**3rd May, 2023**

| | |
|---|---|
| The National Stock Exchange of India Limited<br>Exchange Plaza, 5th Floor<br>Plot No. C/1, G Block<br>Bandra Kurla Complex<br>Bandra (E)<br>**Mumbai- 400 051**<br><br>**NSE Symbol : HAVELLS** | BSE Limited<br>Phiroze Jeejeebhoy Towers<br>Dalal Street<br>**Mumbai- 400 001**<br><br>**Scrip Code : 517354** |

**Sub: Intimations under Regulation 30**

**(1) Audited Standalone & Consolidated Financial Results of the Company for the fourth quarter and financial year ended 31st March, 2023 alongwith Audit Reports for Standalone and Consolidated Financial Results and**

**(2) Outcome of Board Meeting**

Dear Sir,

With reference to the captioned subject, please find enclosed herewith, the extracts of the Standalone and Consolidated Audited Financial Results of the Company for the fourth quarter and financial year ended 31st March, 2023 as approved by the Board of Directors in its meeting held today i.e. 3rd May, 2023. The Auditors' Report(s) thereon as submitted by the Auditors of the Company are also enclosed.

In terms of second proviso to 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, 2023.

The Board Meeting commenced at 10:00 a.m. and concluded at 1:40 p.m.

The Board of Directors decided to recommend a Final Dividend @ Rs. 4.50 per equity share of Re. 1/- each for the financial year 2022-23.

The 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.

This is for your information and record.

Thanking you.

Yours faithfully,
for **Havells India Limited**

SANJAY KUMAR GUPTA
Digitally signed by SANJAY KUMAR GUPTA
Date: 2023.05.03 13:55:23 +05'30'

**Sanjay Kumar Gupta**
**Company Secretary**
**Encl: As above**

**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)
Consumer Care No.:
1800 103 1313, 1800 11 0303 (All Connections), 011-4166 0303 (Landline)
CIN: L31900DL1983PLC016304
GSTIN: 09AAACH0351E2Z2

# HAVELLS INDIA LIMITED

**Regd. Off.** : 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi – 110 001
**Corporate Off.** : QRG Towers, 2D, Sector - 126, Expressway, Noida - 201 304
**Tel.** # 0120-3331000; **Fax** # 0120-3332000, **Email:** investors@havells.com
**CIN:** L31900DL1983PLC016304

## STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2023

(Rs.in Crores)

| S.N. | Particulars | Quarter Ended | | | Year Ended | |
|---|---|---|---|---|---|---|
| | | 31-Mar-23 | 31-Dec-22 | 31-Mar-22 | 31-Mar-23 | 31-Mar-22 |
| | | Audited (refer Note 4) | Unaudited | Audited | Audited | Audited |
| 1 | Income | | | | | |
| | a) Revenue from operations | 4,849.59 | 4,119.71 | 4,417.05 | 16,868.38 | 13,888.53 |
| | b) Other Income | 46.81 | 39.90 | 44.16 | 177.02 | 160.42 |
| | **Total Income** | **4,896.40** | **4,159.61** | **4,461.21** | **17,045.40** | **14,048.95** |
| 2 | Expenses | | | | | |
| | a) Cost of raw materials and components consumed | 2,538.70 | 2,321.99 | 2,487.64 | 9,317.92 | 7,772.06 |
| | b) Purchases of traded goods | 830.73 | 673.27 | 600.17 | 2,994.58 | 1,831.48 |
| | c) Change in inventories of finished goods, traded goods and work in progress | 2.63 | (235.51) | 34.47 | (641.20) | (219.48) |
| | d) Employee benefits expense | 326.16 | 326.61 | 275.32 | 1,261.66 | 1,014.65 |
| | e) Finance costs | 9.75 | 7.28 | 19.05 | 33.62 | 53.41 |
| | f) Depreciation and amortisation expense | 77.40 | 74.57 | 70.72 | 296.11 | 260.83 |
| | g) Net impairment losses on financial and contract assets | 9.28 | 0.06 | 10.24 | 15.91 | 2.39 |
| | h) Other expenses | | | | | |
| | Advertisement and sales promotion | 109.52 | 127.82 | 68.83 | 437.40 | 246.82 |
| | Others | 501.80 | 481.74 | 419.85 | 1,879.15 | 1,483.00 |
| | **Total Expenses** | **4,405.97** | **3,777.83** | **3,986.29** | **15,595.15** | **12,445.16** |
| 3 | **Profit before exceptional items and tax (1-2)** | **490.43** | **381.78** | **474.92** | **1,450.25** | **1,603.79** |
| 4 | **Exceptional Items (refer note 3)** | | | | | |
| | a) Loss due to fire | 5.82 | - | - | 112.52 | - |
| | b) Insurance claim receivable | (5.82) | - | - | (112.52) | - |
| 5 | **Profit before tax (3+4)** | **490.43** | **381.78** | **474.92** | **1,450.25** | **1,603.79** |
| 6 | **Income tax expense** | | | | | |
| | a) Current tax | 124.00 | 94.08 | 122.49 | 364.41 | 397.55 |
| | b) Deferred tax {( Credit ) / Charge} | 4.72 | 3.76 | (0.52) | 10.89 | 11.51 |
| | **Total tax expense** | **128.72** | **97.84** | **121.97** | **375.30** | **409.06** |
| 7 | **Profit for the period (5-6)** | **361.71** | **283.94** | **352.95** | **1,074.95** | **1,194.73** |
| 8 | **Other Comprehensive Income/(Loss), for the period** | | | | | |
| | Re-measurement gains / (loss) on defined benefit plans | (6.76) | (1.18) | 11.71 | (10.25) | 7.38 |
| | Income tax effect on above | 1.70 | 0.30 | (2.95) | 2.58 | (1.86) |
| | **Other Comprehensive Income/(Loss) for the period, net of tax** | **(5.06)** | **(0.88)** | **8.76** | **(7.67)** | **5.52** |
| 9 | **Total comprehensive income for the period, net of tax (7+8)** | **356.65** | **283.06** | **361.71** | **1,067.28** | **1,200.25** |
| 10 | **Paid up equity share capital (Face value of Re.1/- each)** | **62.65** | **62.65** | **62.63** | **62.65** | **62.63** |
| 11 | **Reserves (excluding revaluation reserve shown in the balance sheet)** | | | | **6,551.83** | **5,926.01** |
| 12 | **Earnings per equity share (EPS)** | | | | | |
| | **(Nominal value of Re. 1/-each) (not annualised):** | | | | | |
| | a) Basic EPS (Rs.) | 5.77 | 4.53 | 5.64 | 17.16 | 19.08 |
| | b) Diluted EPS (Rs.) | 5.77 | 4.53 | 5.64 | 17.16 | 19.08 |

**Notes:**

1 These standalone financial results have been prepared in accordance with Indian Accounting Standards (Ind- AS) as prescribed under section 133 of Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules 2015 and relevant amendment thereafter.

2 The above financial results have been reviewed by the Audit Committee. These results have been approved by the Board of Directors at their meeting held on May 03, 2023. Audit under regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been carried out by the statutory auditors of the Company. The auditors have expressed an unmodified report on the standalone financial statements of the Company.

