

15th July, 2015

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E)
Mumbai- 400 051

NSE Symbol : HAVELLS

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001

Scrip Code : 517354

Sub: Proceedings of 32nd Annual General Meeting and Declaration of Voting Results as per clause 35A of the Listing Agreement

Dear Sir,

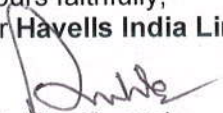
Pursuant to relevant provisions of the Listing Agreement, please find enclosed herewith the proceedings of the 32nd Annual General Meeting of the Company held on 13th July, 2015 at 10:00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003.

Also enclosed is the Consolidated Report of the Scrutinizer containing the Agenda wise Results/details in the prescribed format u/c 35A, of the Remote e-voting conducted during the period from 10th July, 2015 to 12th July, 2015 and the Voting conducted in the AGM by way of Physical Ballot process as well as electronically (E-voting) at the venue of the AGM. As per the Scrutinizer's Report, which has been countersigned by the Chairman of the Company, all Resolutions as set out in the Notice of 32nd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,
for **Havells India Limited**


(Sanjay Gupta)
Company Secretary

Encl.: A/a

CC **National Securities Depository Limited – For information and website updation**
Trade World, A Wing, 4th & 5th Floors
Kamla Mills Compound
Lower Parel
Mumbai- 400 013

(ISIN : INE176B01034)

HAVELLS INDIA LTD.

Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, India
Tel: +91-120-4771000, Fax: +91-120-4772000

E-mail: marketing@havells.com, www.havells.com

Registered Office: 1, Raj Narain Marg, Civil Lines, Delhi - 110 054 (India)

CIN:L31900DL1983PLC016304

PROCEEDINGS OF THE 32ND ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 13TH JULY, 2015 AT 10:00 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, LODHI ROAD, PRAGATI VIHAR, NEW DELHI – 110 003

Chairman, other Directors and Officers took the chair.

Company Secretary welcomed the Shareholders and requested the Chairman, Shri Anil Rai Gupta to chair the meeting.

Chairman welcomed all the Shareholders, Directors and others at the 32nd AGM and introduced the persons sitting at the Dais.

The Chairman explained that Shri Puneet Bhatia and Shri T V Mohandas Pai, who were appointed as Additional Directors during the year, and Dr Adarsh Kishore, Independent Director, were pre-occupied with other commitments and therefore could not attend the AGM.

The quorum being present Chairman declared the meeting open.

Thereafter the Notice of AGM and Directors Report were taken as read by the Shareholders of the Company.

Before the Chairman presented his speech, a moment of silence was observed as a mark of respect to Shri Qimat Rai Gupta, founder Chairman of the Company who passed away during the year in November, 2014.

Thereafter the Company Secretary read the Auditors' Report.

After the Auditor's Report was read by the Company Secretary, the Chairman informed the Members that the Company had provided Remote E-voting facility to all the Members entitled to cast their vote (i.e. persons who were Members on 6th July, 2015, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 10th July, 2015 to 12th July, 2015 as per the provisions of Companies Act, 2013 read with Rules framed thereunder. He informed that Ms Balika Sharma was appointed as the Scrutinizer for the purpose of carrying out the remote e-voting process in a fair and transparent manner.

Further, in terms of the Companies Act, 2013 and the Listing Agreement, Members attending the AGM who had not already cast their vote by Remote E-voting were also provided the option to exercise their right to vote at the venue of the AGM either by Physical Ballot or E-voting, on all the 14 Resolutions of Ordinary and Special businesses as set out in the Notice of AGM. Ms Balika Sharma, Practising Company Secretary was appointed as the Scrutinizer for independently carrying out the poll and the e-voting at the venue of the AGM.

The Members were informed that the Results would be declared after considering the Remote e-voting, Voting by Ballot and E-voting by Members present in the AGM. They were also informed that the Results would be submitted to the Stock Exchanges (NSE and BSE) on 15th July, 2015 and placed on the website of the Company.



HAVELLS INDIA LTD.

Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, India
Tel: +91-120-4771000, Fax: +91-120-4772000

E-mail: marketing@havells.com, www.havells.com

Registered Office: 1, Raj Narain Marg, Civil Lines, Delhi - 110 054 (India)

CIN:L31900DL1983PLC016304



GROUP



HAVELLS

The Chairman then explained the objective and implications of the Resolutions before putting them to vote at the Meeting.

Each of the 14 Resolutions was proposed and seconded by a Member (details being given in the outcome of AGM provided in the format set out u/c 35A).

During the course of Meeting, on two occasions, the Chairman being interested in respect of Item Nos. 3 and 11, which pertained to the appointment and remuneration of the Chairman and Managing Director, entrusted the conduct of the proceedings to Shri Ameet Kumar Gupta, Dis-Interested Director, and resumed the Chair after those respective items of business were transacted.

Before ordering the Poll, the Chairman invited the Shareholders for their queries and observations.

Thereafter the Chairman ordered the Poll requesting all the Members present to cast their votes using the ballot papers handed over to them in this regard or electronically.

The Chairman thanked the shareholders and others for attending the Meeting.

The Company Secretary proposed a vote of thanks to the Chair and the meeting ended.



HAVELLS INDIA LTD.

Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, India

Tel: +91-120-4771000, Fax: +91-120-4772000

E-mail: marketing@havells.com, www.havells.com

Registered Office: 1, Raj Narain Marg, Civil Lines, Delhi - 110 054 (India)

CIN:L31900DL1983PLC016304

Date of the AGM: **13TH JULY 2015**

Total number of shareholders on Record Date i.e. 6th July, 2015: **74,997**

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: **5 in person**

Public: **356 in person**

No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group: **NONE**

Public: **NONE**

Directors Present:

1. **Shri Anil Rai Gupta: Chairman and Managing Director**
2. **Shri Surjit Gupta: Non-executive Director**
3. **Shri Ameet Kumar Gupta: Whole-time Director**
4. **Shri Rajesh Gupta: Whole-time Director (Finance) and Group CFO**
5. **Shri S B Mathur: Independent Director, Chairman of Audit Committee and Chairman of Stakeholders Relationship/ Grievance Redressal Committee**
6. **Shri S K Tuteja: Independent Director, Chairman of Nomination and Remuneration Committee**
7. **Smt Pratima Ram – Independent Director**
8. **Shri A P Gandhi – Independent Director**
9. **Shri V K Chopra – Independent Director**

Based on the Consolidated Scrutinizer's Report on the results of Remote E-voting conducted as per the provisions of the Companies Act, 2013 read with corresponding Rules framed thereunder, in respect of the AGM and on the basis of results of poll (ballot process) conducted/ voting done electronically on the occasion of the 32nd Annual General Meeting on all the 14 items as set out in the Notice of AGM, the results are summarized as hereunder:

1. **Detail of the Agenda:** Adoption of Annual Accounts of the Company as on 31st March, 2015
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Inderjit Singh and seconded by Smt Manju.)
2. **Detail of the Agenda:** Declaration of Dividend for the financial year ended 31st March, 2015 payable to Members
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Sanjay Johri and seconded by Shri Sushil Singhal.)

