



NOTICE

NOTICE is hereby given that the Twenty Seventh 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 Wednesday, 29th September, 2010 at 04:00 P.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, 2010, 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, 2010.
3. To appoint a Director in place of Shri Surjit Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri S B Mathur, 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, 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 Board of Directors 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 S. K. TUTEJA AS DIRECTOR OF THE COMPANY

“RESOLVED THAT in conformity with the provisions of Section 260 of the Companies Act, 1956, Shri S. K. Tuteja 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 S. K. Tuteja 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 an **ORDINARY RESOLUTION**

TO APPOINT DR. ADARSH KISHORE AS DIRECTOR OF THE COMPANY

“RESOLVED THAT in conformity with the provisions of Section 260 of the Companies Act, 1956, Dr. Adarsh Kishore 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 Dr. Adarsh Kishore 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.”

8. To pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION**

TO INCREASE THE REMUNERATION OF SHRI QIMAT RAI GUPTA, CHAIRMAN & MANAGING DIRECTOR (CMD) OF THE COMPANY

“RESOLVED THAT in modification of the earlier Resolution passed by the shareholders at the Annual General Meeting of the Company held on 25th August, 2009 and 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 varying the terms and conditions of remuneration being paid to Shri Qimat Rai Gupta, Chairman and Managing Director of the Company (and also including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the 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. 10,00,000/- per month w.e.f 1st April, 2010 upto maximum of Rs. 15,00,000 per month
Commission 0.75% of the Profit Before Tax
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/ Term Life 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 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."

9. To pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION**

TO INCREASE THE REMUNERATION OF SHRI ANIL GUPTA, JOINT MANAGING DIRECTOR (JMD) OF THE COMPANY

"RESOLVED THAT in modification of the earlier Resolution passed by the shareholders at the Annual General Meeting of the Company held on 25th August, 2009 and 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 varying the terms and conditions of remuneration being paid to **Shri Anil Gupta**, Joint Managing Director of the Company (and also including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the 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. 7,50,000/- per month w.e.f 1st April, 2010 upto maximum of Rs. 12,00,000 per month
Commission 0.50% of the Profit Before Tax
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/ Term Life 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. 12,00,000/- 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."

10. To pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION**

TO RE-APPOINT SHRI RAJESH GUPTA AS WHOLE TIME DIRECTOR (FINANCE) AND FIX UP HIS REMUNERATION

"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 Rajesh Gupta** as Whole Time Director (Finance) of the Company for the period of five years from 1st April, 2010 to 31st March, 2015 on the terms and conditions including remuneration (and also including 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, 2010 to 31st March, 2015
2. Remuneration
Salary Rs. 6,50,000/- per month subject to a maximum of Rs. 12,00,000 per month
Commission 0.50% of the Profit Before Tax
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/ Term Life 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 and a half 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 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 Rajesh Gupta** as approved subject to a maximum monthly salary of Rs. 12,00,000/- 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."

11. To pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION:**

TO INCREASE THE AUTHORISED SHARE CAPITAL

"RESOLVED THAT pursuant to the provisions of Sections 16, 94(1)(a) and other applicable provisions, if any of the Companies Act, 1956, the authorised share capital of the Company be and is hereby increased from Rs.40,00,00,000/- (Rupees Forty Crores only) divided into 8,00,00,000 Equity Shares of Rs.5/- each to Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 20,00,00,000 Equity Shares of Rs.5/- each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby deleted and in its place the following Clause V be substituted:

- V. The Authorised share capital of the Company is Rs.100,00,00,000/- (Rupees One Hundred Crores only) divided into 20,00,00,000 (Twenty Crores only) Equity Shares of Rs.5/- (Rupees Five only) each."