3 There was a fire at Neemrana plant of the Company in July 2022 resulting in destruction/ damage of property, plant and equipment and inventories with book value of Rs 47.53 crores and Rs 64.99 crores respectively. The loss aggregating to Rs 112.52 crores has been accounted for in the books and disclosed as "Exceptional Items" in the standalone statement of profit and loss. The process relating to filing of claim with the insurance company has been completed for property, plant and equipment and subsequent to the year-end, the Company has received interim payment amounting to Rs 23.98 crores. The process of filing the surveyor report in respect of claim for inventories is in progress. The Company has adequate insurance coverage for the aforesaid loss and based on its assessment of the loss and the terms and conditions of the insurance policies, the claim is fully admissible. Accordingly, Rs. 112.52 crores has been disclosed as part of "Exceptional Items" in the standalone statement of profit and loss.

4 The figures of the last quarter are the balancing figures between audited figures in respect of the full financial year up to March 31, 2023 and the unaudited published year-to-date figures up to December 31, 2022, being the date of the end of the third quarter of the financial year which were subjected to limited review.

5 Havells Holdings Limited, a wholly owned subsidiary of the Company, situated in Isle of man was dissolved on October 27, 2022 after completing the process of voluntary winding up.

6 The Board of Directors of the Company has decided to recommend a Final Dividend of Rs. 4.50/- per Equity Share of Re. 1/- each.

For and on behalf of the Board
Havells India Limited

(Anil Rai Gupta)
Chairman and Managing Director

Place : Noida
Date : May 03, 2023

## HAVELLS INDIA LIMITED

**Regd. Off. :** 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi – 110 001
**Corporate Off. :** QRG Towers, 2D, Sector - 126, Expressway, Noida - 201 304
**Tel. #** 0120-3331000; **Fax #** 0120-3332000, **Email:** investors@havells.com
**CIN:** L31900DL1983PLC016304

### SEGMENTWISE REVENUE, RESULTS, ASSETS AND LIABILITIES FOR THE QUARTER AND YEAR ENDED MARCH 31, 2023

(Rs.in Crores)

| S.N. | Particulars | Quarter Ended | | | Year Ended | |
|---|---|---|---|---|---|---|
| | | 31-Mar-23 | 31-Dec-22 | 31-Mar-22 | 31-Mar-23 | 31-Mar-22 |
| | | Audited (refer Note 4) | Unaudited | Audited | Audited | Audited |
| 1 | Segment Revenue (Sales and other operating revenue) | | | | | |
| | a) Switchgears | 601.03 | 514.10 | 474.42 | 2,119.63 | 1,786.40 |
| | b) Cables | 1,568.15 | 1,412.14 | 1,488.10 | 5,532.60 | 4,645.08 |
| | c) Lighting & Fixtures | 413.35 | 420.08 | 399.40 | 1,601.53 | 1,370.88 |
| | d) Electrical Consumer Durables | 749.45 | 934.76 | 869.82 | 3,295.80 | 3,066.85 |
| | e) Lloyd Consumer | 1,264.00 | 606.76 | 959.19 | 3,368.55 | 2,260.59 |
| | f) Others | 253.61 | 231.87 | 226.12 | 950.27 | 758.73 |
| | **Total** | 4,849.59 | 4,119.71 | 4,417.05 | 16,868.38 | 13,888.53 |
| | Less : Inter Segment Revenue | - | - | - | - | - |
| | **Total Segments Revenue** | **4,849.59** | **4,119.71** | **4,417.05** | **16,868.38** | **13,888.53** |
| 2 | Segment Results | | | | | |
| | a) Switchgears | 172.11 | 126.96 | 123.06 | 556.40 | 490.75 |
| | b) Cables | 188.51 | 162.76 | 173.20 | 524.67 | 540.26 |
| | c) Lighting & Fixtures | 75.40 | 53.35 | 61.69 | 246.85 | 257.63 |
| | d) Electrical Consumer Durables | 96.16 | 122.83 | 150.08 | 418.88 | 457.55 |
| | e) Lloyd Consumer | (22.10) | (59.63) | (21.29) | (220.89) | (71.10) |
| | f) Others | 11.53 | 7.21 | 26.51 | 35.00 | 56.71 |
| | **Total** | **521.61** | **413.48** | **513.25** | **1,560.91** | **1,731.80** |
| | Add : (i) Other un-allocable Income | 46.81 | 39.90 | 44.16 | 177.02 | 160.42 |
| | Less: (i) Finance cost | (9.75) | (7.28) | (19.05) | (33.62) | (53.41) |
| | (ii) Other un-allocable expenses | (68.24) | (64.32) | (63.44) | (254.06) | (235.02) |
| | (iii) Exceptional items | | | | | |
| | a) Loss due to fire | 5.82 | - | - | 112.52 | - |
| | b) Insurance claim receivable | (5.82) | - | - | (112.52) | - |
| | **Total Profit before tax** | **490.43** | **381.78** | **474.92** | **1,450.25** | **1,603.79** |
| 3 | **Segment Assets** | | | | | |
| | a) Switchgears | 580.76 | 620.19 | 611.98 | 580.76 | 611.98 |
| | b) Cables | 1,309.14 | 1,166.90 | 1,126.47 | 1,309.14 | 1,126.47 |
| | c) Lighting & Fixtures | 694.29 | 718.74 | 612.07 | 694.29 | 612.07 |
| | d) Electrical Consumer Durables | 1,143.17 | 1,168.39 | 1,240.26 | 1,143.17 | 1,240.26 |
| | e) Lloyd Consumer | 4,262.91 | 3,754.51 | 3,076.03 | 4,262.91 | 3,076.03 |
| | f) Others | 285.57 | 270.28 | 239.43 | 285.57 | 239.43 |
| | | **8,275.84** | **7,699.01** | **6,906.24** | **8,275.84** | **6,906.24** |
| | f) Unallocable assets | 2,867.36 | 2,989.13 | 3,598.92 | 2,867.36 | 3,598.92 |
| | **Total Assets** | **11,143.20** | **10,688.14** | **10,505.16** | **11,143.20** | **10,505.16** |
| 4 | **Segment Liabilities** | | | | | |
| | a) Switchgears | 387.87 | 325.66 | 336.80 | 387.87 | 336.80 |
| | b) Cables | 859.26 | 962.64 | 742.99 | 859.26 | 742.99 |
| | c) Lighting & Fixtures | 345.74 | 300.12 | 254.37 | 345.74 | 254.37 |
| | d) Electrical Consumer Durables | 621.87 | 575.65 | 681.57 | 621.87 | 681.57 |
| | e) Lloyd Consumer | 1,105.28 | 723.41 | 911.84 | 1,105.28 | 911.84 |
| | f) Others | 201.92 | 131.16 | 124.07 | 201.92 | 124.07 |
| | | **3,521.94** | **3,018.64** | **3,051.64** | **3,521.94** | **3,051.64** |
| | f) Unallocable liabilities | 1,006.78 | 1,224.27 | 1,464.88 | 1,006.78 | 1,464.88 |
| | **Total Liabilities** | **4,528.72** | **4,242.91** | **4,516.52** | **4,528.72** | **4,516.52** |