3. **Detail of the Agenda:** Re-appointment of Shri Anil Rai Gupta, retiring by rotation and being eligible, offering himself for re-appointment
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Mukesh Kumar Sharma and seconded by Shri Ramanand Jha.)
4. **Detail of the Agenda:** Re-appointment of Shri Rajesh Gupta, retiring by rotation and being eligible, offering himself for re-appointment
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Sunil Garg and seconded by Shri Nitin Kumar Jindal.)
5. **Detail of the Agenda:** Re-appointment of Statutory Auditors of the Company till the conclusion of the next Annual General Meeting
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Pardeep Gupta and seconded by Shri Sanjay Johri.)
6. **Detail of the Agenda:** Appointment of Smt Pratima Ram, as an Independent Director.
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Smt Bhavna Chugh and seconded by Shri Sushil Singhal.)
7. **Detail of the Agenda:** Appointment of Shri T V Mohandas Pai, as a Director liable to retire by rotation.
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Ramanand Jha and seconded by Shri Mukesh Sharma.)
8. **Detail of the Agenda:** Appointment of Shri Puneet Bhatia as a Director liable to retire by rotation.
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Sanjay Johri and seconded by Smt Bhavna Chugh.)

9. **Detail of the Agenda:** Appointment of Shri Ameet Kumar Gupta as a Director liable to retire by rotation in terms of the Companies Act, 2013.
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Sunil Garg and seconded by Shri Ramanand Jha.)
10. **Detail of the Agenda:** Appointment of Shri Ameet Kumar Gupta as a Whole-time Director in terms of the Companies Act, 2013.
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Smt Manju Rani and seconded by Shri Inderjit Singh.)
11. **Detail of the Agenda:** Revision in the terms of remuneration of Shri Anil Rai Gupta, Chairman and Managing Director of the Company.
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Pardeep Gupta and seconded by Shri Mukesh Kumar Sharma.)
12. **Detail of the Agenda:** Re-appointment of Shri Rajesh Gupta as the Whole-time Director (Finance) and Group CFO of the Company
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Sushil Singhal and seconded by Shri Sunil Garg.)
13. **Detail of the Agenda:** Ratification of the Remuneration to be paid to the Cost Auditors of the Company for the financial year 2015-16.
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Nitin Kumar Jindal and seconded by Shri Sushil Singhal.)
14. **Detail of the Agenda:** Amendment of Articles of Association of the Company.
Resolution required: Special Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Smt Manju and seconded by Shri Inderjit Singh.)

Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

Consolidated Scrutinizer(s) Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
Havells India Limited
1 Raj Narain Marg,
Civil Lines,
Delhi – 110054

Dear Sir,

Subject: Consolidated Scrutinizer's Report on Remote E-voting and voting at the AGM through Physical Ballot Forms / E-voting

1. I, Balika Sharma, Proprietor of Balika Sharma & Associates, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Havells India Limited pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the Remote E-voting process and to scrutinize the Physical Ballot Forms received from the shareholders as well as the E-voting done, if any, at the venue of AGM in respect of the below mentioned resolutions passed at the 32nd Annual General Meeting of the Company held on July 13, 2015 at 10:00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003.
2. The shareholders of the company holding shares as on the "cut-off" date of 6th July, 2015, were entitled to vote on the proposed resolutions as set out in item nos. 1 to 14 in the Notice of the 32nd AGM of Havells India Limited.
3. The facility provided for Remote E-voting which commenced on Friday, July 10, 2015 at 8:30 a.m. remained open for 3 days and ended on Sunday, July 12, 2015 at 5:00 p.m. The NSDL Remote E-voting facility was blocked thereafter.

The facility for E-Voting was also provided at the venue of the AGM which commenced on Monday, July 13, 2015 at 10:00 a.m.

4. After the conclusion of voting at the Annual General Meeting, the votes cast at the meeting were counted and thereafter the votes cast through Remote E-Voting/ E-voting were then unblocked in the presence of two witnesses Ms. Nikita Gupta (Flat No. 237, Bharat Apartment, Sector - 13,



Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

Rohini, New Delhi-110085) and Ms. Pinki (209/B-3 Railway colony DayaBasti Delhi-110035), who are not in the employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence.

1. Name: Nikita Gupta  2. Name: Pinki Mehra 

5. I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data download from the National Securities Depository Limited (NSDL) E-voting system and the ballot forms received respectively.
6. I now submit the Consolidated Report as under on the Result of the voting through electronic means and the physical mode in respect of the said Resolutions.

