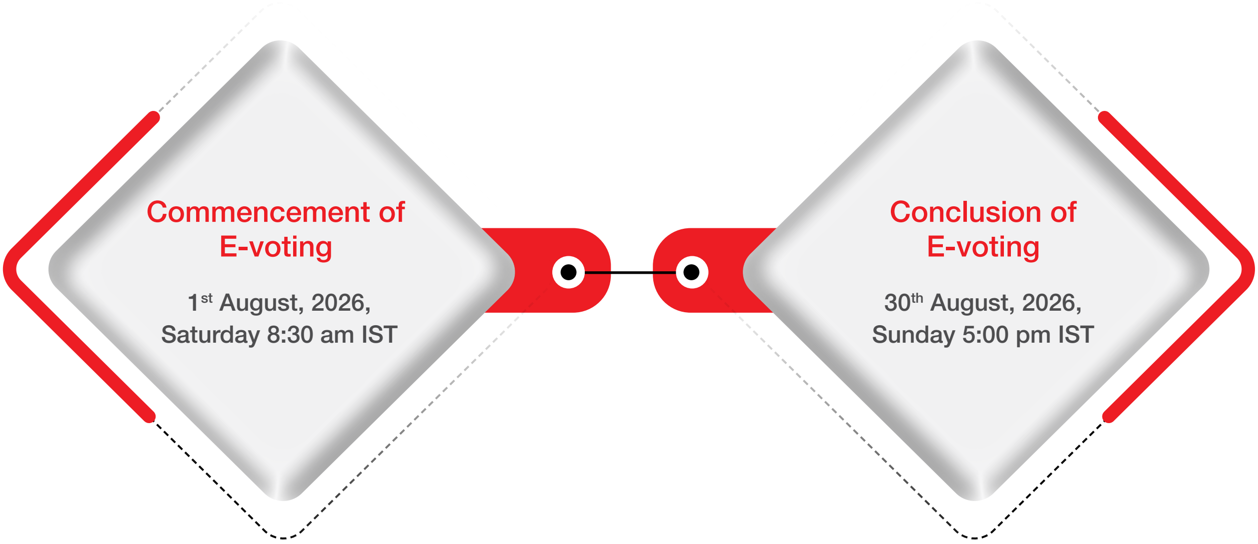
    The proposed Resolutions, if approved, shall be deemed to have been passed on the last date of remote e-Voting i.e. 30th August, 2026.

11. All the documents referred to in the accompanying Notice and the Explanatory Statement, shall be available for inspection by Members at the Registered Office of the Company during normal business hours on any working day upto and including the last date of e-voting i.e. 30th August 2026.

E-VOTING FACILITY:

(1) Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 44 of the SEBI Listing Regulations, as amended, read with SEBI circular dated December 9, 2020, the Company is providing E-voting facility of NSDL to its members to exercise their right to vote on the proposed Resolutions by electronic means.

(2) The E-voting facility is available at the link – www.evoting.nsdl.com . The period of E-voting is set out below:



E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

(3) The manner of voting by

- (i) Individual shareholders holding shares of the Company in demat mode
- (ii) Shareholders other than individuals holding shares of the Company in demat mode
- (iii) Shareholders holding shares of the Company in physical mode, and
- (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given herein below.

INFORMATION AND INSTRUCTIONS FOR MEMBERS FOR E-VOTING ARE AS UNDER:

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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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 (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 company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing My easi username & password. 2. 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 e-Voting 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. Additionally, there are 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. 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.

4. 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.

   b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is Active

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

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, 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/JPG 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 csbalikasharma.h@gmail.com with a copy marked to 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 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 or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice-President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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 Aadhaar Card) by email to 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 Aadhaar Card) to investors@havells.com. If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode**.

3. Alternatively Shareholder/ Members may send a request to evoting@nsdl.com for procuring user id and password for E-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 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.