## HAVELLS INDIA LIMITED
## STATEMENT OF AUDITED STANDALONE ASSETS AND LIABILITIES AS AT MARCH 31, 2023

(Rs. in crores)

| | AS AT March 31, 2023 Audited | AS AT March 31, 2022 Audited |
|---|---|---|
| **A ASSETS** | | |
| **1 Non-current assets** | | |
| Property, plant and equipment | 2,227.77 | 2,021.34 |
| Capital work in progress | 163.42 | 56.75 |
| Goodwill | 310.47 | 310.47 |
| Other intangible assets | 1,082.33 | 1,101.69 |
| Intangible assets under development | 2.99 | 0.46 |
| Investment in subsidiaries | 0.45 | 1.63 |
| Financial assets | | - |
| (i) Investments | 20.00 | 272.68 |
| (ii) Trade receivables | 1.59 | 2.67 |
| (iii) Other financial assets | 148.86 | 41.94 |
| Contract assets | 25.57 | 38.83 |
| Other non-current assets | 78.94 | 42.93 |
| Non current tax asset (net) | 29.03 | 26.54 |
| **Total non current assets** | **4,091.42** | **3,917.93** |
| **2 Current assets** | | |
| Inventories | 3,708.47 | 2,968.08 |
| Financial assets | | |
| (i) Investments | 180.87 | 153.42 |
| (ii) Trade receivables | 971.33 | 764.83 |
| (iii) Cash and cash equivalents | 456.86 | 763.70 |
| (iv) Bank balances other than (iii) above | 1,405.01 | 1,772.14 |
| (v) Other financial assets | 116.89 | 29.89 |
| Contract assets | 26.67 | 26.55 |
| Other current assets | 175.15 | 107.89 |
| **Total current assets** | **7,041.25** | **6,586.50** |
| 3 Assets classified as held for sale | 10.53 | 0.73 |
| | **7,051.78** | **6,587.23** |
| **Total assets** | **11,143.20** | **10,505.16** |
| **B EQUITY AND LIABILITIES** | | |
| **1 Equity** | | |
| Equity share capital | 62.65 | 62.63 |
| Other equity | 6,551.83 | 5,926.01 |
| **Total equity** | **6,614.48** | **5,988.64** |
| **2 Liabilities** | | |
| **Non-current liabilities** | | |
| Financial liabilities | | |
| (i) Borrowings | - | 272.57 |
| (ii) Lease liabilities | 186.91 | 178.82 |
| (iii) Other financial liabilities | 7.21 | 3.96 |
| Contract liabilities | 4.10 | 4.99 |
| Provisions | 136.72 | 76.25 |
| Deferred tax liabilities (Net) | 361.51 | 350.62 |
| **Total non current liabilities** | **696.45** | **887.21** |
| **Current liabilities** | | |
| Financial liabilities | | |
| (i) Borrowings | - | 122.96 |
| (ii) Lease liabilities | 36.19 | 42.05 |
| (iii) Trade payables | | |
| a) Total outstanding dues of Micro Enterprises and Small Enterprises; and | 154.96 | 114.08 |
| b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises | 2,487.58 | 2,265.33 |
| (iv) Other financial liabilities | 624.85 | 525.46 |
| Contract liabilities | 82.53 | 54.30 |
| Other current liabilities | 138.99 | 189.05 |
| Provisions | 274.91 | 253.23 |
| Current tax liabilities (net) | 32.26 | 62.85 |
| **Total Current liabilities** | **3,832.27** | **3,629.31** |
| **Total liabilities** | **4,528.72** | **4,516.52** |
| **Total equity and liabilities** | **11,143.20** | **10,505.16** |

## HAVELLS INDIA LIMITED
## STATEMENT OF AUDITED STANDALONE CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023

(Rs. in Crores)

| | Year ended March 31, 2023 Audited | Year ended March 31, 2022 Audited |
|---|---|---|
| **A. CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| Profit before tax | 1,450.25 | 1,603.79 |
| Adjustments for | | |
| Depreciation and amortisation expense | 296.11 | 260.83 |
| Loss /(gain) on disposal of property, plant and equipment (net) | 0.14 | 1.43 |
| Unrealized foreign exchange loss /(gain) (net) | (6.25) | (5.55) |
| Net impairment losses on financial and contract assets | 15.91 | 2.39 |
| Impairment/ (reversal of impairment) on investment in subsidiary | (2.85) | - |
| Credit impaired trade receivables written off | 2.52 | 10.39 |
| Discounting of long term warranty provision | (12.11) | (5.79) |
| Lease rent concession | (0.12) | (0.49) |
| Interest income on bank deposits and investment | (123.23) | (103.76) |
| Finance cost | 33.44 | 53.24 |
| Liabilities no longer required written back | (0.23) | (0.15) |
| **Operating Profit before working capital changes** | **1,653.58** | **1,816.33** |
| Change in operating assets and liabilities | | |
| (Increase)/ Decrease in trade receivables | (223.47) | (215.29) |
| (Increase)/ Decrease in contract assets | 13.14 | 4.52 |
| (Increase)/ Decrease in other financial assets | (86.34) | 14.80 |
| (Increase)/ Decrease in non current assets | 4.47 | 4.10 |
| (Increase)/ Decrease in other current assets | (67.26) | 1.34 |
| (Increase)/ Decrease in inventories | (740.39) | (348.19) |
| Increase/ (Decrease) in trade payables | 272.72 | 787.52 |
| Increase/ (Decrease) in financial liabilities | 74.73 | (40.49) |
| Increase/ (Decrease) in other current liabilities | (50.06) | 105.73 |
| Increase/ (Decrease) in contract liabilities | 27.34 | 7.57 |
| Increase/ (Decrease) in provisions | 78.22 | 20.43 |
| **Cash generated from operations** | **956.68** | **2,158.37** |
| Income tax paid (net of refunds) | (391.94) | (413.80) |
| **Net cash inflow from operating Activities (a)** | **564.74** | **1,744.57** |
| **B. CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Payment for property, plant and equipment and intangible assets | (587.77) | (258.28) |
| Receipt of grant related to assets | - | 3.72 |
| Proceeds from liquidation of subsidiary | 4.03 | - |
| Proceeds from sale of property, plant and equipment | 2.27 | 5.56 |
| Investment in fixed deposits with bank and financial institution | 520.43 | (605.13) |
| Payment for investments | (20.00) | - |
| Interest on fixed deposit and investment received | 120.12 | 94.92 |
| **Net Cash inflow /(outflow) used in Investing Activities (B)** | **39.08** | **(759.21)** |
| **C. CASH FLOWS FROM FINANCING ACTIVITIES** | | |
| Proceeds from exercise of employee stock purchase plan - share capital | 0.02 | 0.03 |
| Proceeds from exercise of employee stock purchase plan - security premium received | 26.65 | 31.12 |
| Payment of principal portion of lease liabilities | (44.28) | (34.54) |
| Payment of interest portion of lease liabilities | (18.35) | (14.89) |
| Proceeds from long term borrowing | - | 0.04 |
| Repayment of long term borrowings | (393.69) | (97.35) |
| Interest paid | (6.98) | (24.46) |
| Dividends paid to Company's shareholders | (470.30) | (407.29) |
| **Net cash inflow /(outflow) from Financing Activities (C)** | **(906.93)** | **(547.34)** |
| **Net increase / (decrease) in cash and cash equivalents (A+B+C)** | **(303.11)** | **438.02** |
| Cash and cash equivalents at the beginning of the year | 763.70 | 326.57 |
| Effect of foreign exchange rate changes on cash and cash equivalents held in foreign currency | (3.73) | (0.89) |
| **Cash and Cash Equivalents at the end of the year** | **456.86** | **763.70** |

**HAVELLS INDIA LIMITED**

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**Tel.** # 0120-3331000; **Fax** # 0120-3332000, **Email:** investors@havells.com
**CIN:** L31900DL1983PLC016304

**STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS**
**FOR THE QUARTER AND YEAR ENDED MARCH 31, 2023**

(Rs.in Crores)

| S.N. | Particulars | Quarter Ended | | | Year Ended | |
|---|---|---|---|---|---|---|
| | | 31-Mar-23 | 31-Dec-22 | 31-Mar-22 | 31-Mar-23 | 31-Mar-22 |
| | | Audited (refer note 4) | Unaudited | Audited | Audited | Audited |
| 1 | Income | | | | | |
| | a) Revenue from operations | 4,859.21 | 4,127.57 | 4,426.26 | 16,910.73 | 13,938.48 |
| | b) Other Income | 46.71 | 39.64 | 44.11 | 177.71 | 160.44 |
| | **Total Income** | **4,905.92** | **4,167.21** | **4,470.37** | **17,088.44** | **14,098.92** |
| 2 | Expenses | | | | | |
| | a) Cost of raw materials and components consumed | 2,538.70 | 2,321.99 | 2,488.49 | 9,317.92 | 7,770.07 |
| | b) Purchases of traded goods | 838.94 | 679.14 | 607.18 | 3,028.75 | 1,871.40 |
| | c) Change in inventories of finished goods, traded goods and work in progress | 2.63 | (235.51) | 34.47 | (641.20) | (219.48) |
| | d) Employee benefits expense | 327.88 | 328.23 | 276.89 | 1,268.32 | 1,020.69 |
| | e) Finance costs | 9.75 | 7.28 | 19.05 | 33.62 | 53.41 |
| | f) Depreciation and amortisation expense | 77.42 | 74.58 | 70.74 | 296.17 | 260.89 |
| | g) Net impairment losses on financial and contract assets | 9.28 | 0.06 | 10.24 | 15.91 | 2.39 |
| | h) Other expenses | | | | | |
| | Advertisement and sales promotion | 109.52 | 127.82 | 68.83 | 437.40 | 246.82 |
| | Others | 505.11 | 482.23 | 420.23 | 1,884.49 | 1,486.17 |
| | **Total Expenses** | **4,419.23** | **3,785.82** | **3,996.12** | **15,641.38** | **12,492.36** |
| 3 | **Profit before exceptional items and tax (1-2)** | **486.69** | **381.39** | **474.25** | **1,447.06** | **1,606.56** |
| 4 | **Exceptional Items (refer note 3)** | | | | | |
| | a) Loss due to fire | 5.82 | - | - | 112.52 | - |
| | b) Insurance claim receivable | (5.82) | - | - | (112.52) | - |
| 5 | **Profit before tax (3+4)** | **486.69** | **381.39** | **474.25** | **1,447.06** | **1,606.56** |
| 6 | **Income tax expense** | | | | | |
| | a) Current tax | 123.93 | 94.11 | 122.29 | 364.44 | 398.58 |
| | b) Deferred tax ( Credit ) / Charge | 4.72 | 3.76 | (0.52) | 10.89 | 11.51 |
| | **Total tax expense** | **128.65** | **97.87** | **121.77** | **375.33** | **410.09** |
| 7 | **Profit for the period (5-6)** | **358.04** | **283.52** | **352.48** | **1,071.73** | **1,196.47** |
| 8 | **Other Comprehensive Income/(Loss), for the period** | | | | | |
| A | Re-measurement gains / (loss) on defined benefit plans | (6.76) | (1.18) | 11.71 | (10.25) | 7.38 |
| | Income tax effect on above | 1.70 | 0.30 | (2.95) | 2.58 | (1.86) |
| B | Exchange difference on translation of foreign operations | (0.12) | 0.56 | 0.18 | (0.06) | 0.66 |
| | Income tax effect on others | - | - | - | - | - |
| | **Other Comprehensive Income/(Loss) for the period, net of tax** | **(5.18)** | **(0.32)** | **8.94** | **(7.73)** | **6.18** |
| 9 | **Total comprehensive income for the period, net of tax (7+8)** | **352.86** | **283.20** | **361.42** | **1,064.00** | **1,202.65** |
| 10 | **Paid up equity share capital (Face value of Re.1/- each)** | **62.65** | **62.65** | **62.63** | **62.65** | **62.63** |
| 11 | **Reserves (excluding revaluation reserve shown in the balance sheet)** | | | | **6,562.80** | **5,940.26** |
| 12 | **Earnings per equity share (EPS)** | | | | | |
| | **(Nominal value of Re. 1/-each) (not annualised):** | | | | | |
| | a) Basic EPS (Rs.) | 5.71 | 4.53 | 5.63 | 17.11 | 19.11 |
| | b) Diluted EPS (Rs.) | 5.71 | 4.53 | 5.63 | 17.11 | 19.10 |

Notes:

1 These consolidated financial results have been prepared in accordance with Indian Accounting Standards (Ind- AS) as prescribed under section 133 of Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules 2015 and relevant amendment thereafter.

2 The above consolidatd financial results have been reviewed by the Audit Committee. These consolidated results have been approved by the Board of Directors at their meeting held on May 03, 2023. Audit under regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been carried out by the statutory auditors of the Company. The auditors have expressed an unmodified report on the consolidated financial statements of the Company.

3 There was a fire at Neemrana plant of the Group in July 2022 resulting in destruction/ damage of property, plant and equipment and inventories with book value of Rs 47.53 crores and Rs 64.99 crores respectively. The loss aggregating to Rs 112.52 crores has been accounted for in the books and disclosed as "Exceptional Items" in the consolidated statement of profit and loss. The process relating to filing of claim with the insurance company has been completed for property, plant and equipment and subsequent to the year-end, the Group has received interim payment amounting to Rs 24.00 crores. The process of filing the surveyor report in respect of claim for inventories is in progress. The Group has adequate insurance coverage for the aforesaid loss and based on its assessment of the loss and the terms and conditions of the insurance policies, the claim is fully admissible. Accordingly, Rs. 112.52 crores has been disclosed as part of "Exceptional Items" in the consolidated statement of profit and loss.

4 The figures of the last quarter are the balancing figures between audited figures in respect of the full financial year up to March 31, 2023 and the unaudited published year-to-date figures up to December 31, 2022, being the date of the end of the third quarter of the financial year which were subjected to limited review.

5 Havells Holdings Limited, a wholly owned subsidiary of the Company, situated in Isle of man was dissolved on October 27, 2022 after completing the process of voluntary winding up.

For and on behalf of the Board
Havells India Limited

(Anil Rai Gupta)
Chairman and Managing Director

Place : Noida
Date : May 03, 2023

## HAVELLS INDIA LIMITED

**Regd. Off. :** 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi – 110 001
**Corporate Off. :** QRG Towers, 2D, Sector - 126, Expressway, Noida - 201 304
**Tel. #** 0120-3331000; **Fax #** 0120-3332000, **Email:** investors@havells.com
**CIN:** L31900DL1983PLC016304

