

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of HAVELLS INDIA LIMITED will be held at FICCI Auditorium, Federation House, Tansen Marg, New Delhi – 110 001 on Tuesday, 25th August, 2009 at 11:30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2009, the Profit and Loss Account of the Company for the year ended on that date, and the Reports of the Auditors and Directors thereon.
2. To declare dividend for the financial year ended on 31st March, 2009.
3. To appoint a Director in place of Shri Abid Hussain, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Avinash Prakash Gandhi, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting by passing the following resolution with or without modification(s):

“**RESOLVED THAT** pursuant to the provisions of Section 224 of the Companies Act, 1956, M/s V. R. Bansal & Associates be and are hereby appointed as the auditors of the Company till the conclusion of the next Annual General Meeting and the Board of Directors / Audit Committee of the Company be and is hereby authorised to fix their remuneration.”

SPECIAL BUSINESS

6. To pass with or without modification, the following resolution as an **ORDINARY RESOLUTION TO APPOINT SHRI V. K. CHOPRA AS DIRECTOR OF THE COMPANY**

“**RESOLVED THAT** in conformity with the provisions of Section 260 of the Companies Act, 1956, Shri V. K. Chopra who was appointed as an Additional Director of the Company and who holds office only upto this Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith a deposit of Rs. 500/- in terms of Section 257 of the Companies Act, 1956 from a member proposing the candidature of Shri V. K. Chopra for the office of the Director of the Company, be and is hereby elected and appointed as a Director of the Company liable to retire by rotation.”

7. To pass with or without modification, the following resolution as a **SPECIAL RESOLUTION TO RE-APPOINT SHRI QIMAT RAI GUPTA AS CHAIRMAN & MANAGING DIRECTOR**

“**RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof) for the time being in force, consent be and is hereby accorded for re-appointment of **Shri Qimat Rai Gupta** as Managing Director of the Company for the period from 1st April, 2009 to 31st March, 2014 on the terms and conditions including remuneration (as also the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period, subject to the requirements of Schedule XIII) as enumerated herein below :

1. Period from 1st April, 2009 to 31st March, 2014
2. Remuneration

Salary	Rs. 8,00,000/- w.e.f 1 st April, 2009 upto maximum of Rs. 15,00,000/- per month
Perquisites	For this purpose perquisites are classified into three categories A, B and C

Category 'A'

- a) Medical Reimbursement: Expenses incurred including Medical Insurance for self and family subject to a ceiling of one month's salary in a year or three month's salary over the period of three years.
- b) Leave Travel Concession: For self and family once a year incurred in accordance with the rules of the Company.
- c) Bonus: As per policies and rules of the Company.
- d) Club Fees: Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
- e) Personal Accident Insurance: Premium not exceeding Rs. 10,000/- p.a.

Category 'B'

- a) Company's contribution towards Provident Fund, Superannuation Fund. This will not be included for the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable shall not exceed one month's salary for each completed year of service.
- c) Leave Entitlement: As per Company's Policy.

HAVELLS INDIA LTD.

Category 'C'

The Company shall provide a car with chauffeur and telephone at the residence. Provisions of the car for use in Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

Other allowances, benefits and perquisites admissible as per Rules of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or any Committee thereof be and is hereby authorised to alter or vary any or all of the terms, conditions and / or to increase the remuneration of Shri Qimat Rai Gupta as approved subject to a maximum monthly salary of Rs. 15,00,000/- and perquisites including the monetary value thereof within the limits specified in Schedule XIII to the Companies Act, 1956, without any further reference to the Company in general meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company and / or any Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard."

8. To pass with or without modification, the following resolution as an **ORDINARY RESOLUTION TO RE-APPOINT SHRI ANIL GUPTA AS JOINT MANAGING DIRECTOR**

RESOLVED THAT pursuant to the provisions of Sections 198, 269, 316, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof) for the time being in force, consent be and is hereby accorded for appointment of **Shri Anil Gupta** as Joint Managing Director of the Company for the period from 1st April, 2009 to 31st March, 2014 on the terms and conditions including remuneration (as also the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period, subject to the requirements of Schedule XIII):

1. Period from 1st April, 2009 to 31st March, 2014
2. Remuneration
 - Salary Rs. 5,00,000/- per month w.e.f 1st April, 2009 upto maximum of Rs. 10,00,000/- per month
 - Perquisites For this purpose perquisites are classified into three categories A, B and C

Category 'A'

- a) Medical Reimbursement: Expenses incurred including Medical Insurance for self and family subject to a ceiling of one month's salary in a year or three month's salary over the period of three years.
- b) Leave Travel Concession: For self and family once a year incurred in accordance with the rules of the Company.
- c) Bonus: As per policies and rules of the Company.
- d) Club Fees: Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
- e) Personal Accident Insurance: Premium not exceeding Rs. 10000/- p.a.