12. To pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION:**

TO ISSUE BONUS SHARES IN THE RATIO OF 1:1

“RESOLVED THAT pursuant to the recommendation of the Board of Directors, provisions of Section 81 and other applicable provisions, if any, of the Companies Act, 1956, Article 65 of the Articles of Association of the Company and subject to the terms and conditions as enumerated in the Listing Agreement executed with the Stock Exchanges and subject to the approvals, consents, permissions and/ or sanctions, if any as may be required, from the Government of India (“GOI”), Reserve Bank of India (“RBI”), Securities and Exchange Board of India (“SEBI”), the Stock Exchanges and any other appropriate authorities, institutions or bodies and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee of the Board exercising the powers conferred by the Board) be and is hereby authorized on behalf of the Company to capitalize a sum not exceeding Rs. 31,19,37,030/- (Rupees Thirty One Crores Nineteen Lacs Thirty Seven Thousand and Thirty only) out of the Company’s Securities Premium Account/ General Reserves and that the said sum so capitalised be applied in paying up in full at par for issue of maximum 6,23,87,406 new Equity Shares of Rs.5/- each in proportion of One Bonus Share for every existing One Equity Share (hereinafter referred to as the “said Bonus Shares”) in the share capital of the Company and the said Bonus Shares be appropriated as capital and not as income and allotted and distributed as fully paid up Bonus Shares to and amongst the persons registered in the Register of Members as the holders of the existing Equity Shares of the Company on such date as may be decided by the Board of Directors or any committee thereof or any director of the Company, provided that the issue and allotment of the said Bonus Shares are subject to the following terms and conditions:

- (i) That the said Bonus Shares shall be allotted subject to the Memorandum & Articles of Association of the Company;
- (ii) That the said Bonus Shares shall in all respects rank pari passu in all respects and carry the same rights as the then existing Equity Shares of the Company, notwithstanding the date or dates of allotment thereof, including entitlement to payment of Dividend, if declared, for the financial year in which the same are allotted.
- (iii) That no allotment letter shall be issued to the allottees of the said Bonus Shares while the Share Certificates in respect of the New Equity Shares to the shareholders who hold their existing shares in physical form shall be issued and despatched to the respective allottees thereof and the said Bonus Shares will be credited to the demat accounts of the respective allottees who hold the existing shares in electronic form, within the prescribed stipulated time from the date of allotment thereof;
- (iv) That the issue and allotment of the Bonus Shares to the extent that they relate to non resident shall be subject to approval of the Reserve Bank of India, under the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).
- (v) That for the purpose of giving effect to the Resolution the Board of Directors / any Committee thereof be and are hereby authorised to do all such acts, deeds, matters and things, as they may in their absolute discretion, deem necessary, expedient, usual or proper and to give authority to such Directors as may be necessary to settle any question or difficulty whatsoever (including a question or difficulty in connection with any deceased or insolvent Member or a Member suffering from any disability) that may arise in regard to issue and distribution of the New Equity Shares as they may think fit.,

“RESOLVED FURTHER THAT the Board of Directors/ any committee thereof be and are hereby authorised to do all such acts, deeds, matters and things in their absolute discretion as may consider necessary, expedient to give effect to the issue and allotment of Bonus Shares.”

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

Noida, August 27, 2010

Sanjay Gupta
Company Secretary

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.
3. The Register of Members and Share Transfer Register will remain closed from Wednesday, 8th September, 2010 to Friday, 10th September, 2010 (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 7th September, 2010 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 7th September, 2010.
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.
 - 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 year 2001-2002 has been deposited in the Investors Education and Protection Fund. Further, amount of unclaimed dividend for 2002-03 is in the process of deposit to the Investors Education and Protection Fund.
8. In case the Dividend still remains unclaimed from the financial years 2003-2004 to 2008-09 and the interim dividend declared during the financial year 2009-10, 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 S K Tuteja as an Additional Director of the Company at its Meeting held on May 11, 2010.

Shri Tuteja comes equipped with a strong academic background – IAS, FCS, M Com from DU with 1st position. He began an illustrious career as a lecturer of commerce in the esteemed Shri Ram College of Commerce (SRCC) and moved on to serve the Government of India (GOI) in various capacities viz. Development Commissioner-Small Scale Industries, Chairman-Central Warehousing Corporation, Managing Director-Punjab State Industries Development Corporation Ltd and Chairman, Punjab State Electricity Board, to name a few.