### CONSOLIDATED SEGMENTWISE REVENUE, RESULTS, ASSETS AND LIABILITIES FOR THE QUARTER AND YEAR ENDED MARCH 31, 2023

(Rs.in Crores)

| S.N. | Particulars | Quarter Ended | | | Year Ended | |
|---|---|---|---|---|---|---|
| | | 31-Mar-23 | 31-Dec-22 | 31-Mar-22 | 31-Mar-23 | 31-Mar-22 |
| | | Audited (refer note 4) | Unaudited | Audited | Audited | Audited |
| 1 | Segment Revenue (Sales and other operating revenue) | | | | | |
| | a) Switchgears | 601.03 | 514.33 | 474.51 | 2,120.19 | 1,795.97 |
| | b) Cables | 1,568.15 | 1,412.14 | 1,488.10 | 5,532.60 | 4,645.08 |
| | c) Lighting & Fixtures | 415.95 | 423.17 | 405.23 | 1,614.54 | 1,391.60 |
| | d) Electrical Consumer Durables | 749.45 | 935.74 | 872.72 | 3,298.21 | 3,073.94 |
| | e) Lloyd Consumer | 1,271.02 | 610.32 | 959.58 | 3,394.92 | 2,273.16 |
| | f) Others | 253.61 | 231.87 | 226.12 | 950.27 | 758.73 |
| | **Total** | **4,859.21** | **4,127.57** | **4,426.26** | **16,910.73** | **13,938.48** |
| | Less : Inter Segment Revenue | - | - | - | - | - |
| | **Total Segments Revenue** | **4,859.21** | **4,127.57** | **4,426.26** | **16,910.73** | **13,938.48** |
| 2 | Segment Results | | | | | |
| | a) Switchgears | 172.11 | 127.05 | 123.86 | 556.55 | 493.54 |
| | b) Cables | 188.51 | 162.76 | 173.44 | 524.67 | 540.50 |
| | c) Lighting & Fixtures | 75.49 | 53.55 | 63.27 | 247.99 | 262.21 |
| | d) Electrical Consumer Durables | 96.15 | 122.81 | 151.48 | 419.01 | 457.59 |
| | e) Lloyd Consumer | (22.94) | (60.03) | (21.50) | (223.27) | (73.46) |
| | f) Others | 11.53 | 7.21 | 26.88 | 35.00 | 56.90 |
| | **Total** | **520.85** | **413.35** | **517.43** | **1,559.95** | **1,737.28** |
| | Add : (i) Other un-allocable Income | 46.71 | 39.64 | 44.11 | 177.71 | 160.44 |
| | Less: (i) Finance cost | (9.75) | (7.28) | (19.05) | (33.62) | (53.41) |
| | (ii) Other un-allocable expenses | (71.12) | (64.32) | (68.24) | (256.98) | (237.75) |
| | (iii) Exceptional items | | | | | |
| | a) Loss due to fire | 5.82 | - | - | 112.52 | - |
| | b) Insurance claim receivable | (5.82) | - | - | (112.52) | - |
| | **Total Profit before tax** | **486.69** | **381.39** | **474.25** | **1,447.06** | **1,606.56** |
| 3 | **Segment Assets** | | | | | |
| | a) Switchgears | 580.76 | 620.19 | 612.08 | 580.76 | 612.08 |
| | b) Cable | 1,309.14 | 1,166.90 | 1,126.72 | 1,309.14 | 1,126.72 |
| | c) Lighting & Fixtures | 694.29 | 718.74 | 612.15 | 694.29 | 612.15 |
| | d) Electrical Consumer Durables | 1,143.17 | 1,168.39 | 1,240.43 | 1,143.17 | 1,240.43 |
| | e) Lloyd Consumer | 4,262.91 | 3,754.51 | 3,076.17 | 4,262.91 | 3,076.17 |
| | f) Others | 285.57 | 270.28 | 239.47 | 285.57 | 239.47 |
| | | **8,275.84** | **7,699.01** | **6,907.02** | **8,275.84** | **6,907.02** |
| | f) Unallocable assets | 2,881.60 | 3,003.72 | 3,616.19 | 2,881.60 | 3,616.19 |
| | **Total Assets** | **11,157.44** | **10,702.73** | **10,523.21** | **11,157.44** | **10,523.21** |
| 4 | **Segment Liabilities** | | | | | |
| | a) Switchgears | 387.87 | 325.66 | 335.03 | 387.87 | 335.03 |
| | b) Cable | 859.26 | 962.64 | 739.65 | 859.26 | 739.65 |
| | c) Lighting & Fixtures | 345.74 | 300.12 | 265.53 | 345.74 | 265.53 |
| | d) Electrical Consumer Durables | 621.87 | 575.65 | 681.04 | 621.87 | 681.04 |
| | e) Lloyd Consumer | 1,105.28 | 723.41 | 907.40 | 1,105.28 | 907.40 |
| | f) Others | 201.92 | 131.16 | 123.43 | 201.92 | 123.43 |
| | | **3,521.94** | **3,018.64** | **3,052.08** | **3,521.94** | **3,052.08** |
| | f) Unallocable liabilities | 1,010.05 | 1,226.98 | 1,468.24 | 1,010.05 | 1,468.24 |
| | **Total Liabilities** | **4,531.99** | **4,245.62** | **4,520.32** | **4,531.99** | **4,520.32** |

## HAVELLS INDIA LIMITED
## STATEMENT OF AUDITED CONSOLIDATED ASSETS AND LIABILITIES AS AT MARCH 31, 2023

(Rs. in crores)

| | AS AT March 31, 2023 Audited | AS AT March 31, 2022 Audited |
|---|---|---|
| **A ASSETS** | | |
| **1 Non-current assets** | | |
| Property, plant and equipment | 2,227.85 | 2,021.45 |
| Capital work in progress | 163.42 | 56.75 |
| Goodwill | 310.47 | 310.47 |
| Other intangible assets | 1,082.33 | 1,101.69 |
| Intangible assets under development | 2.99 | 0.46 |
| Financial assets | | |
| (i) Investments | 20.00 | 272.68 |
| (ii) Trade receivables | 1.59 | 2.67 |
| (iii) Other financial assets | 149.08 | 42.18 |
| Contract assets | 25.57 | 38.83 |
| Other non-current assets | 78.94 | 42.93 |
| Non current tax asset (net) | 29.03 | 26.54 |
| **Total non current assets** | **4,091.27** | **3,916.65** |
| **2 Current assets** | | |
| Inventories | 3,708.58 | 2,968.08 |
| Financial assets | | |
| (i) Investments | 180.87 | 153.42 |
| (ii) Trade receivables | 973.94 | 766.26 |
| (iii) Cash and cash equivalents | 465.16 | 775.84 |
| (iv) Bank balances other than (iii) above | 1,405.01 | 1,772.14 |
| (v) Other financial assets | 116.89 | 29.89 |
| Contract assets | 26.67 | 26.55 |
| Other current assets | 178.52 | 113.65 |
| **Total current assets** | **7,055.64** | **6,605.83** |
| 3 Assets classified as held for sale | 10.53 | 0.73 |
| | **7,066.17** | **6,606.56** |
| **Total assets** | **11,157.44** | **10,523.21** |
| **B EQUITY AND LIABILITIES** | | |
| **1 Equity** | | |
| Equity share capital | 62.65 | 62.63 |
| Other equity | 6,562.80 | 5,940.26 |
| **Total equity** | **6,625.45** | **6,002.89** |
| **2 Liabilities** | | |
| **Non-current liabilities** | | |
| Financial liabilities | | |
| (i) Borrowings | - | 272.57 |
| (ii) Lease liabilities | 186.91 | 178.82 |
| (iii) Other financial liabilities | 7.21 | 3.96 |
| Contract liabilities | 4.10 | 4.99 |
| Provisions | 136.72 | 76.25 |
| Deferred tax liabilities (Net) | 361.51 | 350.62 |
| **Total non current liabilities** | **696.45** | **887.21** |
| **Current liabilities** | | |
| Financial liabilities | | |
| (i) Borrowings | - | 122.96 |
| (ii) Lease liabilities | 36.19 | 42.05 |
| (iii) Trade payables | | |
| a) Total outstanding dues of Micro Enterprises and Small Enterprises; and | 154.96 | 114.08 |
| b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises | 2,488.23 | 2,265.94 |
| (iv) Other financial liabilities | 624.85 | 525.48 |
| Contract liabilities | 84.42 | 57.03 |
| Other current liabilities | 139.72 | 189.51 |
| Provisions | 274.91 | 253.23 |
| Current tax liabilities (net) | 32.26 | 62.83 |
| **Total Current liabilities** | **3,835.54** | **3,633.11** |
| **Total liabilities** | **4,531.99** | **4,520.32** |
| **Total equity and liabilities** | **11,157.44** | **10,523.21** |