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

Sanjay Kumar Gupta
Company Secretary
Membership No. F3348

Noida, 27th July, 2026

Registered Office:
904, 9th Floor, Surya Kiran Building
K G Marg, Connaught Place, New Delhi – 110001
CIN: L31900DL1983PLC016304
Website: www.havells.com
Email: investors@havells.com

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

ITEM NO. 1

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company ("**Board**"), at its meeting held on 19th June, 2026, appointed Shri Ashish Dhawan (DIN: 00015111) as an Additional Director in the capacity of an Independent Director of the Company, with effect from 19th June, 2026.

In accordance with Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the appointment of an Independent Director requires approval of the Members by way of a Special Resolution.

The Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Shri Dhawan for appointment as an Independent Director of the Company.

Shri Ashish Dhawan has given his consent in writing to act as a Director of the Company pursuant to Section 152(5) of the Act and has provided a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

Shri Ashish Dhawan has further confirmed that: (a) he is not aware of any circumstance or situation, existing or reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company with an objective independent judgement and without any external influence; (b) he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other authority; (c) he is not disqualified from being appointed as a Director under Section 164 of the Act; and (d) he is registered with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("**IICA**") in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Shri Ashish Dhawan is the Founder and Chief Executive Officer of The Convergence Foundation. He is also the Founding Chairperson of Ashoka University and Central Square Foundation, and serves on the governing board of the Gates Foundation. Prior to his career in philanthropy, Shri Dhawan was amongst India's most successful private equity investors, having founded and led ChrysCapital, the country's leading private equity firm. He holds a Bachelor of Science and Bachelor of Arts from Yale University and an M.B.A. from Harvard Business School. Shri Dhawan also serves on the India Advisory Board of Harvard University and is a member of Yale University's Development Council.

Shri Ashish Dhawan is also a Director on the board of International Foundation for Research and Education ("**IFRE**"), a not-for-profit company incorporated under Section 25 of the Companies Act, 1956 (corresponding to Section 8 of the Act), established for the purpose of setting up and supporting Ashoka University.

During the financial year 2024-25, the Company entered into a CSR Grant Agreement with IFRE, committing an aggregate amount of Rs. 250 crores over a period of ten years, subject to a maximum disbursement of Rs. 30 crores in any single financial year ("**Grant Agreement**"). Pursuant to the Grant Agreement, the Company has disbursed Rs. 20 crores each during FY 2024-25 and FY 2025-26.

Ashoka University is a leading private research university in India, widely recognised for its commitment to academic excellence, liberal arts education, and multi-disciplinary research. Established in 2014, the University has emerged as one of the premier institutions of higher learning in the country and is consistently ranked amongst the top private universities in India. Its programmes are designed to foster critical thinking, ethical reasoning, and holistic development, and the University has attracted distinguished faculty and scholars from across the globe. The Company's CSR contribution to IFRE is aligned with the objectives of the Company's CSR Policy, which includes promoting education and enhancing access to quality higher education, and reflects the Company's commitment to supporting institutions of national importance in the education sector.

Members may note that under Section 149(6)(e)(iv) of the Act and Regulation 16(1)(b)(vi)(D) of the SEBI Listing Regulations, a person shall not qualify as an Independent Director if such person is a chief executive officer or director of a non-profit organisation that receives 25% or more of its receipts or corpus from the listed entity, its promoters, directors, or its holding, subsidiary or associate company. The CSR grants disbursed by the Company to IFRE are well below this threshold, and accordingly, the relationship with IFRE does not affect the eligibility of Shri Dhawan to serve as an Independent Director of the Company.

Save and except for the CSR grants made by the Company to IFRE as disclosed above, neither IFRE nor Shri Dhawan has any pecuniary relationship with the Company. Further, Shri Dhawan does not receive any remuneration from IFRE or Ashoka University.

Upon appointment of Shri Dhawan as an Independent Director, all transactions with IFRE under the Grant Agreement shall be treated as related party transactions and shall accordingly be subject to the approval of the Audit Committee in accordance with the applicable provisions of the Act and the SEBI Listing Regulations. The Company shall follow all due processes in this regard for undertaking any future transactions with IFRE under the Grant Agreement.

