

18<sup>th</sup> January, 2016

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: Results of the Postal Ballot and E-voting**

Dear Sir,

In terms of the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations) read with corresponding circulars and notifications issued by SEBI, we enclose herewith, a copy of the proceedings held today i.e. 18<sup>th</sup> January, 2016, approving the following Special Resolution(s) sought to be passed by means of a Postal Ballot under section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, notice whereof was filed with the Stock Exchanges vide Company's letter dated 17<sup>th</sup> December, 2015:

1. Approval of divestment upto 100% stake in Havells Malta Limited by Havells Holdings Limited, a wholly-owned subsidiary of the Company
2. Approval of divestment upto 100% stake in Havells Exim Limited, a wholly-owned subsidiary of the Company

Also enclosed are the Results of voting conducted through postal ballot/ e-voting on the above-referred Special Resolutions passed u/s 110 of the Act read with Rules framed thereunder alongwith voting details as required under Regulation 44 of the SEBI regulations.

The above is for your information and records.

Thanking you.

Yours faithfully,

For **Havells India Limited**

  
(Sanjay Gupta)  
Company Secretary

Encl.: A/a

**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 RESULT DECLARED ON MONDAY THE 18<sup>TH</sup> DAY OF JANUARY, 2016 AT THE CORPORATE OFFICE OF THE COMPANY VIZ. HAVELLS INDIA LIMITED AT QRG TOWERS, 2D, SECTOR 126, EXPRESSWAY, NOIDA – 201 304 (UP) AT 3.00 PM**

**Present**

|                                |   |                                       |
|--------------------------------|---|---------------------------------------|
| <b>Shri Anil Rai Gupta</b>     | - | <b>Chairman and Managing Director</b> |
| <b>Shri Sanjay Kumar Gupta</b> | - | <b>Company Secretary</b>              |
| <b>Ms. Balika Sharma, PCS</b>  | - | <b>Scrutinizer</b>                    |

The Company Secretary, Shri Sanjay Kumar Gupta, stated that the Board of Directors pursuant to Resolutions passed on 10<sup>th</sup> December, 2015 accorded its consent to pass the following Resolutions under section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force):

1. Special Resolution for Approval of Divestment upto 100% Stake in Havells Malta Limited by Havells Holdings Limited, a wholly-owned subsidiary of the Company.
2. Special Resolution for Approval of Divestment upto 100% Stake in Havells Exim Limited, a wholly-owned subsidiary of the Company.

Further, the Board of Directors appointed Ms. Balika Sharma, Practicing Company Secretary, to act as the Scrutinizer in respect of the subject voting through Postal Ballot.

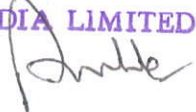
The Company offered e-voting facilities also to its members enabling them to cast their votes electronically. The Company had signed an agreement with the National Securities Depository Limited (NSDL) to enable the members to cast their votes electronically pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force).

The Company Secretary further stated that the Company, on 18<sup>th</sup> December, 2015 dispatched / e-mailed to all its shareholders, a Notice dated 11<sup>th</sup> December, 2015 under section 110 of the Companies Act, 2013, for obtaining the consent of the shareholders to the Special Resolutions as set out therein by means of Postal Ballot.

It was further informed that the postal ballot form(s) sent physically or electronically with the notice was to be returned by the shareholders to reach the Scrutinizer latest by 17<sup>th</sup> January, 2016. The Company Secretary further stated that Scrutinizer, Ms. Balika Sharma, had carried out the scrutiny of all the postal ballot forms received either through e-voting or physically upto the close of working hours (5 P.M.) on 17<sup>th</sup> January, 2016 and that she had submitted her Report thereon, of even date i.e. 18<sup>th</sup> January, 2016, addressed to the Chairman of the Company.

Based on the above Report, Shri Anil Rai Gupta, Chairman and Managing Director, declared the results of the voting exercise as follows:

For HAVELLS INDIA LIMITED



Company Secretary

**HAVELLS INDIA LTD.**  
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CIN:L31900DL1983PLC016304

**SUMMARY OF RESULTS OF POSTAL BALLOT:**

**(1) Result of Postal Ballot for Approval of Divestment upto 100% Stake in Havells Malta Limited by Havells Holdings Limited, a wholly-owned subsidiary of the Company - SPECIAL RESOLUTION**

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **74,751**

|    | Particulars  |           |              | Total        |
|----|--|-----------|--------------|--------------|
|    |  | Physical  | Electronic   |              |
| a) | Total postal ballot forms received                 | 87        | 711          | 798          |
| b) | Total number of votes casted                       | 28,24,482 | 54,14,87,147 | 54,43,11,629 |
| c) | Less: Invalid no. of votes casted                  | 215       | 0            | 215          |
| d) | Valid no. of votes casted (Net)                    | 28,24,267 | 54,14,87,147 | 54,43,11,414 |
| e) | Total no. of votes with assent for the Resolution  | 28,24,217 | 54,14,05,126 | 54,42,29,343 |
| f) | Total no. of votes with dissent for the Resolution | 50        | 82,021       | 82,071       |