Category 'B'

- a) Company's contribution towards Provident Fund, Superannuation Fund. This will not be included for the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable shall not exceed one month's salary for each completed year of service.
- c) Leave Entitlement: As per Company's Policy.

Category 'C'

The Company shall provide a car with chauffeur and telephone at the residence. Provisions of the car for use in Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

Other allowances, benefits and perquisites admissible to the senior officers of the Company as per Rules of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or any Committee thereof be and is hereby authorised to alter or vary any or all of the terms, conditions and / or to increase the remuneration of Shri Anil Gupta as approved subject to a maximum monthly salary of Rs. 10,00,000/- per month and perquisites including the monetary value thereof within the limits specified in Schedule XIII to the Companies Act, 1956, without any further reference to the Company in general meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company and / or any Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard."

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

Sanjay Johri
Company Secretary

Noida, June 27, 2009

NOTES

1. **ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
2. Mr V. P. Bansal, Proprietor of existing statutory audit firm namely M/s V.P. Bansal & Co., has vide his letter dated 20 June 2009 informed the Board that the existing audit firm may be discontinued and it has been proposed that a partnership firm with the name M/s V.R. Bansal & Associates wherein he is the senior partner along with Mr Rajan Bansal as another partner, may be appointed as New Statutory Auditor of the Company.

In this context, the Company has received a Notice under Section 224 (2) (b) of the Companies Act, 1956 from the retiring auditor informing their intention to discontinue as auditor and also a confirmation letter under section 224(1B) of the Companies Act, 1956 from M/s V.R. Bansal & Associates mentioning therein that their appointment if made, will be within the prescribed limit as per section 224 (1B) of the Companies Act, 1956.

It is therefore proposed by the Board that M/s V.R. Bansal & Associates be appointed as the Statutory Auditors of the Company.
3. The Register of Members and Share Transfer Register will remain closed from Friday, 14th August, 2009 to Friday 21st August, 2009 (both days inclusive).
4. The dividend, if any declared, shall be payable to those Shareholders whose name(s) stand registered:
 - a) as Beneficial Owner as at the end of business on 13th August, 2009 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - b) as Member in the Register of Members of the Company/ Registrars & Share Transfer Agent after giving effect to valid share transfers in physical form lodged with the Company as at the end of business on 13th August, 2009.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so that the information is made available by the management at the day of the meeting.
 - i) Members holding shares in physical format are requested to immediately intimate any change in residential address to MCS Limited, F-65, 1st Floor, Okhla Industrial Area Phase – I, New Delhi 110 020, Registrars and Transfer Agent of the Company, so that change could be effected in the Register of Members before closure.
 - ii) Members who are holding shares in Demat mode are requested to notify any change in their residential address or Bank A/c details immediately to their respective Depository Participants.
 - iii) Members who have not opted for ECS facility earlier are requested to fill up the enclosed mandate form and return it to MCS Limited, F-65, 1st Floor, Okhla Industrial Area Phase - I, New Delhi – 110 020, to avail the ECS facility otherwise they are requested to intimate their Savings Account/Current Account No. and the name of Bank with whom such account is held to enable the Company to print the said detail on the Dividend Warrant to prevent fraudulent encashment of the same.
6. Members/ Proxies are requested to fill in and sign the Attendance Slip for attending the meeting.
7. During the year, amount of Un-claimed Dividend for the year 2000-2001 has been deposited in the Investors Education and Protection Fund.
8. In case the Dividend still remains unclaimed from the financial years 2001-2002 to 2007-08, the shareholders may approach the company with their dividend warrants for revalidation / with the letter of undertaking for issue of revalidated / duplicate dividend warrant respectively. A letter to this effect has already been sent to the concerned shareholders.
9. The annual accounts of the subsidiary companies along with the related detailed information are available at the Corporate Office of the Company.
10. Pursuant to the requirements of the Listing Agreement of Stock Exchanges on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed is given in the Annexure to the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 6

The Board of Directors has co-opted Shri V K Chopra as an Additional Director of the Company at their Meeting held on January 30, 2009.

