



HAVELLS

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of **HAVELLS INDIA LIMITED** will be held at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 on 1st August, 2011, Monday at 10:00 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, 2011, 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, 2011.
3. To appoint a Director in place of Shri Avinash Parkash Gandhi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Niten Malhan 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), as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 224 of the Companies Act, 1956, M/s V. R. Bansal & Associates, Chartered Accountants (Registration No. 016534N), be and are hereby re-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 consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. S. R. Batliboi & Co., Chartered Accountants (Registration No. 301003E), be and are hereby appointed as the Joint Auditors of the Company together with M/s V. R. Bansal & Associates, Chartered Accountants, the retiring Auditors of the Company from the conclusion of the ensuing Annual General Meeting 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.

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

Sanjay Gupta
Company Secretary

Noida, 27th May, 2011

NOTES

1. **A 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. The Company has received a Notice under section 224(1B) of the Companies Act, 1956 from M/s. V. R. Bansal & Associates, Chartered Accountants (Registration No. 016534N) mentioning therein that their appointment if made, will be within the prescribed limits as per section 224(1B) of the Companies Act, 1956. The auditors also informed that they had subjected themselves to the Peer Review Process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of ICAI.
The Company has also received a Special Notice under section 190 of the Companies Act, 1956, from Shri Harish Golani, one of the members of the Company, proposing the appointment of M/s. S. R. Batliboi & Co., Chartered Accountants (Registration No. 301003E) as Joint Auditors of the Company for the financial year 2011-12. A consent letter, confirming the eligibility and willingness for such appointment, as received from M/s. S. R. Batliboi & Co. has also been received by the Company.
3. The Register of Members and Share Transfer Register will remain closed from 26th July, 2011, Tuesday to 29th July, 2011, Friday (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 25th July, 2011 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 25th July, 2011.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the meeting.
6. i) Members holding shares in physical form are requested to immediately intimate any change in their 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, Bank A/c details and/ or email address immediately to their respective Depository Participants.
- iii) The Government has taken a 'Green Initiative in Corporate Governance' by allowing the Companies to service the documents to its Members through electronic mode. Members are requested to update their email Id's with the Company in the enclosed form for receiving the notices and other documents at their email address.
- iv) 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 details on the Dividend Warrant to prevent fraudulent encashment of the same.
7. During the year, amount of Un-claimed Dividend for the financial year 2002-03 and Interim Dividend for the Financial year 2003-04 has been deposited in the Investors Education and Protection Fund. Further, amount of Unclaimed Final Dividend for financial year 2003-04 is due for deposit to the Investors Education and Protection Fund on 25th August, 2011.
8. In case the Dividend has remained unclaimed for the financial years 2003-2004 to 2009-2010 the Shareholders may approach the Company with their dividend warrants for revalidation / with the letter of undertaking for issue of revalidated / duplicate dividend warrants 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 for inspection at the Head Office of the

Company and of the subsidiaries concerned and copies will be made available to Shareholders of Havells India Limited and its subsidiary companies upon request.

10. Pursuant to the requirements of the Listing Agreement of Stock Exchanges on Corporate Governance, the information about the Directors proposed to be re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
11. Corporate Members intending to send their Authorized Representatives to attend the meeting are requested to send a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.
12. Pursuant to Section 109A of the Companies Act, 1956, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B, which is available on the website of the Company.

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

Sanjay Gupta

Company Secretary

Noida, 27th May, 2011

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

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

ITEM NO. 6

The Company has received a Special Notice under section 190 of the Companies Act, 1956, from Shri Harish Golani, one of the members of the Company, proposing the appointment of M/s. S. R. Batliboi & Co., Chartered Accountants (Registration No. 301003E) as Joint Auditors of the Company for the financial year 2011-12. A consent letter, confirming the eligibility and willingness for such appointment, as received from M/s. S. R. Batliboi & Co., Chartered Accountants (Registration No. 301003E), has also been received by the Company.

The Board of Directors accordingly recommends the Resolution set out in Item no. 6 of this Notice for approval of the Members.

None of the Directors is, in any way, concerned or interested in this Resolution except to the extent of their shareholding in the Company.