Besides, he has acted as a consultant to various international programmes carried out in the field of new technologies and innovations. He has also participated as a Member of the Indian Delegation in the Fourth Ministerial Conference of WTO held in Doha, Qatar. He was also the Chairman of the Committee on Revitalization of Sugar Industry and later a member of the group of experts constituted by GOI on Sugar Sector in 2007. He has also chaired the Pay Commission of the Government of Punjab (2006-09). Presently, he holds directorships in various premier corporates.

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 S K Tuteja 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 S K Tuteja 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 S K Tuteja, who is seeking the appointment, none of the Directors is concerned or interested in the Resolution.

ITEM NO. 7

The Board of Directors has co-opted Dr Adarsh Kishore as an Additional Director of the Company at its Meeting held on July 28, 2010.

Dr. Kishore, a 1969-batch IAS officer of the Rajasthan cadre, is former Finance Secretary, Government of India and former Executive Director, International Monetary Fund representing Bangladesh, Bhutan, India and Sri Lanka.

He currently chairs the Board of Axis Bank Limited and is also the Chairman of its Risk Management Committee, Chairman of Shareholders/ Investors Grievance Committee and Member of Special Committee of the Board of Directors for Monitoring of Large Value Frauds.

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, Dr Adarsh Kishore 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 Dr Adarsh Kishore for the office of Director and signifying his intention to move the Resolution as set out in Item No. 7 of this notice.

The Directors recommend the Resolution for approval of the shareholders.

Except Dr Adarsh Kishore, who is seeking the appointment, none of the Directors is concerned or interested in the Resolution.

ITEM NO. 8

Pursuant to provisions of Sections 198, 269, 316, 309 & 310 read with Schedule XIII to the Companies Act, 1956, the Company had at its Annual General Meeting held on 25th August, 2009 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 01.04.2009.

Shri Qimat Rai Gupta is the founder 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 Remuneration Committee, at its Meeting held on 11th May, 2010 varied the terms governing payment of remuneration to Shri Qimat Rai Gupta as the Chairman & Managing Director for the period 1st April, 2009 to 31st March, 2014 as follows:

- Effective 1st April, 2010, the monthly salary being paid to Shri Qimat Rai Gupta, Chairman and Managing Director, increased from Rs. 8,00,000 to Rs. 10,00,000 per month. This is as per the existing terms of appointment currently in force, whereby the Chairman can be paid a maximum salary of Rs. 15,00,000 per month.
- Effective 1st April, 2010, his salary structure to include a variable component i.e. commission @ 0.75% of the Profit Before Tax (PBT).

Approval from shareholders is sought with respect to revision in the terms and conditions of appointment of Shri Qimat Rai Gupta, Chairman and Managing Director of the Company, from the one approved by the Shareholders at the Annual General Meeting of the Company held on 25th August 2009.

Except Shri Qimat Rai 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. 9

Pursuant to the provisions of Sections 198, 269, 316, 309 & 310 read with Schedule XIII of the Companies Act, 1956, the Company had at its Annual General Meeting held on 25th August, 2009 approved the re-appointment and payment of remuneration to 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.

The Remuneration Committee, at its Meeting held on 11th May, 2010 varied the terms governing payment of remuneration to Shri Anil Gupta as the Joint Managing Director for the period 1st April, 2009 to 31st March, 2014 as follows:

- Effective 1st April, 2010, the monthly salary being paid to Shri Anil Gupta, Joint Managing Director, increased from Rs. 5,00,000 to Rs. 7,50,000 per month, subject to a maximum of Rs 12,00,000 per month.
- Effective 1st April, 2010, his salary structure to include a variable component i.e. commission @ 0.50% of the Profit Before Tax (PBT).

Approval from shareholders is sought with respect to revision in the terms and conditions of appointment of Shri Anil Gupta, Joint Managing Director of the Company, from the one approved by the Shareholders at the Annual General Meeting of the Company held on 25th August 2009.

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.

ITEM NO. 10

Pursuant to the provisions of Sections 198, 269, 309 & 310 read with Schedule XIII of the Companies Act, 1956, the Company had at its Annual General Meeting held on 18th May 2006 approved the re-appointment and payment of remuneration to Shri Rajesh Gupta as the Whole Time Director of the Company for a period of five years effective from 1st April, 2006.

