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23rd June, 2021

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

Sub: Corrigendum to Notice of the Annual General Meeting (AGM) scheduled to be held on Wednesday, 30th June, 2021 at 10:00 a.m. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

Dear Sir,

In continuation to the Company's letter dated 2nd June, 2021 whereby the Notice convening the 38th Annual General Meeting of the Company scheduled to be held on 30th day of June, 2021 alongwith the Integrated Annual Report was submitted to the stock exchanges, please find enclosed a Corrigendum to the Notice of AGM which should be read alongwith the original Notice dated 20th May, 2021. The same is being also emailed to the shareholders of the Company.

The Corrigendum to AGM Notice is also available on the website of the Company in the Investor Relations Section under Financials in the Annual Reports tab.

Kindly take the same on record.

Thanking you.

Yours faithfully,
for **Havells India Limited**

Sanjay Kumar Gupta
Digitally signed by Sanjay Kumar Gupta
Date: 2021.06.23 17:29:11 +05'30'

(Sanjay Kumar Gupta)
Company Secretary

Encl: As above

HAVELLS INDIA LTD.
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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

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CORRIGENDUM TO NOTICE OF THE 38TH ANNUAL GENERAL MEETING

Havells India Limited had issued NOTICE dated 20th May, 2021 for its 38th Annual General Meeting (AGM), scheduled for 30th June, 2021, Wednesday at 10:00 am through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact 14 (fourteen) businesses out of which 6 (six) are Ordinary and remaining 8 (eight) are Special. One of the Ordinary businesses at serial no. 5 has been inadvertently mentioned as an Ordinary Resolution instead of a Special Resolution. Accordingly, Item No. 5 of Ordinary Business is now proposed as a Special Business at Item No. 6 requiring a Special Resolution as under:

SPECIAL BUSINESS

6. **Appointment of a Director in place of Shri Surjit Kumar Gupta (DIN: 00002810), who retires by rotation and being eligible, offers himself for re-appointment**

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

   "RESOLVED THAT Shri Surjit Kumar Gupta (DIN: 00002810), who retires by rotation at this AGM (Annual General Meeting) and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director liable to retire by rotation."

For **Havells India Limited**

Sanjay Kumar Gupta
Company Secretary
Membership No. F3348

Delhi, June 23, 2021

Registered Office:
904, 9th Floor, Surya Kiran Building
K G Marg, Connaught Place, New Delhi – 110001
CIN: L31900DL1983PLC016304

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, in respect of the Special Resolution proposed above is annexed hereto.
2. The Corrigendum to AGM Notice is issued in continuation of and should be read in conjunction with the original AGM Notice which was already emailed to the shareholders on 2nd June 2021. All other contents of the AGM Notice, save and except as mentioned in this Corrigendum, shall remain unchanged.
3. All references, if any, made in the Integrated Annual Report of the Company for the financial year 2020-21, or elsewhere, with respect to the re-appointment of Shri Surjit Kumar Gupta, be construed as a special business recommending a special resolution of the shareholders.
4. With the proposal of this Item from ordinary to special business, the existing Ordinary Business at Sr. No. 6 is re-numbered as 5 and the existing Special Businesses from 7 to 14 remain unchanged.

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

ITEM NO. 6

Shri Surjit Kumar Gupta was last re-appointed as a Director whose period of office was liable to determination by retirement by rotation, by the Shareholders in the Annual General Meeting (AGM) of the Company held on 20th July, 2018.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act'), he retires by rotation at this AGM and being eligible, has offered himself for re-appointment. In terms of Section 102 of the Act, the re-appointment of a rotational director at the annual general meeting is an Ordinary Business.

However, in view of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity can continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless a special resolution is passed to that effect.

Accordingly, the re-appointment of Shri Surjit Kumar Gupta, aged 79 years, is recommended at this AGM as Special Business by way of Special Resolution instead of Ordinary Business in compliance of Section 102 of the Act read with the amended SEBI (LODR) Regulations 2015.

Shri Surjit Kumar Gupta is a member of the Promoter Group and is one of the First Directors of the Company. Under his guidance the Company has emerged as the leading organisation in the Electrical Industry with an outstanding prominence for high-quality engineered products. The Board has benefitted from his relevant specialization and expertise.

Details on his attendance of various Board Meetings held during the last financial year are included in the Corporate Governance Report of the Integrated Annual Report.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 20th May, 2021, has approved the re-appointment of Shri Surjit Kumar Gupta as a Director liable to retire by rotation and recommends the same for the approval by the Shareholders of the Company.

Except Shri Surjit Kumar Gupta and Shri Ameet Kumar Gupta, no other Director(s) and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this Resolution.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the Explanatory Statement to the Notice dated 20th May 2021. Other details as required under ICSI Secretarial Standard SS-2 are also included in the Corporate Governance Report of the Integrated Annual Report of the Company.

For **Havells India Limited**

Sanjay Kumar Gupta
Company Secretary
Membership No. F3348

Delhi, June 23, 2021

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