The Nomination and Remuneration Committee and the Board have considered Shri Dhawan's profile, his diverse skills, leadership experience, and expertise in business strategy, investment management, and risk oversight. In the opinion of the Board, Shri Dhawan is a person of integrity, possesses the requisite expertise and experience, fulfils the conditions specified under the Act, the Rules made thereunder, and the SEBI Listing Regulations for appointment as an Independent Director, and is independent of the management of the Company.

Accordingly, the Board upon the recommendation of the Nomination and Remuneration Committee, in its meeting held on 19th June, 2026, has approved the appointment of Shri Ashish Dhawan as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 19th June, 2026 up to 18th June, 2031 (both inclusive), and recommends the Resolution set out at item No. 1 of this Notice for the approval by the Shareholders of the Company by way of a Special Resolution.

A copy of the draft letter of appointment of Shri Ashish Dhawan as an Independent Director, setting out the terms and conditions of his appointment, is available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day up to and including the last date of e-voting i.e. 30th August 2026.

As a Non-Executive Independent Director, Shri Dhawan shall be entitled to sitting fees for attending meetings of the Board, its Committees, and General Meetings of the Company, as may be determined by the Board from time to time within the limits prescribed under the Act. He shall also be entitled to reimbursement of expenses incurred in connection with attendance at such meetings. In addition, Shri Dhawan shall be entitled to commission as may be approved by the Board and the Nomination and Remuneration Committee, provided that the total commission payable to all Non-Executive Directors (including Independent Directors) shall not exceed 1% of the net profits of the Company computed in accordance with Section 198 of the Act.

Additional information as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is set out in the Annexure to this Notice.

Except Shri Ashish Dhawan, none of the other Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of this Notice.

ITEM NO. 2

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company ("Board"), at its meeting held on 19th June, 2026, appointed Ms Shanti Ekambaram (DIN: 00004889) as an Additional Director in the capacity of an Independent Director of the Company, with effect from 19th June, 2026.

In accordance with Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the appointment of an Independent Director requires approval of the Members by way of a Special Resolution.

The Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Ms Shanti Ekambaram for appointment as an Independent Director of the Company.

Ms Shanti Ekambaram has given her consent in writing to act as a Director of the Company pursuant to Section 152(5) of the Act and has provided a declaration confirming that she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

Ms Shanti Ekambaram has further confirmed that: (a) she is not aware of any circumstance or situation, existing or reasonably anticipated, that could impair or impact her ability to discharge her duties as an Independent Director of the Company with an objective independent judgement and without any external influence; (b) she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other authority; (c) she is not disqualified from being appointed as a Director under Section 164 of the Act; and (d) she is registered with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA") in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Ms Shanti Ekambaram is a distinguished banking business and governance leader with 39 years of financial services experience, including an exceptional 35-year tenure at Kotak Mahindra Bank where she was a part of the team that shaped the institution's transformation from a pre-IPO non-banking financial company to one of India's most respected universal banks. As Deputy Managing Director and Whole-time Director (2022-2025), she provided strategic oversight across Digital Banking, Treasury, Human Resources, Internal Audit, Vigilance, CSR/ESG and Capital Market subsidiaries.

Ms Ekambaram's career is distinguished by her institution-building capabilities across multiple business verticals and she has a unique blend of Corporate, Retail and Digital business experience. On the India's capital markets side, Ms. Ekambaram served as the CEO of Kotak Mahindra Capital Company (1997-2003), the investment banking joint venture with Goldman Sachs.

She led a team that pioneered the transformation of India's equity capital markets by leading the Hughes Software IPO in 1999 – the country's first book-building transaction. This landmark achievement required intensive collaboration with SEBI, investors, and market participants to fundamentally reform IPO mechanisms, replacing archaic systems with global standards.

She currently serves on the boards of Kotak Mahindra Capital Company, Kotak Securities and the Indian Institute of Management, Bangalore, where she contributes strategic direction to India's premier business education institution.

Ms Ekambaram's industry recognition underscores her standing as a preeminent business leader. She was ranked No. 1 on the Candere Hurun India Women Leaders List 2025 and named Businesswoman of the Year 2025 by The CEO Magazine. She has been consistently recognized by Fortune India's '50 Most Powerful Women in Business' and Business Today's 'Most Powerful Women in Indian Business' throughout her career, reflecting sustained excellence and impact.