**HAVELLS INDIA LIMITED**

**STATEMENT OF AUDITED CONSOLIDATED CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023**

(Rs. in Crores)

| | Year ended March 31, 2023 Audited | Year ended March 31, 2022 Audited |
|---|---|---|
| **A. CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| Profit before tax | 1,447.06 | 1,606.56 |
| Adjustments for | | |
| Depreciation and amortisation expense | 296.17 | 260.89 |
| Loss /(gain) on disposal of property, plant and equipment (net) | 0.14 | 1.43 |
| Unrealized foreign exchange loss /(gain) (net) | (6.25) | (5.55) |
| Exchange difference on translation of financial statements foreign operations | (0.06) | 0.66 |
| Net impairment losses on financial and contract assets | 15.91 | 2.39 |
| Credit impaired trade receivables written off | 2.52 | 10.39 |
| Discounting of long term warranty provision | (12.11) | (5.79) |
| Lease rent concession | (0.12) | (0.49) |
| Interest income on bank deposits and investment | (123.24) | (104.45) |
| Finance costs | 33.44 | 53.24 |
| Liabilities no longer required written back | (0.23) | (0.15) |
| **Operating Profit before working capital changes** | **1,653.23** | **1,819.13** |
| Change in operating assets and liabilities | | |
| (Increase)/ Decrease in trade receivables | (224.65) | (213.30) |
| (Increase)/ Decrease in contract assets | 13.14 | 4.52 |
| (Increase)/ Decrease in other financial assets | (86.35) | 14.91 |
| (Increase)/ Decrease in non current assets | 4.47 | 0.18 |
| (Increase)/ Decrease in other current assets | (64.87) | 1.34 |
| (Increase)/ Decrease in inventories | (740.50) | (348.19) |
| Increase/ (Decrease) in trade payables | 272.74 | 787.65 |
| Increase/ (Decrease) in financial liabilities | 74.73 | (58.84) |
| Increase/ (Decrease) in other current liabilities | (52.52) | 107.47 |
| Increase/ (Decrease) in contract liabilities | 29.23 | 7.57 |
| Increase/ (Decrease) in provisions | 78.22 | 20.43 |
| **Cash generated from in operations** | **956.87** | **2,142.87** |
| Income tax paid (net of refunds) | (391.94) | (414.85) |
| **Net Cash flow from Operating Activities (A)** | **564.93** | **1,728.02** |
| **B. CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Purchase of property, plant and equipment and intangible assets | (587.79) | (258.32) |
| Receipt of grant related to assets | - | 3.72 |
| Proceeds from sale of property, plant and equipment | 2.27 | 5.56 |
| Investment in fixed deposits with the bank and financial institution | 520.43 | (605.13) |
| Payment for Investments | (20.00) | - |
| Interest on fixed deposit and investment received | 120.13 | 95.61 |
| **Net Cash inflow /(outflow) used in Investing Activities (B)** | **35.04** | **(758.56)** |
| **C. CASH FLOWS FROM FINANCING ACTIVITIES** | | |
| Proceeds from exercise of employee stock purchase plan - share capital | 0.02 | 0.03 |
| Proceeds from exercise of employee stock purchase plan - security premium received | 26.65 | 31.12 |
| Payment of principal portion of lease liabilities | (44.27) | (34.54) |
| Payment of interest portion of lease liabilities | (18.35) | (14.89) |
| Proceeds from long term borrowing | - | 0.04 |
| Repayment of long term borrowings | (393.69) | (97.35) |
| Interest paid | (6.98) | (24.46) |
| Dividends paid to company's shareholders | (470.30) | (407.29) |
| **Net cash inflow /(outflow) from Financing Activities (C)** | **(906.92)** | **(547.34)** |
| **Net increase / (decrease) in cash and cash equivalents (A+B+C)** | **(306.95)** | **422.12** |
| Cash and cash equivalents at the beginning of the year | 775.84 | 354.62 |
| Net foreign exchange differences on cash and cash equivalents held in foreign currency | (3.73) | (0.90) |
| **Cash and Cash Equivalents at the end of the year** | **465.16** | **775.84** |



## Independent Auditor's Report

## To the Members of Havells India Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

1. We have audited the accompanying standalone financial statements of Havells India Limited ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2023, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

4. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report.



| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| **Assessment of impairment of goodwill and intangible assets with indefinite useful lives**<br><br>**Refer Note 4 to the standalone financial statements.**<br><br>As at March 31, 2023, the standalone financial statements include goodwill of Rs. 310.47 crores and intangible assets with indefinite useful lives of Rs. 1,029 crores pertaining to acquisition of Lloyd business in an earlier year.<br><br>In accordance with the requirements of Indian Accounting Standard (Ind AS) 36 'Impairment of Assets', the management has allocated the said goodwill and intangible assets to the underlying Cash Generating Unit (CGU) and tested the same for impairment using a Discounted Cash Flow (DCF) model. Based on such testing, the recoverable amount of the CGU is higher than the carrying amount of the said assets and accordingly no adjustment for impairment is necessary.<br><br>We considered this as a key audit matter because of the significant carrying value of the above mentioned assets and high estimation uncertainty in assumptions used such as discount rate, rate of growth over the estimation period and terminal growth rate which are affected by future market and economic conditions and, hence, are inherently uncertain. | **Our audit procedures among others, included the following:**<br><br>a. Understanding and evaluating the design and operating effectiveness of internal controls over the impairment assessment process, including preparation of the DCF model;<br><br>b. Evaluating the Company's accounting policy in respect of impairment assessment of goodwill and intangible assets with indefinite useful lives;<br><br>c. Understanding the cash flow projections and assumptions used in the DCF model, evaluating the mathematical accuracy and reading the report of the management's expert;<br><br>d. Together with auditor's valuation experts, testing the appropriateness of the DCF model and key assumptions therein and performing sensitivity analysis over key assumptions to corroborate that the recoverable amount of the CGU is within a reasonable range; and<br><br>e. Testing related presentation and disclosures in the standalone financial statements.<br><br>Based on the above procedures performed, the management's impairment assessment of the goodwill and intangible assets was found to be reasonable. |

## Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or

otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## Responsibilities of management and those charged with governance for the financial statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
7. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's responsibilities for the audit of the financial statements

8. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

9. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:
   - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
   - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate



internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on other legal and regulatory requirements

13. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

14. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 31 to the standalone financial statements;

ii. The Company was not required to recognise a provision as at March 31, 2023 under the applicable law or accounting standards, as it does not have any material foreseeable losses on long-term contract. The Company did not have any derivative contracts as at March 31, 2023.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 32(19)(ii) to the standalone financial statements);

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 32(19)(ii) to the standalone financial statements); and

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.



v. The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.

15. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for the feature of recording of audit trail (edit log) facility in the accounting software used by the Company for maintenance of books of account and related matters, is applicable for the Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 is currently not applicable.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E-300009

Sougata Mukherjee
Partner
Membership Number: 057084

UDIN: 23057084BGYFRB3443
Place: Gurugram
Date: May 03, 2023

## Annexure A to Independent Auditor's Report

Referred to in paragraph 14(f) of the Independent Auditor's Report of even date to the members of Havells India Limited on the standalone financial statements for the year ended March 31, 2023



### Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Havells India Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

### Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in



accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to financial statements**

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/E-300009

Sougata Mukherjee
Partner
Membership Number: 057084

UDIN: 23057084BGYFRB3443
Place: Gurugram
Date: May 03, 2023

## Annexure B to Independent Auditor's Report

Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Havells India Limited on the standalone financial statements as of and for the year ended March 31, 2023



i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.