1. Details of the voting result in respect of Ordinary Resolution passed for Adoption of AnnualAccounts of the Company as on March 31,2015:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	384,957,920	100.00	384,957,920	0	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135,486,753	70.39	135,486,753	0	100.00	0.00
Public-Others	4,71,60,723	1,345,057	2.85	1,329,370	15,687	98.83	1.17
Total	62,45,87,780	521,789,730	83.54	521,774,043	15,687	99.9970	0.0030

Invalid Votes Cast – 13060



Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

2. Details of the voting result in respect of Ordinary Resolution passed for declaration of Dividend payable to Members:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135486753	70.39	135486753	0	100.00	0.00
Public- Others	4,71,60,723	1346423	2.85	1329973	16450	98.78	1.22
Total	62,45,87,780	521791096	83.54	521774646	16450	99.9968	0.0032

Invalid Votes Cast - 11804



Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

3. Details of the voting result in respect of Ordinary Resolution passed for Re-appointment of Shri Anil Rai Gupta as director, retiring by rotation and being eligible, offering himself for re-appointment:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	40432180	10.50	40432180	0	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135486753	70.39	115597609	19889144	85.32	14.68
Public-Others	4,71,60,723	1345017	2.85	1327531	17486	98.70	1.30
Total	62,45,87,780	177263950	28.38	157357320	19906630	88.77	11.23

Invalid Votes Cast – 12730



Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

4. Details of the voting result in respect of Ordinary Resolution passed for Re-appointment of Shri Rajesh Gupta as director, retiring by rotation and being eligible, offering himself for re-appointment.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135486753	70.39	134248862	1237891	99.09	0.91
Public-Others	4,71,60,723	104258	0.22	86174	18084	82.65	17.35
Total	62,45,87,780	520548931	83.34	519292956	1255975	99.76	0.24

Invalid Votes Cast – 12665



Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

5. Details of the voting result in respect of Ordinary Resolution passed for Re-appointment of Statutory Auditors of the Company till the conclusion of the next Annual General Meeting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135451545	70.38	133429332	2022213	98.51	1.49
Public-Others	4,71,60,723	1345549	2.85	1328654	16895	98.74	1.26
Total	62,45,87,780	521,755,014	83.54	519715906	2039108	99.61	0.39

Invalid Votes Cast - 12675



Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

6. Details of the voting result in respect of Ordinary Resolution passed for Appointment of Smt Pratima Ram, as an Independent Director in terms of the Companies Act, 2013

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135486753	70.39	133758746	1728007	98.72	1.28
Public-Others	4,71,60,723	1343712	2.85	1324201	19511	98.55	1.45
Total	62,45,87,780	521788385	83.54	520040867	1747518	99.76	0.33

Invalid Votes Cast – 12640



Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

7. Details of the voting result in respect of Ordinary Resolution passed for Appointment of Shri T V Mohandas Pai, as a Director liable to retire by rotation in terms of the Companies Act, 2013.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	384,957,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	192,469,137	135486753	70.39	132800941	2685812	98.02	1.98
Public-Others	47,160,723	1344392	2.85	1328167	16225	98.79	1.21
Total	624,587,780	521789065	83.54	519087028	2702037	99.48	0.52

Invalid Votes Cast – 12675



Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

8. Details of the voting result in respect of Ordinary Resolution passed for Appointment of Shri Puneet Bhatia as a Director liable to retire by rotation in terms of the Companies Act, 2013

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	384957920	100.00	384957920	0.00	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135486753	70.39	133358746	2128007	98.43	1.57
Public-Others	4,71,60,723	1345177	2.85	1327357	17820	98.68	1.32
Total	62,45,87,780	521789850	83.54	519644023	2145827	99.59	0.41

Invalid Votes Cast – 12640



Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

9. Details of the voting result in respect of Ordinary Resolution passed for Appointment of Shri Ameet Kumar Gupta as a Director liable to retire by rotation in terms of the Companies Act, 2013