% of total votes casted in favour of the Resolution: **99.98%**

% of total votes casted against the Resolution: **0.02%**

The following Resolution was thereafter declared to have been duly passed with requisite majority:

**APPROVAL OF DIVESTMENT UPTO 100% STAKE IN HAVELLS MALTA LIMITED BY HAVELLS HOLDINGS LIMITED, A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto) and the Rules made thereunder (“the Act”) and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and other applicable laws, to the extent applicable and subject to requisite approvals including the approval of the RBI (Reserve Bank of India), the lenders and all concerned statutory and regulatory authorities and departments, person or persons, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the Members of the Company hereby approve the divestment (in one or more tranches) upto 100% (one hundred percent) of the equity shares of Havells Malta Limited (“HML”) held by Havells Holdings Limited (“HHL”/ “Seller”), a wholly-owned subsidiary of the Company to Shanghai Feilo Acoustics Co. Ltd. or any of its Affiliates (“Buyer”/ “FEILO”) for a consideration and such other terms and conditions as contained in the Share Holders Agreement (“SHA”) and Share Purchase Agreement (“SPA”) entered among, *inter alia*, the Buyer, the Seller and HML.

RESOLVED FURTHER THAT Shri Anil Rai Gupta, Chairman and Managing Director, Shri Surjit Kumar Gupta and Shri Ameet Kumar Gupta, Directors of the Company and Shri Rajiv Goel, Executive President of the Company, be and are hereby authorised severally to do all such acts, deeds, matters and things as may be necessary and to make all such filings and applications for the statutory / regulatory and other approvals as may be required to complete the aforesaid transaction, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

For HAVELLS INDIA LIMITED

  
Company Secretary

HAVELLS INDIA LTD.

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**RESOLVED FURTHER THAT** all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard be and are hereby noted, ratified and approved.”

**(2) Result of Postal Ballot for Approval of Divestment upto 100% Stake in Havells Exim Limited, a wholly-owned subsidiary of the Company - SPECIAL RESOLUTION**

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **74,751**

|    | Particulars  |           |              | Total        |
|----|--|-----------|--------------|--------------|
|    |  | Physical  | Electronic   |              |
| a) | Total postal ballot forms received                 | 87        | 716          | 803          |
| b) | Total number of votes casted                       | 28,24,482 | 54,14,88,422 | 54,43,12,904 |
| c) | Less: Invalid no. of votes casted                  | 215       | 0            | 215          |
| d) | Valid no. of votes casted (Net)                    | 28,24,267 | 54,14,88,422 | 54,43,12,689 |
| e) | Total no. of votes with assent for the Resolution  | 28,24,217 | 54,14,06,373 | 54,42,30,590 |
| f) | Total no. of votes with dissent for the Resolution | 50        | 82,049       | 82,099       |

% of total votes casted in favour of the Resolution: **99.98%**

% of total votes casted against the Resolution: **0.02%**

**The following Resolution was thereafter declared to have been duly passed with requisite majority:**

**APPROVAL OF DIVESTMENT UPTO 100% STAKE IN HAVELLS EXIM LIMITED, A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto) and the Rules made thereunder (“**the Act**”) and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and other applicable laws, to the extent applicable and subject to requisite approvals including the approval of the RBI (Reserve Bank of India), the lenders and all concerned statutory and regulatory authorities and departments, person or persons, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the Members of the Company hereby approve the divestment (in one or more tranches) upto 100% (one hundred percent) of the shares held by the Company (“**Seller**”) in Havells Exim Limited, a 100% (one hundred percent) subsidiary of the Company (“**Exim**”) to Shanghai Feilo Acoustics Co. Ltd or any of its Affiliates (“**Buyer**”/ “**FEILO**”) for a consideration and such other terms and conditions as contained in the Share Purchase Agreement entered among, *inter- alia*, the Buyer, Seller and Exim.

**RESOLVED FURTHER THAT** Shri Anil Rai Gupta, Chairman and Managing Director, Shri Surjit Kumar Gupta and Shri Ameet Kumar Gupta, Directors of the Company and Shri Rajiv Goel, Executive President of the Company, be and are hereby authorised severally to do all such acts, deeds, matters and things as may be necessary and to make all such filings and applications for the statutory / regulatory and other approvals as may be required to complete the aforesaid transaction, and to settle any question

For **HAVELLS INDIA LIMITED**



**Company Secretary**

**HAVELLS INDIA LTD.**

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that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard be and are hereby noted, ratified and approved.”