(B) The Company is maintaining proper records showing full particulars of Intangible Assets.

(b) The Property, Plant and Equipment of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.

(c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 3 to the standalone financial statements, are held in the name of the Company, except for the following:

| Description of property | Gross carrying value (Rs. crores) | Held in the name of | Whether promoter, director or their relative or employee | Period held | Reason for not being held in the name of the Company |
|---|---|---|---|---|---|
| Freehold Land in Delhi | 15.89 | Late Shri Qimat Rai Gupta, on behalf of M/s Guptajee & Company | Erstwhile Promoter/ Director | From March 31, 2011 | Refer Note 3(viii) to the standalone financial statements. |
| Building in Bengaluru | 0.04 | Mrs. Shakrereh Shraddhanand | No | From April 01, 2012 | |

Further, the Company has taken the following immovable properties on lease, but the lease agreement has not been duly executed in favour of the Company:

| Description of property | Gross carrying value (right-of-use asset) (Rs. crores) | Held in the name of | Whether promoter, director or their relative or employee | Period held | Reason for lease agreement not executed with the Company |
|---|---|---|---|---|---|
| Building in Sahibabad | 43.20 | QRG Enterprises Limited | Promoter till October 12, 2022 | From August 01, 2007 | Refer Note 3(ix) to the standalone financial statements. |
| Building in Noida | 96.79 | QRG Enterprises Limited | Promoter till October 12, 2022 | From July 01, 2008 | |



(d) The Company has chosen cost model for its Property, Plant and Equipment (including Right-of-Use assets) and intangible assets. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right-of-Use assets) or intangible assets does not arise.

(e) Based on the information and explanations furnished to us, no proceedings have been initiated or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.

ii. (a) The physical verification of inventory, excluding stocks with third parties, has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

(b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate from banks and financial institutions on the basis of security of current assets and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.

iii. (a) The Company has made investments in one company during the year. The Company has not granted secured/ unsecured loans/advances in nature of loans, or stood guarantee, or provided security to any parties. Therefore, the reporting under clause 3(iii), (iii)(a), (iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the Order are not applicable to the Company.

(b) In respect of the investments, the terms and conditions under which such investments were made are not prejudicial to the Company's interest.

iv. The Company has not granted any loans, or provided any guarantees or security to the parties covered under Section 185 of the Act. Further, in our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 186 of the Companies Act, 2013 in respect of the investments made by it and the Company has not provided any loans, guarantees or security to the parties covered under Section 186 of the Act.

v. The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.



vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including goods and services tax, provident fund, employees' state insurance, income tax, duty of customs, cess, and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues of provident fund, employees' state insurance and cess, which have not been deposited on account of any dispute. The particulars of other statutory dues referred to in sub-clause (a) as at March 31, 2023 which have not been deposited on account of a dispute, are as follows:

| Name of the statute | Nature of dues | Amount of demand without netting-off amount paid under protest (Rs. crores) | Amount paid under protest (Rs. crores) | Period to which the amount relates (Financial Year) | Forum where dispute is pending |
|---|---|---|---|---|---|
| Income Tax Act, 1961 | Income tax | 1.59 | 0.21 | 2008-09, 2011-12 and 2013-14 | High Court, Delhi |
| Income Tax Act, 1961 | Income tax | 19.34 | 8.23 | 2010-11, 2014-15 and 2016-17 | Income Tax Appellate Tribunal, New Delhi |
| Income Tax Act, 1961 | Income tax | 16.62 | 2.29 | 2009-10, 2017-18 and 2019-20 | Commissioner of Income Tax (Appeals), New Delhi |
| Income Tax Act, 1961 | Income tax | 0.01 | 0.01 | 2018-19 | Assessing Officer, New Delhi |
| Central Excise Act, 1944 | Excise duty | 0.23 | - | 2007-08 to 2009-10 | CESTAT, (Chandigarh) |
| Central Excise Act, 1944 | Excise duty | 15.96 | 0.60 | 2015-16 to 2017-18 | CESTAT, (Karnataka) |
| The Customs Act, 1962 | Customs duty | 0.04 | - | 2019-20 | Commissioner of Customs (Appeals), New Delhi |



| Name of the statute | Nature of dues | Amount of demand without netting-off amount paid under protest (Rs. crores) | Amount paid under protest (Rs. crores) | Period to which the amount relates (Financial Year) | Forum where dispute is pending |
|---|---|---|---|---|---|
| The Customs Act, 1962 | Customs duty | 0.09 | - | 2017-18 | Commissioner of Customs (Appeals), New Delhi |
| Bihar Value Added Tax Act, 2005 | Sales tax | 0.62 | 0.41 | 2016-17 | Commissioner (Appeals) Patna |
| Haryana Value Added Tax Act, 2003 | Sales tax | 0.25 | 0.15 | 2003-04, 2005-06 to 2006-07 | High Court (Punjab and Haryana) |
| Kerala Value Added Tax Act, 2003 | Sales tax | 0.33 | 0.28 | 2005-06 | Appellate Tribunal, Commercial Tax, Ernakulam, (Kerala) |
| Tamil Nadu Value Added Tax Act, 2006 | Sales tax | 0.05 | 0.03 | 2007-08 | Appellate Tribunal, Commercial Tax, (Tamil Nadu) |
| Orissa Entry Tax Act, 1999 | Entry tax | 0.77 | 0.30 | 2008-09 to 2011-12 | High Court, Orissa |
| Haryana Local Area Development Tax Act, 2000 | Local Area Development Tax | 0.12 | - | 2001-02 | Joint Commissioner (Appeals), Faridabad |
| Octroi Tax Act, Maharashtra | Octroi | 0.03 | 0.03 | 2010-11 | Nagpur Municipal Corporation |



| Name of the Statute | Nature of dues | Amount of Demand without netting- off amount paid under protest (Rs. crores) | Amount paid under protest (Rs. crores) | Period to which the amount relates (Financial Year) | Forum where dispute is pending |
|---|---|---|---|---|---|
| Goods and Services Tax Act, 2017 | Goods and services tax | 0.46 | 0.46 | 2017-18 | High Court, Uttar Pradesh |
| Goods and Services Tax Act, 2017 | Goods and services tax | 0.11 | - | 2019-20 | Additional Commissioner (A), Dehradun (Uttarakhand) |
| Goods and Services Tax Act, 2017 | Goods and services tax | 0.58 | 0.06 | 2017-18 | Commissioner of GST Appeals-Ghaziabad |
| Goods and Services Tax Act, 2017 | Goods and services tax | 0.08 | - | 2017-18 | Deputy Commissioner, Kerala |

The above amounts contain interest and penalty where included in the order issued by the taxation authority to the Company.

viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(c) According to the records of the Company examined by us and the information and explanations given to us, the Company has not taken any term loan during the year.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.



(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries.

x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.

xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

(c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has received whistle-blower complaints during the year, which have been considered by us for any bearing on our audit and reporting under this clause.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.

xiv. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The reports of the Internal Auditor for the period under audit have been considered by us.

xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.