Shri Rajesh Gupta, a Chartered Accountant by profession is associated with the Company for more than 30 years. His deep personal involvement in the affairs of the Company has yielded rich dividend. The Board appreciates for his valuable and sincere contribution in the progress of the company. The Remuneration Committee of Board of Directors of the Company at its Meeting held on 11th May, 2010 re-appointed Shri Rajesh Gupta for a period of 5 years commencing from 1st April 2010 to 31st March, 2015.

It is now, therefore, proposed before the Company to re-appoint Shri Rajesh Gupta as the Whole-time Director (Finance) for the period from 1st April, 2010 to 31st March, 2015 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 Rajesh 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. 11

The Board of Directors at its Meeting held on 27th August, 2010, recommended the issue of Bonus Shares in the ratio of 1:1 which will result in the necessity to increase the Authorised Share Capital of the Company. Accordingly, increase in Authorised Share Capital of the Company by Rs.60,00,00,000/- (Rupees Sixty Crores only) by creation of additional 12,00,00,000 Equity Shares of Rs.5/- each is recommended. The Present Authorised Share Capital of the Company is Rs.40,00,00,000/- (Rupees Forty Crores only) divided into 8,00,00,000 Equity Shares of Rs.5/- each.

As per the provisions of Section 94(1) (a) of the Companies Act., 1956, the power to increase the Authorised Share Capital has to be exercised by the Company in General Meeting by means of a Special Resolution. Accordingly, the Resolution at Item No. 11 of the Notice seeks approval of the Members for increasing the Authorised Share Capital and for making consequential changes in the Memorandum & Articles of Association of the Company.

None of the Directors is concerned or interested in the proposed amendment to the Memorandum & Articles of Association of the Company.

Your Directors recommend the Resolution for approval of members.

ITEM NO. 12

In terms of provisions of Chapter IX of the Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable provisions of the Companies Act, 1956 and other applicable regulations for capitalization of reserves and in order to bring the share capital to a level commensurate with the total capital employed in the Company, your Directors have proposed that sums not exceeding Rs. 31,19,37,030/- be drawn from the Securities Premium Account/General Reserves of the Company and be capitalized and transferred to Share Capital Account towards issue and allotment of 6,23,87,406 equity shares of Rs.5/- each as Bonus Shares, credited as fully paid up, to the members holding equity shares as on Record Date to be specified in this behalf.

The Bonus Shares will be issued in proportion of One new Equity Share for every one Equity Share held on the Record Date. The said Bonus Shares shall rank pari passu with the then existing equity shares.

In terms of the above Resolution, subject to any unforeseen circumstances and/ or any regulatory measures of law, your Directors, places on record their intention to continue payment of dividend on the increased capital after the issue and allotment of bonus shares and that the allotment of bonus shares is not in lieu of the dividend to be declared by the Company for the financial year in which such Bonus Shares are issued and allotted.

The issue and allotment of the Bonus Shares to the extent that they relate to non resident shall be subject to approval of the Reserve Bank of India, under the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Board recommends the Resolution for approval of the shareholders.

The Directors of the Company may be deemed to be concerned or interested in the Resolution to the extent of Bonus Shares that may be allotted in respect of the existing shares held by them or by their relatives and by companies, body corporate or trust of which the directors of the Company are directors, members and beneficiaries.

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

Noida, August 27, 2010
Registered Office:
1/7, Ram Kishore Road,
Civil Lines, Delhi – 110 054