For **Havells India Limited**



(Sanjay Kumar Gupta)  
Company Secretary

**HAVELLS INDIA LTD.**

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## RESULTS OF POSTAL BALLOT

Result of the voting conducted through Postal Ballot / E-voting on the Special Resolution(s) passed under section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) for the Special Resolutions mentioned in the Postal Ballot Notice dated 11<sup>th</sup> December, 2015 are as under:

The Company had appointed Ms. Balika Sharma, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Ms. Balika Sharma has submitted her report dated 18<sup>th</sup> January, 2016 to the Company.

The details of Special Resolutions passed by Postal Ballot are as under:

**(1) Result of Postal Ballot for Approval of Divestment upto 100% Stake in Havells Malta Limited by Havells Holdings Limited, a wholly-owned subsidiary of the Company**

|   |  |
|---|--|
| <b>Details of Resolution</b>                    | Special Resolution for Approval of Divestment upto 100% Stake in Havells Malta Limited by Havells Holdings Limited, a wholly-owned subsidiary of the Company |
| <b>Resolution required</b>                      | Special  |
| <b>Mode of Voting</b>                           | Postal Ballot / e-voting   |
| <b>Date of Postal Ballot Notice</b>             | 11 <sup>th</sup> December, 2015  |
| <b>Record date for reckoning voting rights</b>  | 04 <sup>th</sup> December, 2015  |
| <b>Date of Dispatch of Notice</b>               | 18 <sup>th</sup> December, 2015  |
| <b>Total No. of shareholders on record date</b> | 74,751   |

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **74,751**

|    | Particulars  |           |              | Total        |
|----|--|-----------|--------------|--------------|
|    |  | Physical  | Electronic   |              |
| a) | Total postal ballot forms received                 | 87        | 711          | 798          |
| b) | Total number of votes casted                       | 28,24,482 | 54,14,87,147 | 54,43,11,629 |
| c) | Less: Invalid no. of votes casted                  | 215       | 0            | 215          |
| d) | Valid no. of votes casted (Net)                    | 28,24,267 | 54,14,87,147 | 54,43,11,414 |
| e) | Total no. of votes with assent for the Resolution  | 28,24,217 | 54,14,05,126 | 54,42,29,343 |
| f) | Total no. of votes with dissent for the Resolution | 50        | 82,021       | 82,071       |

% of total votes casted in favour of the Resolution: **99.98%**

% of total votes casted against the Resolution: **0.02%**



For HAVELLS INDIA LTD.

Director

Details of the voting result as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Resolution passed for Approval of Divestment upto 100% Stake in Havells Malta Limited by Havells Holdings Limited, a wholly-owned subsidiary of the Company:

| Category                    | Mode of Voting  | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|-----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                             |                 | 1                  | 2                   | (3)=[(2)/(1)]*100                       | 4                        | 5                      | (6)= [(4)/(2)]*100                   | (7)= [(5)/(2)]*100                 |
| Promoter and Promoter Group | E-Voting        | -                  | 384,957,920         | 100.00                                  | 384,957,920              | 0                      | 100.00                               | 0.00                               |
|                             | Poll            | -                  | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                             | Postal Ballot   | -                  | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                             | <b>Total</b>    | <b>384,957,920</b> | <b>384,957,920</b>  | <b>100.00</b>                           | <b>384,957,920</b>       | <b>0</b>               | <b>100.00</b>                        | <b>0.00</b>                        |
| Public – Institutions*      | E-Voting        | -                  | 149,517,120         | 85.19                                   | 149,436,936              | 80,184                 | 99.95                                | 0.05                               |
|                             | Poll            | -                  | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                             | Postal Ballot** | -                  | 429,532             | 0.24                                    | 429,532                  | 0                      | 100.00                               | 0.00                               |
|                             | <b>Total</b>    | <b>175,508,885</b> | <b>149,946,652</b>  | <b>85.43</b>                            | <b>149,866,468</b>       | <b>80,184</b>          | <b>99.95</b>                         | <b>0.05</b>                        |
| Public-Non Institutions     | E-Voting        | -                  | 7,012,107           | 10.94                                   | 7,010,270                | 1,837                  | 99.97                                | 0.03                               |
|                             | Poll            | -                  | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                             | Postal Ballot** | -                  | 2,394,735           | 3.73                                    | 2,394,685                | 50                     | 99.99                                | 0.01                               |
|                             | <b>Total</b>    | <b>64,120,975</b>  | <b>9,406,842</b>    | <b>14.67</b>                            | <b>9,404,955</b>         | <b>1,887</b>           | <b>99.98</b>                         | <b>0.02</b>                        |
| <b>Total</b>                |                 | <b>624,587,780</b> | <b>544,311,414</b>  | <b>87.15</b>                            | <b>544,229,343</b>       | <b>82,071</b>          | <b>99.98</b>                         | <b>0.02</b>                        |