(b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.

xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 32(17)) to the standalone financial statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.

xx.(a)In respect of other than ongoing projects, as at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable. Also refer Note 32(8) to the financial statements

(b)The Company had transferred the amount of Corporate Social Responsibility remaining unspent under sub-section (5) of Section 135 of the Act pursuant to ongoing projects, to a special account in compliance with the provision of sub-section (6) of Section 135 of the Act. Also refer Note 32(8) to the financial statements.



xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/ E-300009

Sougata Mukherjee
Partner
Membership Number: 057084
UDIN: 23057084BGYFRB3443

Place: Gurugram
Date: May 3, 2023

# Price Waterhouse & Co Chartered Accountants LLP

## Independent auditor's report

## To the Members of Havells India Limited

## Report on the Audit of the Consolidated Financial Statements

### Opinion

1. We have audited the accompanying consolidated financial statements of Havells India Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") (refer Note 30B to the attached consolidated financial statements), which comprise the consolidated Balance Sheet as at March 31, 2023, and the consolidated Statement of Profit and Loss including Other Comprehensive Income, the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2023, and consolidated total comprehensive income (comprising of profit and other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 15 of the Other Matters section below, other than the unaudited financial statements as certified by the management and referred to in sub-paragraph 14 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.



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Price Waterhouse & Co. (a Partnership Firm) converted into Price Waterhouse & Co Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-4362) with effect from July 7, 2014. Post its conversion to Price Waterhouse & Co Chartered Accountants LLP, its ICAI registration number is 304026E/E300009 (ICAI registration number before conversion was 304026E)

## Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| **Assessment of impairment of goodwill and intangible assets with indefinite useful lives**<br><br>**Refer Note 4 to the consolidated financial statements.**<br><br>As at March 31, 2023, the consolidated financial statements includes goodwill of Rs. 310.47 crores and intangible assets with indefinite useful lives of Rs. 1,029 crores pertaining to acquisition of Lloyd business in an earlier year.<br><br>In accordance with the requirements of Indian Accounting Standard (Ind AS) - 36 'Impairment of Assets', the management has allocated the said goodwill and intangible assets to the underlying Cash Generating Unit (CGU), and tested the same for impairment using a Discounted Cash Flow (DCF) model. Based on such test, the recoverable amount of the CGU is higher than the carrying amount of the said assets and accordingly no adjustment for impairment is necessary.<br><br>We considered this as a key audit matter because of the significant carrying value of the above mentioned assets and high estimation uncertainty in assumptions used such as discount rate, rate of growth over the estimation period and terminal growth rate which are affected by future market and economic conditions and, hence, are inherently uncertain. | **Our audit procedures among others, included the following:**<br><br>a. Understanding and evaluating the design and operating effectiveness of internal controls over the impairment assessment process, including preparation of the DCF model;<br><br>b. Evaluating the Group's accounting policy in respect of impairment assessment of goodwill and intangible assets with indefinite useful lives;<br><br>c. Understanding the cash flow projections and assumptions used in the DCF model, evaluating the mathematical accuracy and reading the report of the management's expert;<br><br>d. Together with auditor's valuation experts, testing the appropriateness of the DCF model and key assumptions therein and performing sensitivity analysis over key assumptions to corroborate that the recoverable amount of the CGU is within a reasonable range; and<br><br>e. Testing related presentation and disclosures in the consolidated financial statements.<br><br>Based on the above procedures performed, the management's impairment assessment of the goodwill and intangible assets was found to be reasonable. |



## Other Information

5. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the consolidated financial statements and our auditor's report thereon.

   Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and the reports of the other auditors as furnished to us (Refer paragraph 15 below), we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

6. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

7. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

8. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.



## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

10. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.



11. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other Matters

14. We did not audit the financial statements of one subsidiary located outside India, whose financial statements reflect total assets of Rs Nil and net assets of Rs Nil as at March 31, 2023, total revenue of Rs. Nil, total comprehensive income (comprising of loss and other comprehensive income) of Rs (0.04) crores and net cash outflows amounting to Rs 4.39 crores for the period April 01, 2022 till October 27, 2022 (dissolution date), as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management, and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

15. The financial statements of one subsidiary located outside India, included in the consolidated financial statements, which constitute total assets of Rs 14.69 crores and net assets of Rs 11.42 crores as at March 31, 2023, total revenue of Rs. 42.35 crores, total comprehensive income (comprising of loss and other comprehensive income) of Rs 0.36 crores and net cash inflows amounting to Rs 0.55 crores for the year then ended have been prepared in accordance with accounting principles generally accepted in its country and have been audited by other auditors under generally accepted auditing standards applicable in its country. The Holding Company's management has converted the financial statements of such subsidiary located outside India from the accounting principles generally accepted in its country to the accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India, including other information, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.



## Report on Other Legal and Regulatory Requirements

16. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we report that there are no qualifications or adverse remarks included in the CARO 2020 report issued in respect of the standalone financial statements of the Holding Company which are included in these Consolidated Financial Statements.

    In our opinion, and according to the information and explanations given to us, CARO 2020 is not applicable to the subsidiary companies included in these Consolidated Financial Statements, hence, this report does not contain a statement on the matter specified in paragraph 3(xxi) of CARO 2020 in relation to the subsidiary companies.

17. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

    (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

    (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.

    (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.

    (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.

    (f) With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.

    (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

        i. The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group – Refer Note 30A to the consolidated financial statements.

        ii. The Group was not required to recognise a provision as at March 31, 2023 under the applicable law or accounting standards, as it does not have any material foreseeable losses on long-term contract. The Group did not have any derivative contracts as at March 31, 2023.



iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company during the year.

iv. (a) The Management of the Holding Company has represented to us that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 31(16)(ii) to the consolidated financial statements).

(b) The Management of the Holding Company has represented to us that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 31(16)(ii) to the consolidated financial statements).

(c) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

v. The dividend declared and paid during the year by the Holding Company is in compliance with Section 123 of the Act.

18. The Group has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.



19. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provides for the feature of recording of audit trail (edit log) facility in the accounting software used by the Group, for maintenance of books of account and related matters, is applicable for the Holding Company only with effect from financial year beginning April 1, 2023, the reporting under clause (g) of Rule 11 is currently not applicable.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/ E-300009

Sougata Mukherjee
Partner
Membership Number: 057084

UDIN: 23057084BGYFRC1110
Place: Gurugram
Date: May 03, 2023

## Annexure A to Independent Auditor's Report

Referred to in paragraph 17(f) of the Independent Auditor's Report of even date to the members of Havells India Limited on the consolidated financial statements for the year ended March 31, 2023



### Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to financial statements of Havells India Limited (hereinafter referred to as "the Holding Company"). Reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is not applicable to two subsidiaries as they are not incorporated in India namely Havells Guangzhou International Limited and Havells Holdings Limited (dissolved on October 27, 2022).

### Management's Responsibility for Internal Financial Controls

2. The Board of Directors of the Holding Company, is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated financial statements.



## Annexure A to Independent Auditor's Report

Referred to in paragraph 17(f) of the Independent Auditor's Report of even date to the members of Havells India Limited on the consolidated financial statements for the year ended March 31, 2023



### Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

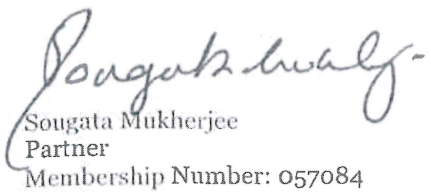
### Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

8. In our opinion, the Holding Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Price Waterhouse & Co Chartered Accountants LLP
Firm Registration Number: 304026E/ E-300009



Sougata Mukherjee
Partner
Membership Number: 057084

UDIN: 23057084BGYFRC1110
Place: Gurugram
Date: May 03, 2023