

PROCEEDINGS HELD ON 7TH AUGUST, 2014 AT THE CORPORATE OFFICE OF THE COMPANY VIZ. HAVELLS INDIA LIMITED AT QRG TOWERS, 2D, SECTOR 126, EXPRESSWAY, NOIDA – 201 304 (UP) AT 4.00 PM

Present

Shri Anil Rai Gupta - **Joint Managing Director**
Shri Sanjay Gupta - **Company Secretary**
Ms. Balika Sharma, PCS - **Scrutinizer**

The Company Secretary, Shri Sanjay Gupta, stated that the Board of Directors pursuant to Resolutions passed on 30th June, 2014 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 Sub-division of the nominal value of Equity Shares of the Company from face value of Rs. 5/- (Rupees Five only) to face value of Re. 1/- (Rupee One only) per share in accordance with the provisions of section 61(1)(d) of the Companies Act, 2013 and Article 26 of the Articles of Association of the Company.
2. Special Resolution for the consequent Alteration of the Capital Clause of the Memorandum of Association of the Company in order to give effect to the abovesaid Sub-division of Equity shares of the Company.

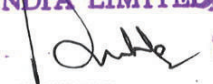
Further, the Board of Directors appointed Ms. Balika Sharma, Practicing Company Secretary, to act as the Scrutinizer in respect of the subject voting through Postal Ballot.

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 Clause 35B of the Listing Agreement 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 5th July, 2014 dispatched / e-mailed to all its shareholders, a Notice dated 30th June, 2014 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 sent physically or electronically with the notice was to be returned by the shareholders to reach the Scrutinizer latest by 4th August, 2014. The

For HAVELLS INDIA LIMITED



HAVELLS SYLVANIA  **STANDARD** **Company Secretary**

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@havelis.com, www.havelis.com

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

CIN:L31900DL1983PLC016304

Company Secretary further stated that Scrutinizer, Ms. Balika Sharma, had carried out the scrutiny of all the postal ballot forms received upto the close of working hours (5 P.M.) on 4th August, 2014 and that she had submitted her Report thereon, of even date i.e.7th August, 2014, addressed to the Chairman of the Company.

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

SUMMARY OF RESULTS OF POSTAL BALLOT:

(1) Result of Postal Ballot for Sub-division of each Equity Share of Rs. 5/- each into 5 Equity Shares of Re. 1/- each

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **28955**

	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	103	362	465
b)	Total number of votes casted	10428708	92560595	102989303
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	10428708	92560595	102989303
e)	Total no. of votes with assent for the Resolution	10428708	92560397	102989105
f)	Total no. of votes with dissent for the Resolution	0	198	198

% of total votes casted in favor of the Resolution: 99.999 %

% of total votes casted against the Resolution: 0.001%

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

Sub-division of each Equity Share of Rs. 5/- each into 5 Equity Shares of Re. 1/- each

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 26 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors (hereinafter referred to as the “Board” which term shall also include the Share Allotment and Transfer Committee of the Board), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the nominal value of Rs. 5/- (Rupees Five only) each in the Capital of the Company fully paid up, into 5 Equity Shares of Re. 1 /- (Rupee One only) each fully paid up and all the Equity shares of Rs. 5/- (Rupees Five only) each fully paid, of the Company, be sub-divided accordingly, with effect from the Record Date as may be fixed for the purpose.

For HAVELLS INDIA LIMITED

[Signature]
Company Secretary

RESOLVED FURTHER THAT upon Sub-division as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of Rs. 5/- (Rupees Five only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, either call back the existing Share Certificate(s) from the Shareholders or without requiring the surrender of the existing Share Certificate(s), directly issue and despatch the new Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s) subject to the provisions laid down in the Companies (Issue of Share Certificates) Rules, 1960 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered in the best interest of the Company.”

(2) Result of Postal Ballot for Alteration of Memorandum of Association of the Company

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **28955**

	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	103	363	466
b)	Total number of votes casted	10428708	92560512	102989220
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	10428708	92560512	102989220
e)	Total no. of votes with assent for the Resolution	10428708	92558659	102987367
f)	Total no. of votes with dissent for the Resolution	0	1853	1853

% of total votes casted in favor of the Resolution: 99.998 %

% of total votes casted against the Resolution: 0.002 %

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

Alteration of Memorandum of Association of the Company

For HAVELLS INDIA LIMITED

Company Secretary

HAVELLS SYLVANIA Crabtree STANDARD

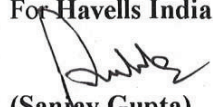
HAVELLS INDIA LTD.
 Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, India
 Tel: +91-120-4771000, Fax: +91-120-4772000
 E-mail: marketing@havells.com, www.havells.com
 Registered Office: 1, Raj Narain Marg, Civil Lines, Delhi - 110 054 (India)
 CIN:L31900DL1983PLC016304