\* Includes Body Corporates

\*\* Under this row, the valid votes polled are mentioned

The Number of votes polled in favour of the Special Resolution is **544,229,343** (99.98% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

**(2) Result of Postal Ballot for Approval of Divestment upto 100% Stake in Havells Exim Limited, a wholly-owned subsidiary of the Company**

|  |   |
|--|---|
| Details of Resolution                    | Special Resolution for Approval of Divestment upto 100% Stake in Havells Exim Limited, a wholly-owned subsidiary of the Company |
| Resolution required                      | Special   |
| Mode of Voting                           | Postal Ballot / e-voting  |
| Date of Postal Ballot Notice             | 11 <sup>th</sup> December, 2015   |
| Record date for reckoning voting rights  | 04 <sup>th</sup> December, 2015   |
| Date of Dispatch of Notice               | 18 <sup>th</sup> December, 2015   |
| Total No. of shareholders on record date | 74,751  |



For HAVELLS INDIA LTD.  
Director

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **74,751**

|    | Particulars  |           |              | Total        |
|----|--|-----------|--------------|--------------|
|    |  | Physical  | Electronic   |              |
| a) | Total postal ballot forms received                 | 87        | 716          | 803          |
| b) | Total number of votes casted                       | 28,24,482 | 54,14,88,422 | 54,43,12,904 |
| c) | Less: Invalid no. of votes casted                  | 215       | 0            | 215          |
| d) | Valid no. of votes casted (Net)                    | 28,24,267 | 54,14,88,422 | 54,43,12,689 |
| e) | Total no. of votes with assent for the Resolution  | 28,24,217 | 54,14,06,373 | 54,42,30,590 |
| f) | Total no. of votes with dissent for the Resolution | 50        | 82,049       | 82,099       |

% of total votes casted in favour of the Resolution: **99.98%**

% of total votes casted against the Resolution: **0.02%**

Details of the voting result as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Resolution passed Authorization for Approval of Divestment upto 100% Stake in Havells Exim Limited, a wholly-owned subsidiary of the Company:

| Category                    | Mode of Voting  | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|-----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                             |                 | 1                  | 2                   | (3)=[(2)/(1)]*100                       | 4                        | 5                      | (6)= [(4)/(2)]*100                   | (7)= [(5)/(2)]*100                 |
| Promoter and Promoter Group | E-Voting        | -                  | 384,957,920         | 100.00                                  | 384,957,920              | 0                      | 100.00                               | 0.00                               |
|                             | Poll            | -                  | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                             | Postal Ballot   | -                  | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                             | <b>Total</b>    | <b>384,957,920</b> | <b>384,957,920</b>  | <b>100.00</b>                           | <b>384,957,920</b>       | <b>0</b>               | <b>100.00</b>                        | <b>0.00</b>                        |
| Public – Institutions*      | E-Voting        | -                  | 149,517,120         | 85.19                                   | 149,436,936              | 80,184                 | 99.95                                | 0.05                               |
|                             | Poll            | -                  | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                             | Postal Ballot** | -                  | 429,532             | 0.24                                    | 429,532                  | 0                      | 100.00                               | 0.00                               |
|                             | <b>Total</b>    | <b>175,508,885</b> | <b>149,946,652</b>  | <b>85.43</b>                            | <b>149,866,468</b>       | <b>80,184</b>          | <b>99.95</b>                         | <b>0.05</b>                        |
| Public-Non Institutions     | E-Voting        | -                  | 7,013,382           | 10.94                                   | 7,011,517                | 1,865                  | 99.97                                | 0.03                               |
|                             | Poll            | -                  | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                             | Postal Ballot** | -                  | 2,394,735           | 3.73                                    | 2,394,685                | 50                     | 99.99                                | 0.01                               |
|                             | <b>Total</b>    | <b>64,120,975</b>  | <b>9,408,117</b>    | <b>14.67</b>                            | <b>9,406,202</b>         | <b>1,915</b>           | <b>99.98</b>                         | <b>0.02</b>                        |
| <b>Total</b>                |                 | <b>624,587,780</b> | <b>544,312,689</b>  | <b>87.15</b>                            | <b>544,230,590</b>       | <b>82,099</b>          | <b>99.98</b>                         | <b>0.02</b>                        |

\* Includes Body Corporates

\*\* Under this row, the valid votes polled are mentioned

The Number of votes polled in favour of the Special Resolution is **544,230,590** (99.98% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

Place: Noida

Date: 18<sup>th</sup> January, 2016



For Havells India Limited

(Anil Kar Gupta)

Chairman and Managing Director

Page 3 of 3