Shri V K Chopra, professionally a Chartered Accountant has vast experience in finance & banking matters. In his professional career he has held top leadership positions in various prestigious banking organizations viz. Central Bank of India, Punjab & Sindh Bank, Corporation Bank & SIDBI. He was also a wholtime member of SEBI. Presently, he holds directorships in various prestigious organizations.

His long standing experience brings a wealth of professional expertise and experience to the Board. In terms of the provisions of Section 260 of the Companies Act, 1956, Shri V K Chopra will hold office only upto the date of ensuing Annual General meeting. Notice has been received from a member under Section 257 of the Companies Act, 1956 proposing the candidature of Shri V K Chopra for the office of Director and signifying his intention to move the resolution as set out in Item No. 6 of this notice.

The Directors recommend the resolution for approval of the shareholders.

Except Shri V K Chopra, who is seeking the appointment, none of the Directors is concerned or interested in the resolution.

ITEM NO. 7

Pursuant to provisions of Section 198, 269, 309 & 310 read with Schedule XIII to the Companies Act, 1956, the Company had at its Annual General Meeting held on 27th June, 2006 approved the re-appointment and payment of remuneration to Shri Qimat Rai Gupta, Chairman & Managing Director, for a period of 5 years with effect from 01.11.2005.

The relevant resolution is proposed as a special resolution keeping in view the requirements of Part I of Schedule XIII to the Companies Act, 1956 as per which a person who has attained the age of 70 years is eligible for appointment as a managerial person if his appointment is approved by a special resolution passed by the Company in its general meeting.

Shri Qimat Rai Gupta is the founder and Chairman of Havells India Limited. Under his stewardship, Havells has achieved the distinction of becoming India's leading electrical group. The credit for Havells' commendable performance goes substantially to the dynamic leadership and vision imparted to the group by Shri Qimat Rai Gupta. His valuable and sincere contribution is highly appreciated in the progress of the Company.

The Board of Directors of the Company, on the recommendation of Remuneration Committee, at its Meeting held on 27th June, 2009 approved the re-appointment of Shri Qimat Rai Gupta as the Chairman & Managing Director for a period from 1st April, 2009 to 31st March, 2014.

It is now, therefore, proposed before the Company to re-appoint Shri Qimat Rai Gupta as the Chairman & Managing Director for the period from 1st April, 2009 to 31st March, 2014 on such terms and conditions as specified in the resolution and agreed upon by and between him and the Board of Directors / any committee thereof.

Except Shri Qimat Rai Gupta, Shri Surjit Gupta and Shri Anil Gupta, no other Director of the Company is concerned or interested in the Resolution.

The above statement may also be treated as an abstract of the terms and Memorandum of Interest under Section 302 of the Companies Act, 1956.

ITEM NO. 8

Pursuant to the provisions of Section 198, 269, 316, 309 & 310 read with Schedule XIII of the Companies Act, 1956, the Board of Directors of the Company, on the recommendation of Remuneration Committee, at its Meeting held on 27th June, 2009 approved the re-appointment of Shri Anil Gupta as the Joint Managing Director of the Company for a period from 1st April, 2009 to 31st March, 2014.

Shri Anil Gupta is the Director of the Company since 1992. He is B. A. (Economics) and MBA (Marketing and Finance) from Wake Forest University, North Carolina, USA. He is serving the Company by developing new business, forming new alliances with foreign collaborators and / or taking over other businesses within and outside India. He is supervising marketing and sales functions of the Company. His valuable and sincere contribution is highly appreciated in the progress of the Company.

It is now, therefore, proposed before the Company to re-appoint Shri Anil Gupta as the Joint Managing Director for the period from 1st April, 2009 to 31st March, 2014 on such terms and conditions as specified in the resolution and agreed upon by and between him and the Board of Directors / any committee thereof.