“RESOLVED THAT upon the Resolution for Sub-Division of the Nominal Face Value of Equity Shares being duly passed and pursuant to the provisions of Section 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, the existing Clause V of the Memorandum of Association of the Company as to the Share Capital be and is hereby deleted and in its place and stead the following Clause V shall be substituted:

“V The Authorised Share Capital of the Company is Rs. 100,05,00,000/- (Rupees One Hundred Crores Five Lakhs only) divided into 100,05,00,000 (One Hundred Crores Five Lakhs only) Equity Shares of Re. 1/- (Rupee One only) each.”

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered in the best interest of the Company.”

For **Havells India Limited**



(Sanjay Gupta)
Company Secretary

RESULTS OF POSTAL BALLOT

Result of the voting conducted through Postal Ballot 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 Sub-division of each Equity Share of Rs. 5/- each into 5 Equity Shares of Re. 1/- each and the consequent alteration to the capital clause of Memorandum of Association of the Company:

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 7th August, 2014 to the Company.

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

(1) Result of Postal Ballot for Sub-division of each Equity Share of Rs. 5/- each into 5 Equity Shares of Re. 1/- each

Details of Resolution	Special Resolution for Sub-division of each Equity Share of Rs. 5/- each into 5 Equity Shares of Re. 1/- each
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	30 th June, 2014
Record date for reckoning voting rights	27 th June, 2014
Date of Dispatch of Notice	5 th July, 2014
Total No. of shareholders on record date	28955

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **28955**

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d)	Valid no. of votes casted (Net)	10428708	92560595	102989303
e)	Total no. of votes with assent for the Resolution	10428708	92560397	102989105
f)	Total no. of votes with dissent for the Resolution	0	198	198

% of total votes casted in favor of the Resolution: 99.999 %

% of total votes casted against the Resolution: 0.001%



For HAVELLS INDIA LIMITED

CERTIFIED TRUE COPY
For HAVELLS INDIA LIMITED

[Signature]
Company Secretary

[Signature]
Director

Details of the voting result as per clause 35A of the Listing Agreement in respect of Resolution passed for Sub-division of each Equity Share of Rs. 5/- each into 5 Equity Shares of Re. 1/- each:

Promoter / Public	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	76991584	76991584	100	76991584	0	100	0
Public – Institutional holders**	40234452	25639537	63.73	25639537	0	100	0
Public-Others	7594715	358182	4.72	357984	198	99.94	0.06
Total	124820751	102989303	82.51	102989105	198	99.999	0.001

* Under this column, the valid votes polled are mentioned.

** Includes Body Corporates.

The Number of votes polled in favour of the Special Resolution is 102989105 (99.999% 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 Alteration of Memorandum of Association of the Company

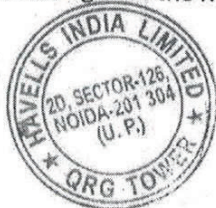
Details of Resolution	Special Resolution for Alteration of Memorandum of Association of the Company
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	30 th June, 2014
Record date for reckoning voting rights	27 th June, 2014
Date of Dispatch of Notice	5 th July, 2014
Total No. of shareholders on record date	28955

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **28955**

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c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	10428708	92560512	102989220
e)	Total no. of votes with assent for the Resolution	10428708	92558659	102987367
f)	Total no. of votes with dissent for the Resolution	0	1853	1853

% of total votes casted in favor of the Resolution: 99.998 %

% of total votes casted against the Resolution: 0.002 %



For HAVELLS INDIA LIMITED

[Signature]
Director

Details of the voting result as per clause 35A of the Listing Agreement in respect of Resolution passed for Alteration of Memorandum of Association of the Company:

Promoter / Public	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	76991584	76991584	100	76991584	0	100	0
Public – Institutional holders**	40234452	25639537	63.73	25639537	0	100	0
Public-Others	7594715	358099	4.72	356246	1853	99.48	0.52
Total	124820751	102989220	82.51	102987367	1853	99.998	0.002

* Under this column, the valid votes polled are mentioned.

** Includes Body Corporates

The Number of votes polled in favour of the Special Resolution is 102987367 (99.998% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

Place: Noida
Date: 7th August, 2014



For Havells India Limited

(Anil Rai Gupta)

Joint Managing Director

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For HAVELLS INDIA LIMITED

Company Secretary