Sanjay Gupta
Company Secretary

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 Equity shares held)	Qualification (Relationship with other Directors)	Nature of expertise	Name of the Companies in which he holds Directorship	Name of Committee of the Companies of which he holds Membership/ Chairmanship
Shri Surjit Gupta	13 th January, 1942 (3265080)	F.Sc from Punjab University Diploma in Mechanical Engineering from State Board of Technical Education, Punjab (Related with Shri Qimat Rai Gupta)	He works as technical head of Havells. Under his guidance Havells became a leading group in the Electrical Industry with an excellent reputation for quality engineering products. He was instrumental in the initial exposures of Havells to international manufacturers and technology. Havells under his Leadership has entered into alliances with several foreign manufacturers.	<ul style="list-style-type: none"> • Havells India Ltd • QRG Enterprises Ltd • Standard Electricals Ltd • Havell's Financial Services Ltd • QRG Central Hospital & Research Centre Ltd • Seven Wonders Holidays Ltd • QRG Medicare Ltd 	Havells India Ltd - Audit Committee (Member) - Shareholders & Investor Grievance Committee (Member) - Remuneration Committee (Member) - Finance Committee (Member)
Shri S.B. Mathur	11 th October, 1944 (Nil)	Chartered Accountant (Not related with any Director of the Company)	A qualified Chartered Accountant, retired from Life Insurance Corporation of India (LIC) in October 2004 as its Chairman. He held various positions such as Senior Divisional Manager of Gwalior Division, Chief of Corporate Planning, General Manager of LIC (International) E.C., Zonal Manager in charge of Western Zone and Executive Director. He has a successful track record of introducing new products in the Insurance Sector in a competitive environment. He is a member Advisory Board of - Specified Undertaking of the Unit Trust of India (SUUTI) - National Investment Fund	<ul style="list-style-type: none"> • Havells India Ltd. • DCM Sriram Industries Ltd • HDIL Ltd • HOEC Ltd • IL&FS Ltd • ITC Ltd • National Collateral Management Services Co. Ltd • National Stock Exchange of India Ltd • ORBIS Financial Corporation Ltd • Ultra Tech Cement Ltd • Axis Bank Ltd • Munich Re India Services Pvt Ltd • E M D Locomotive Technologies Pvt Ltd • J.M. Financial Asset Reconstruction Co Pvt Ltd • General Insurance Corporation • Samruddhi Cement Ltd • Cholamandalam MS General Insurance Co. Ltd 	Havells India Ltd. - Audit Committee (Chairman) DCM Sriram Industries Ltd - Audit Committee (Member) HOEC Ltd - Audit Committee (Member) ITC Ltd - Audit Committee (Chairman) Orbis Financial Corporation Limited - Audit Committee (Member)

Shri S.K. Tuteja	15 th June, 1945 (Nil)	IAS, FCS M. Com (DU) (Not related with any Director of the Company)	He retired as Secretary to the Government of India in the Department of Food & Public Distribution after 37 years of Civil Service. He has served on different posts in Government of India, Government of Punjab and in Public Sector. He was awarded the "Dayanand Munjal Award" for "Manager of the Year". He has acted as a consultant to various international programmes carried out in the field of new technologies and innovations He participated as a Member of the India Delegation in the 4 th Ministerial Conference of WTO held in Doha, Qatar and was a member of the Executive Committee of the International Sugar Organization, London and the International Grain Council, London.	<ul style="list-style-type: none"> • Havells India Ltd. • Abhishek Industries Ltd • Swaraj Mazda Ltd • Shree Renuka Infraprojects Ltd • Adani Logistics Ltd • National Bulk Handling Corporation Ltd • A2Z Maintenance & Engineering Services Ltd • Shree Renuka Sugars Ltd • Mundra Port and Special Economic Zone Ltd • Small Industries Development Bank of India Ltd. • Precision Pipes and Profiles Co Ltd • Indian Energy Exchange Ltd • Adani Power Ltd • SVIL Mines Ltd • Axis Private Equity Ltd • Tiger Cold Chain (P) Ltd • Pegasus Assets Reconstruction (P) Ltd • Capstone Capital Services (P) Ltd • Topworth Energy (P) Ltd 	<p>Abhishek Industries Ltd</p> <ul style="list-style-type: none"> - Audit Committee (Chairman) - Share Transfer & Investor's Relationship Committee (Chairman) <p>Swaraj Mazda Ltd</p> <ul style="list-style-type: none"> - Audit Committee (Chairman) - Share Transfer & Investor's Relationship Committee (Member) <p>Shree Renuka Sugars Ltd</p> <ul style="list-style-type: none"> - Share Transfer & Investor's Relationship Committee (Member) <p>Mundra Port & Special Economic Zone Ltd</p> <ul style="list-style-type: none"> - Audit Committee (Member) - Share Transfer & Investor's Relationship Committee (Member) <p>Adani Power Ltd</p> <ul style="list-style-type: none"> - Audit Committee (Chairman) <p>Precision Pipes & Profiles Co Ltd</p> <ul style="list-style-type: none"> - Share Transfer & Investor's Relationship Committee (Member) <p>Axis Private Equity Ltd</p> <ul style="list-style-type: none"> - Audit Committee (Chairman)
Dr Adarsh Kishore	4 th December, 1946 (Nil)	IAS, Phd in Political Economy (Not related with any Director of the Company)	Former Finance Secretary, GOI and Former Executive Director, International Monetary Fund representing Bangladesh, Bhutan, India and Sri Lanka	<ul style="list-style-type: none"> • Axis Bank Limited • Aegon Religare Life Insurance Co. Ltd. 	<p>Axis Bank Limited</p> <ul style="list-style-type: none"> - Shareholders / Investors Committee (Chairman) - Risk Management Committee (Chairman) - Special Committee on Monitoring of Large Value Frauds (Member) <p>Aegon Religare Life Insurance Co. Ltd</p> <ul style="list-style-type: none"> - Audit Committee (Member) - Nomination and Remuneration Committee (Member) - Ethics and Compliance Committee (Chairman) - Policyholders Protection Committee (Chairman)
Shri Qimat Rai Gupta	24th January, 1937 (4767944)	Bachelor of Arts (Related with Shri Anil Gupta)	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 • QRG Central Hospital & Research Centre Limited • Havells Financial Services Ltd • Havells Exim Ltd • Seven Wonders Holidays Ltd • QRG Medicare Ltd • QRG Exim Ltd 	