Except Shri Anil Gupta and Shri Qimat Rai Gupta, no other Director of the Company is concerned or interested in the Resolution.

The above statement may also be treated as an abstract of the terms and Memorandum of Interest under Section 302 of the Companies Act, 1956.

By Order of the Board
For Havells India Limited

Sanjay Johri
Company Secretary

Noida, June 27, 2009

Registered Office:
1/7, Ram Kishore Road,
Civil Lines, Delhi – 110 054

ANNEXURE

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED

Name of Director	Date of Birth	No. of Shares held	Qualification (Relationship with other Directors)	Nature of expertise	Name of the Companies in which he holds Directorship	Committee(s) of the Companies of which he holds Membership/ Chairmanship
Shri V K Chopra	6 th March, 1946	Nil	Chartered Accountant & Certified Associate of Indian Institute of Bankers	Shri V. K. Chopra professionally a Chartered Accountant has vast experience in finance & banking matters. In his professional career he has held top leadership positions in various prestigious banking organizations viz. Central Bank of India, Punjab & Sindh Bank, Corporation Bank & SIDBI. He was also a wholetime member of SEBI. Presently, he holds directorships in various prestigious organizations.	<ul style="list-style-type: none"> • Havells India Ltd • Pantaloon Retail (India) Ltd • ORIX Auto Infrastructure Ltd • RFCL Ltd • Rolta India Ltd • Jaybharat Textiles & Real Estate Ltd • Rosandik Engineering Industries India Ltd • Dewan Housing & Finance Co. Ltd • FCH-Centrum Direct Ltd • Landmark Property Development Co. Ltd • SIDBI Venture Capital Ltd • Pegasus Assets Reconstruction (P) Ltd • Metlife Insurance India Ltd • Religare Assets Management Co. Ltd • Future Finance Ltd 	<p><i>Orix AutoInfrastructure Ltd.</i></p> <p>- Audit Committee (Chairman)</p> <p><i>RFCL Ltd.</i></p> <p>-Audit Committee (Chairman)</p> <p><i>Rosandik Engineering Industries (India) Ltd</i></p> <p>- Audit Committee (Member)</p> <p>- Shareholders' Committee (Member)</p> <p><i>FCH-Centrum Direct Ltd</i></p> <p>- Audit Committee (Member)</p> <p><i>Landmark Property Development Co. Ltd.</i></p> <p>- Audit Committee (Member)</p> <p><i>Pegasus Assets Reconstruction Ltd</i></p> <p>- Audit Committee (Member)</p> <p><i>Metlife Insurance (India) Ltd.</i></p> <p>- Audit Committee (Chairman)</p> <p><i>Religare Assets Management Co. Ltd</i></p> <p>- Audit Committee (Member)</p>
Shri Abid Hussain	26 th December, 1926	Nil	M.A. I.A.S. (Retd.)	Dr. Abid Hussain has been an outstanding civil servant and served in various capacities with the Govt. of India.	<ul style="list-style-type: none"> • Havells India Ltd. • Nagarjuna Oil Corporation Ltd • Hyderabad Flextech Ltd • Shree Cement Ltd • GVK Industries Ltd • GVK Taj Hotels & Resorts Ltd • GVK Power & Infrastructure Ltd • Zodiac Clothing Co. Ltd • Wockhardt Ltd • Gangavaram Port Ltd 	<p><i>Havells India Ltd.</i></p> <p>- Audit Committee (Member)</p> <p>- Remuneration Committee (Member)</p> <p>- Investors' Grievance Committee (Chairman)</p> <p><i>Shree Cement Ltd</i></p> <p>- Shareholders & Investors Grievances Committee</p> <p>- Selection Committee</p> <p><i>Wockhardt Ltd</i></p> <p>- Investors Committee</p>