Ms. Ekambaram is a Chartered Accountant and Cost Accountant.

The Nomination and Remuneration Committee and Board have considered her diverse skills, leadership capabilities, strategic vision, deep business orientation, operational expertise, financial integrity, regulatory compliance and governance acumen, among others, as being key requirements for her role. In the opinion of the Board, Ms Ekambaram is a person of integrity, possesses the requisite expertise and experience, fulfils the conditions specified under the Act, the Rules made thereunder, and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Accordingly, the Board upon the recommendation of the Nomination and Remuneration Committee, in its meeting held on 19th June, 2026, has approved the appointment of Ms Shanti Ekambaram as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 19th June, 2026 up to 18th June, 2031 (both inclusive), and recommends the Resolution set out at item No. 2 of this Notice for the approval by the Shareholders of the Company by way of a Special Resolution.

A copy of the draft letter of appointment of Ms Shanti Ekambaram as an Independent Director, setting out the terms and conditions of her appointment, is available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day up to and including last date of e-voting i.e. 30th August 2026.

As a Non-Executive Independent Director, Ms Shanti Ekambaram shall be entitled to sitting fees for attending meetings of the Board, its Committees, and General Meetings of the Company, as may be determined by the Board from time to time within the limits prescribed under the Act. She shall also be entitled to reimbursement of expenses incurred in connection with attendance at such meetings. In addition, Ms Shanti Ekambaram shall be entitled to commission as may be approved by the Board and the Nomination and Remuneration Committee, provided that the total commission payable to all Non-Executive Directors (including Independent Directors) shall not exceed 1% of the net profits of the Company computed in accordance with Section 198 of the Act.

Additional information as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is set out in the Annexure to this Notice.

Except Ms Shanti Ekambaram, none of the other Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of this Notice.

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

Sanjay Kumar Gupta
Company Secretary
Membership No. F3348

Noida, 27th July, 2026

Registered Office:
904, 9th Floor, Surya Kiran Building
K G Marg, Connaught Place, New Delhi – 110001
CIN: L31900DL1983PLC016304
Website: www.havells.com
Email: investors@havells.com

ANNEXURE

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 IS FURNISHED BELOW:

Shri Ashish Dhawan

Independent Director
DIN: 00015111

Date of first appointment on the Board	19th June 2026
No. of Board Meetings attended during FY 2026-27 (up to the date of this Notice)	Nil
Date of Birth	11th March 1969
Age	57 years
No. of Equity Shares held	Nil
Qualification	MBA – Harvard Business School, Bachelor of Science and Bachelor of Arts – Yale University
Relationship with other Directors and other KMPs	Not related to any Director or KMP of the Company
Name of Companies in which he/ she holds Directorship	- Havells India Limited - Chryscapital Investment Advisors (India) Private Limited - Fluent Agrosolutions Private Limited - CEGIS Foundation (Section 8 company) - International Foundation for Research and Education (Section 8 company)
Name of listed entities from where person has resigned in past 3 years	None
Name of Committees of the Companies of which he/ she holds Membership	None

Ms Shanti Ekambaram

Independent Director
DIN: 00004889

Date of first appointment on the Board	19th June 2026
No. of Board Meetings attended during FY 2026-27 (up to the date of this Notice)	Two
Date of Birth	14th September 1962
Age	63 years
No. of Equity Shares held	Nil
Qualification	CA, CMA, B.Com – Sydenham College, University of Mumbai
Relationship with other Directors and other KMPs	Not related with any Director or KMP of the Company
Name of Companies in which he/ she holds Directorship	- Havells India Limited - Kotak Securities Limited - Kotak Mahindra Capital Company Limited - Kotak Karma Foundation (Section 8 company)
Name of listed entities from where person has resigned in past 3 years	None
Name of Committees of the Companies of which he/ she holds Membership	Kotak Securities Limited • Audit Committee (Member) • CSR Committee (Member) Kotak Mahindra Capital Company Limited • Investment Committee (Member)