Shri Anil Gupta	20th April, 1969 (1733974)	BA (Eco) MBA (Marketing and Finance) from Wake Forest University, North Carolina, USA (Related with Shri Qimat Rai Gupta)	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 • QRG Central Hospital & Research Centre Limited • Havells Financial Services Ltd • Havells Exim Ltd • Seven Wonders Holidays 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 (Isle of Man) • QRG Exim Ltd • QRG Medicare Ltd 	<p>Havells India Ltd.</p> <ul style="list-style-type: none"> - Shareholders & Investors Grievances Committee (Member) - Finance Committee (Member) <p>Havells Financial Services Ltd</p> <ul style="list-style-type: none"> - Audit Committee (Member) - Shareholders & Investors Grievances Committee (Chairman)
Shri Rajesh Gupta	17 th June, 1957 (119840)	Chartered Accountant (Not related with any Director of the Company)	Shri Rajesh Gupta is a Chartered Accountant having rich experience in finance and allied fields. He is serving the Company for more than 30 years.	<ul style="list-style-type: none"> • Havells India Ltd 	<p>Havells India Ltd</p> <ul style="list-style-type: none"> - Shareholders & Investors Grievances Committee (Member) - Finance 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 benefits 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

Sd/-
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 of 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 – 110 054
Corp Office: QRG Towers, 2D, Expressway, Sector 126, 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 falling him / her Mr./ Ms. of in the district of as my / our proxy to vote for me / us on my / our behalf at the 27th Annual General Meeting of the Company to be held on the 29th September, 2010 or any adjournment thereof.

Signed this day of 2010

Affix Re.1/-
Revenue
Stamp

(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 : September 29, 2010

Time : 04:00 p.m.

Venue : Sri Sathya Sai International Centre
Pragati Vihar, Lodhi Road
New Delhi – 110 003



Havells India Limited

Regd. Office : 1/7, Ram Kishore Road, Civil Lines, Delhi – 110 054
Corp Office: QRG Towers, 2D, Expressway, Sector 126, 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 27th Annual General Meeting of the Company at Sri Sathya Sai International Centre, Pragati Vihar, Lothi Road New Delhi – 110 003 at 04:00 p.m. on 29th September, 2010.

.....
.....

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.

prefetted