Name of Director	Date of Birth	No. of Shares held	Qualification (Relationship with other Directors)	Nature of expertise	Name of the Companies in which he holds Directorship	Committee(s) of the Companies of which he holds Membership/ Chairmanship
Shri Avinash Prakash Gandhi	01 st October, 1938	Nil	B. E. (Mechanical)	He has rich years of experience in engineering and various managerial positions. He has held top leadership positions in prestigious organizations for nearly two decades in over forty two years of his working in professional sector.	<ul style="list-style-type: none"> • Havells India Ltd. • Lumax Industries Ltd • Fag Bearings India Ltd • Uniproducts (India) Ltd • Fairfield Atlas India Ltd • Continental Engines Ltd • Panalfa Auto Elektrik Ltd • Minda Corporation Ltd • R N Gupta & Sons • MLR Motors Ltd • Minda Valeo Security Systems Pvt Ltd • Minda Farukawa Elektrik Pvt Ltd 	<p><i>Havells India Ltd.</i></p> <ul style="list-style-type: none"> - Remuneration Committee <p><i>Fag Bearings India Ltd.</i></p> <ul style="list-style-type: none"> - Audit Committee (Chairman) <p><i>Lumaxindustries Ltd</i></p> <ul style="list-style-type: none"> - Audit Committee (Member) - Remuneration Committee (Chairman) <p><i>Uniproducts (India)Ltd.</i></p> <ul style="list-style-type: none"> - Remuneration Committee (Member) <p><i>Continental Engines Ltd.</i></p> <ul style="list-style-type: none"> - Audit Committee (Member) <p><i>Fairfield Atlas Ltd.</i></p> <ul style="list-style-type: none"> - Audit Committee (Chairman) - Remuneration Committee (Member)
Shri Qimat Rai Gupta	24 th January, 1937	47,67,944	Bachelor of Arts	Shri Qimat Rai Gupta is an industrialist having rich business experience and co-founder of Havells. He is the Chairman and Managing Director of the Company.	<ul style="list-style-type: none"> • Havells India Ltd • QRG Enterprises Ltd • Standard Electricals Ltd • TTL Ltd • QRG Central Hospital & Research Centre Limited • Havell's Financial Services Ltd • Havell's Switchgears Pvt Ltd 	None
Shri Anil Gupta	20 th April, 1969	17,33,974	BA (Economics) MBA (Marketing and Finance) from Wake Forest University, North Carolina, USA	New business development by forming new alliances with foreign collaborators and/or taking over other businesses within India. Supervising marketing and sales functions of Havells India Limited.	<ul style="list-style-type: none"> • Havells India Ltd • QRG Enterprises Ltd • Standard Electricals Ltd • TTL Ltd • QRG Central Hospital & Research Centre Limited • Havell's Financial Services Ltd • Havell's Switchgears Pvt Ltd • Sylvania Lighting International B.V. • Flowil International (Holding) B.V. • Havell's Netherlands B.V. • Havell's Netherlands Holding B.V. • Havell's Malta Limited • Havell's Holdings Limited 	<p><i>Havells India Ltd.</i></p> <ul style="list-style-type: none"> - Shareholders & Investors Grievances Committee (Member) <p><i>Havell's Financial Services Ltd</i></p> <ul style="list-style-type: none"> - Shareholders & Investors Grievances Committee (Chairman) -Audit Committee (Member)

HAVELLS INDIA LIMITED

(Regd.Office : 1/7, Ram Kishore Road, Civil Lines, Delhi 110 054)

Dear Member,

Sub: Electronic Clearing Service (ECS) / Bank particulars for payment of dividend

We wish to inform you that from last few years, we have extended ECS facility to our members by which they can receive their dividend directly in their bank account through electronic clearing.

The benefit of ECS is that it provides protection against fraudulent interception and encashment of dividend warrants or damage of dividend warrants in transit or problem of revalidation/issuance of duplicate dividend warrants and **there is no extra cost.**

We wish to further inform you that SEBI has also mandated the Companies, the use of ECS facility for distributing the dividend and other cash benefits to the investors and only in the absence of availability of ECS facility, the company may use warrants for disbursing dividend and other cash benefits. Further the Bank particulars have to be printed on the warrants to obviate any fraudulent encashment and interception in postal transit.

