

Disclosures pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014, as at 31st March, 2023 are given below:

- A.** Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

Yes - Disclosed in Note 32(7) of Notes to Standalone Financial Statements, page 228 of the Annual Report 2022-23

- B.** Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with IND AS-33-Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

Yes - Disclosed in Note 32(12) of Notes to Standalone Financial Statements, page 239 of the Annual Report 2022-23

C. Details related to ESOS

Not Applicable

D. Details related to ESPS

As at 31st March, 2022, the Company had in place 3 separate employees stock purchase plans/schemes, namely:-

1. Havells Employees Stock Purchase Plan 2014 ('ESPP 2014')
2. Havells Employees Stock Purchase Scheme 2015 ('ESPS 2015')
3. Havells Employees Stock Purchase Scheme 2016 ('ESPS 2016')

Additionally, the Company has also launched Havells Employees Stock Purchase Scheme 2022 ('ESPS 2022') during the financial year 2022-23 and the same became effective from 1st January, 2022, after its approval from the Shareholders of the Company in the Annual General Meeting held on 8th July, 2022.

Accordingly, prescribed details pursuant to the requirements of SEBI (Share Based Employee Benefits) Regulations, 2014 in so far as they are applicable to the ESPP 2014, ESPS 2015, ESPS 2016 for the financial year 2022-23 are given herein below:-

- (i) The following details on each ESPS under which allotments were made during the year:

(a) Date of shareholders' approval –

- Havells Employees Stock Purchase Plan 2014: 9th June, 2014
- Havells Employees Stock Purchase Scheme 2015: 4th December, 2015
- Havells Employees Stock Purchase Scheme 2016: 13th July, 2016
- Havells Employees Stock Purchase Scheme 2022: 08th July, 2022

(b) Number of shares issued –

- Under Havells Employees Stock Purchase Plan 2014: 41,415 Equity Shares of Re. 1/- each
- Under Havells Employees Stock Purchase Scheme 2015: 150,000 Equity Shares of Re. 1/- each
- Under Havells Employees Stock Purchase Scheme 2016: 13,534 Equity Shares of Re. 1/- each
- Under Havells Employees Stock Purchase Scheme 2022: 1,722 Equity Shares of Re. 1/- each

- (c) The price at which such shares are issued – @ Rs. 1,289.85 for issuance under ESPP 2014 & ESPS 2015 & ESPS 2016
The price at which such shares are issued – @ Rs. 1,348.55 for issuance under ESPP 2022

(d) Lock-in period –

- For issuance under ESPP 2014:
50% of the shares are under lock-in for 13 months from the date of allotment and 50% of the shares under lock-in for 2 years from the date of allotment
- For issuance under ESPS 2015:
78% of the shares under lock-in for 13 months from the date of allotment and 22% of the shares under lock-in for 2 years from the date of allotment
- For issuance under ESPS 2016:
100% of the shares under Lock in for 13 months from the date of allotment.
- For issuance under ESPS 2012:
100% of the shares under Lock in for 13 months from the date of allotment.

(ii) The following details regarding allotment made under each ESPP/ESPS, as at the end of the year:

Particulars	ESPP 2014	ESPS 2015	ESPS 2016	ESPP 2022
The details of the number of shares issued under	41,415 Equity Shares were issued under ESPP 2014 for the benefit entitlement of 2021-22	150,000 Equity Shares were issued under ESPS 2015 for the benefit entitlement of 2021-22	13,534 Equity Shares were issued under ESPS 2016 for the benefit entitlement of 2021-22	1,722 Equity Shares were issued under ESPP 2022 for the benefit entitlement of 2021-22
The price at which such shares are issued.	Rs. 1289.85	Rs. 1289.85	Rs. 1289.85	Rs. 1348.55
Employee-wise details of the shares issued to;				
(i) senior managerial personnel;	Allotment made to 93 Employees.	Allotment made to 2 Employees.	Allotment made to 5 Employees.	Allotment made to 105 Employees.
(ii) any other employee who is issued shares in any one year amounting to 5% or more shares issued during that year*; (*As a % of respective ESPS for 1 respective FY)	None.	1. Shri Rajesh Kumar Gupta (Whole time Director (Finance) and Group CFO) – 100,000 2. Shri Rajiv Goel (Executive Director) – 50,000	1. Shri Mukul Saxena -2940 2. Shri Saurabh Goel – 2343 3. Shri Vivek Yadav – 1677 4. Shri Shrikant Pandit - 1108	1. Shri Saurabh Goel - 102
(iii) identified employees who were issued	None.	None.	None.	None.

shares during any one year equal to or exceeding 1% of the issued capital of the company at the time of issuance;				
Consideration received against the issuance of shares, if scheme is implemented directly by the company	Rs. 5,34,19,138	Rs. 19,34,77,500	Rs. 1,74,56,830	Rs. 23,22,204
Loan repaid by the Trust during the year from exercise price received	Rs. 5,34,19,138	Rs. 19,34,77,500	Rs. 1,74,56,830	Rs. 23,22,204

E. Details related to SAR

Not Applicable

F. Details related to GEBS / RBS

Not Applicable

G. Details related to Trust

The following details, *inter alia*, in connection with transactions made by the Trust meant for the purpose of administering the schemes under the regulations are to be disclosed:

(i) General information on all schemes

Sl. No.	Particulars	Details
1	Name of the Trust	Havells Employees Welfare Trust
2	Details of the Trustee(s)	1. Shri V Krishnan 2. Shri Pankaj Jain 3. Shri Saurabh Goel 4. Ms. Bhavna Banerjee
3	Amount of loan disbursed by company / any company in the group, during the year	Rs. 26,66,75,672/-
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Nil
5	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Nil

6	Any other contribution made to the Trust during the year	Nil
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(ii) Brief details of transactions in shares by the Trust

- (a) Number of shares held at the beginning of the year – 41,960 Equity Shares of Re. 1/- each.
- (b) Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share –
2,06,671 Shares (0.03% of equity capital) were issued and allotted to the Trust under ESPP 2014, ESPP 2015, ESPP 2016 and ESPP 2022 during the year 2022-23 and then transferred to the employees (beneficiaries) under the plans. The weighted average cost of acquisition per share was Rs. 1290.34/-
- (c) Number of shares transferred to the employees/ sold along with the purpose thereof:
The Shares issued to the Trust during the year 2022-23 were entirely for the purpose of transfer to beneficiary employees as their benefit entitlement of FY 2021-22 under ESPP 2014, ESPP 2015, ESPP 2016 they were so transferred on 03rd June, 2022 and for ESPP 2022 on 3rd November, 2022 respectively.
- (d) Number of shares held at the end of the year: 41,960 Equity Shares of Re. 1/- each.

(iii) In case of secondary acquisition of shares by the Trust: NIL