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	85925200	22.32	85925200	0.00	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135486753	70.39	132800941	2685812	98.02	1.98
Public-Others	4,71,60,723	1344577	2.85	1327406	17171	98.72	1.28
Total	62,45,87,780	222756530	35.66	220053547	2702983	98.79	1.21

Invalid Votes Cast – 12675



Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

10. Details of the voting result in respect of Ordinary Resolution passed for Appointment of Shri Ameet Kumar Gupta as a Whole-time Director in terms of the Companies Act, 2013.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	85925200	22.32	85925200	0.00	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135486753	70.39	135486753	0.00	100.00	0.00
Public-Others	4,71,60,723	1338072	2.84	1320678	17394	98.70	1.30
Total	62,45,87,780	222750025	35.66	222732631	17394	99.99	0.008

Invalid Votes Cast – 12665



Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

11. Details of the voting result in respect of Ordinary Resolution passed for Revision in the terms of remuneration of Shri Anil Rai Gupta, Chairman and Managing Director of the Company.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	384,957,920	40432180	10.50	40432180	0	100.00	0.00
Public – Institutional holders/ body corporates	192,469,137	135486753	70.39	135486748	5	100.00	0.00
Public-Others	47,160,723	1344942	2.85	1325414	19528	98.55	1.45
Total	624,587,780	177263875	28.38	177244342	19533	99.99	0.011

Invalid Votes Cast – 12650



Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

12. Details of the voting result in respect of Ordinary Resolution passed for Re-appointment of Shri Rajesh Gupta as the Whole-time Director (Finance) and Group CFO of the Company

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	384,957,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	192,469,137	135486753	70.39	135486753	0	100.00	0.00
Public-Others	47,160,723	105608	0.22	87679	17929	83.02	16.98
Total	624,587,780	520550281	83.34	520532352	17929	99.997	0.0034

Invalid Votes Cast – 12665



Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

13. Details of the voting result in respect of Ordinary Resolution passed for Ratification of the Remuneration to be paid to the Cost Auditors of the Company for the financial year 2015-16.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	384,957,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	192,469,137	135486753	70.39	135486753	0	100.00	0.00
Public-Others	47,160,723	1344067	2.85	1327471	16596	98.77	1.23
Total	624,587,780	521788740	83.54	521772144	16596	99.997	0.0032

Invalid Votes Cast – 12650



Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

14. Details of the voting result in respect of Special Resolution passed to Amend the Articles of the Association of the Company.



Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	384,957,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	192,469,137	135486753	70.39	135486753	0	100.00	0.00
Public-Others	47,160,723	1345027	2.85	1327647	17380	98.71	1.29
Total	624,587,780	521789700	83.54	521772320	17380	99.997	0.0033

Invalid Votes Cast - 12685

Thanking you,

Yours faithfully

For Balika Sharma & Associates



Balika Sharma
Practising Company Secretary
C. P. No.: 3222
M.NO. FCS 4816
Place: New Delhi
Date: 14.07.2015

Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

14. Details of the voting result in respect of Special Resolution passed to Amend the Articles of the Association of the Company.



Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	384,957,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	192,469,137	135486753	70.39	135486753	0	100.00	0.00
Public-Others	47,160,723	1345027	2.85	1327647	17380	98.71	1.29
Total	624,587,780	521789700	83.54	521772320	17380	99.997	0.0033

Invalid Votes Cast - 12685

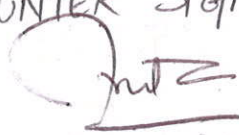
Thanking you,

Yours faithfully

For Balika Sharma & Associates



Balika Sharma
Practising Company Secretary
C. P. No.: 3222
M.NO. FCS 4816
Place: New Delhi
Date: 14.07.2015

COUNTER SIGNED BY


(ANIL RAI GUPTA)
CHAIRMAN AND MANAGING DIRECTOR
HAVELLS INDIA LIMITED