You are, therefore, requested to follow the procedure given below:

i. Physical Shares

In order to avail the ECS facility, we request you to provide us the requisite details on the form given overleaf and submit the same to the Company at its Corporate Office at Havells India Limited, QRG Towers, 2D, Expressway, Sector – 126, NOIDA (UP) – 201 304, before the dividend for the current financial year is paid to you. The information should be accurate and complete in all respects and in order to prevent any incorrect particulars being entered, we request you to enclose photocopy of a cheque for verifying the accuracy of MICR Code No. and other particulars.

ii. Demat Shares

Please note that as per the Stock Exchange directions, the Company will have to take note of the ECS or Bank Account details furnished only by the Depositories, whenever such information is available. **You are therefore requested to provide such information only to your Depository participant (DP), in case the shares are held in demat form.**

We recommend and request you to avail of the ECS facility and in the alternative provide complete bank particulars for printing on the dividend warrant.

Assuring of our best services.

Thanking you.

Yours faithfully,

For **Havells India Limited**

Sanjay Johri

Company Secretary

To,
 The Share Department
 HAVELLS INDIA LIMITED
 QRG Towers, 2D
 Expressway, Sector – 126
 NOIDA (UP) – 201 304

Date:

Dear Sir,

Sub: Payment of dividend (Electronic Clearing Service / Bank Particulars)

I wish to participate in the Electronic Clearing Services and give below the details of my bank account, to which you may electronically credit the payment due to me against the reference folio number mentioned below:

1. Name of the First holder (in Block Letters)	:	_____
2. Regd. Folio No.	:	_____
3. Name of the Bank	:	_____
4. Branch Name & address	:	_____
5. Account Number (as appearing on your cheque book)	:	_____
6. Ledger Folio Number (as appearing on your cheque book)	:	_____
7. Account Type : (Saving bank a/c. current A/c or Cash Credit A/c.	:	_____
8. 9 Digit code number of the bank & branch appearing on the MICR cheque issued by the Bank. (Please attach photocopy for the accuracy of the MICR code number)	:	_____

*I do not wish to opt for ECS facility and therefore request the following Bank Details to be incorporated on the dividend warrant.

Bank Name	:	_____
Branch Name & Address	:	_____
A/c Tye (SB/Current/Cash Credit)	:	_____
A/c Number (as mentioned in cheque book)	:	_____

(*Strike out which is not applicable)

I hereby declare that the particulars given above are correct and complete. I undertake to inform of any subsequent changes in the above particulars. If the ECS payment transaction is delayed or not effected for any reasons I would not hold the Company responsible.

.....
 Signature of the first named shareholder

Name.....
 Address.....
 Tel. No.....

NOTE : In case of shares held in demat form, the above particulars for ECS facility/bank particulars have to be provided to your Depository Participant (DP), quoting your client ID no. to them.

Regd. Folio No.

No. of Shares held

DP. ID. No.

Client ID.No.



Havells India Limited

Regd. Office : 1/7, Ram Kishore Road, Civil Lines, Delhi – 110 054
Corp Office: QRG Towers, 2D, Sector 126, Expressway, Noida (UP) 201 304

FORM OF PROXY

I / We of in the district of being member / members of the above-named Company, hereby appoint Mr. / Ms. of in the district of or failing him / her Mr./ Ms. of in the district of as my / our proxy to vote for me / us on my / our behalf at the 26th Annual General Meeting of the Company to be held on 25th August, 2009 or any adjournment thereof.

Signed this day of 2009

Afix
Rs. 1/-
Revenue
stamp

NOTES :

(Signature of the Member)

1. Proxy need not be a member.
2. Proxy form duly signed across revenue stamp should reach Company's Registered Office atleast 48 hours before the time of the Meeting.
3. The Company reserves the right to ask for identification of the proxy.
4. Proxy cannot speak at the meeting or vote on a show of hands.

Date : August 25, 2009
Time : 11:30 a.m.
Venue : FICCI Auditorium
: Federation House, Tansen Marg,
New Delhi – 110 001



Havells India Limited

Regd. Office : 1/7, Ram Kishore Road, Civil Lines, Delhi – 110 054
Corp Office: QRG Towers, 2D, Sector 126, Expressway, Noida (UP) 201 304

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

Regd. Folio No.....

No. of Shares held

DP. ID. No.

Client ID.No.

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 26th Annual General Meeting of the Company at FICCI Auditorium, Federation House, Tansen Marg, New Delhi – 110 001 at 11:30 a.m. on 25th August, 2009.

.....
Member's / Proxy's name in Block Letter

.....
Signature of Member / Proxy

Note : Please fill up this attendance slip and hand over at the entrance of the meeting hall.