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

Sanjay Gupta

Company Secretary

Noida, 27th May, 2011

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, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Date of Birth (No. of Equity Shares held)	Qualification (Relationship with other Directors)	Nature of Expertise	Name of Companies in which he holds Directorship	Name of Committees of the Companies of which he holds Directorship/ Chairmanship
Shri Avinash Parkash Gandhi	1 st October, 1938 (Nil)	B.E. (Mechanical) (Not related with any Director of the Company)	Mr. Gandhi has vast and extensive knowledge in the field of automobile manufacturing, sales and finance. He has rich years of experience in engineering and has held top leadership positions in prestigious organizations for nearly two decades in over forty four years of working in professional sector.	<ul style="list-style-type: none"> - Havells India Limited - Fag Bearings India Ltd. - Lumax Industries Ltd. - Uniproducts (India) Limited - Fairfield Atlas India Limited - Continental Engines Limited - PanAlfa Auto Elektrik Limited - Minda Corporation Ltd. - Minda Valeo Security Systems (P) Limited - MLR Motors Limited - Minda Farukawa Elektrik Private Limited - Clutch Auto Limited - Indo Alusys Limited 	<ul style="list-style-type: none"> Havells India Limited - <i>Audit Committee (Member)</i> - <i>Remuneration Committee (Chairman)</i> FAG Bearings Auto Limited - <i>Audit Committee (Chairman)</i> Lumax Industries Limited - <i>Audit Committee (Chairman)</i> - <i>Remuneration Committee (Member)</i> Uniproducts (India) Limited - <i>Remuneration Committee (Member)</i> Fairfield Atlas India Limited - <i>Audit Committee (Chairman)</i> - <i>Remuneration Committee (Member)</i> Continental Engines Limited - <i>Audit Committee (Member)</i>
Shri Niten Malhan	2 nd August, 1971 (Nil)	BS - Computer Science & Engineering IIT (Delhi), IIM (Ahmedabad) (Not related with any Director of the Company)	Mr. Malhan has an undergraduate degree in computer science from IIT - Delhi and an MBA from IIM - Ahmedabad. His business experience spans a range of strategy, organizational, business building and M&A issues across a variety of industries. Presently, Mr. Malhan is acting as a Managing Director with Warburg Pincus India Private Limited and focuses on the firm's investment activities in India. Prior to joining Warburg Pincus Mr. Malhan was Director - Business Development at Stratum8 Corporation and previously acted as Engagement Manager with McKinsey & Company across India, South East Asia and Boston. Mr. Malhan is also an executive committee member of the Indian Private Equity and Venture Capital Association (IVCA).	<ul style="list-style-type: none"> - Havells India Limited - Warburg Pincus India Private Limited - ACB (India) Limited - ATC Tires Private Limited - DB Corp Limited - Lemon Tree Hotels Private Limited - Metropolis Healthcare Limited - Punj Lloyd Limited - Spank Hotels Private Limited - Diligent Power Private Limited - D. B. Power (Madhya Pradesh) Limited - D. B. Power Limited 	<ul style="list-style-type: none"> Havells India Limited - <i>Audit Committee (Member)</i> Punj Lloyd Limited - <i>Audit Committee (Member)</i> - <i>Remuneration Committee (Member)</i> DB Corp Limited - <i>Audit Committee (Member)</i> - <i>Shareholders/ Investors' Grievances Committee (Member)</i> - <i>Executive Committee (Member)</i> - <i>IPO Committee (Member)</i> - <i>Remuneration Committee (Member)</i> - <i>Compensation Committee (Member)</i> Lemon Tree Hotels Private Ltd. - <i>Committee for Allotment of Equity shares against ESOP's (Member)</i> - <i>Share Transfer Committee (Member)</i> - <i>Committee for Allotment of Equity Shares (Member)</i> Spank Hotels Private Limited - <i>Committee for Equity Share Allotment (Member)</i> - <i>Share Transfer Committee (Member)</i> Metropolis Healthcare Limited - <i>Remuneration Committee (Member)</i> - <i>Audit Committee (Member)</i> - <i>Investment Committee (Member)</i> - <i>Executive Committee (Member)</i> - <i>Purchase Committee (Member)</i>



HAVELLS INDIA LIMITED

Regd. Office: 1/7, Ram Kishore, Road, Civil Lines, Delhi-110054

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 benefits of ECS are 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 in 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**

Sd/-

Company Secretary

To,

Date:

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

Dear Shareholder(s)

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. E-mail ID	:	
3. Telephone/ Mobile No.	:	
4. Regd. Folio No.	:	
5. Name of the Bank	:	
6. Branch Name & Address	:	
7. Account Number (as appearing on your Cheque Book)	:	
8. Ledger Folio Number (as appearing on your Cheque Book)	:	
9. Account Type: (Saving Bank A/c, Current A/c or Cash Credit A/c.)	:	
10. 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 Type (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.



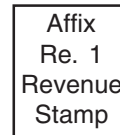
Havells India Limited

Regd. Office: 1/7, Ram Kishore Road, Civil Lines, Delhi-110054
Corp Office: QRG Towers, 2D, Expressway, Sector 126, Noida (UP) 201 304

FORM OF PROXY

I/We.....of.....
in the district ofbeing a member/members of the above named Company, hereby
appoint Mr./Ms.....of.....in the district
of..... or failing him Mr./Ms.....of.....in the
district ofas my / our proxy to vote for me / us on my / our behalf at the 28th Annual General
Meeting of the Company to be held on the 1st August, 2011 or any adjournment thereof.

Signed this.....day of2011.



(Signature of the Member)

Notes:

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 : 1st August, 2011
Time : 10:00 a.m.
Venue : Sri Sathya Sai International
Centre, Pragati Vihar, Lodhi
Road, New Delhi - 110003



Havells India Limited

Regd. Office: 1/7, Ram Kishore Road, Civil Lines, Delhi-110054
Corp Office: QRG Towers, 2D, Expressway, Sector 126, Noida (UP) 201 304

ATTENDANCE SLIP FOR ATTENDING 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(s) of the Company.

I hereby record my presence at the 28th Annual General Meeting of the Company at Sri Sathya Sai International
Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 at 10:00 a.m. on 1st August, 2011.

Member's/Proxy's name in Block Letters

Signature of Member/Proxy

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

FORM FOR UPDATION OF EMAIL ADDRESS

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

Date: _____

Dear Sir,

Sub : Updation of email address

Please register my email address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name	
Email Id	
Folio No./ DP Id	
Client Id	

Signature of the First named Shareholder

Name:

Address: