

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF HAVELLS INDIA LIMITED HELD ON 30TH JUNE 2014, AT QRG TOWERS, 2D, SECTOR 126, EXPRESSWAY, NOIDA – 201 304 (UP) AT 10:00 A.M.

SUB-DIVISION OF THE NOMINAL VALUE OF EQUITY SHARES OF THE COMPANY

A. 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 Articles of Association of the Company and subject to the approval of the members at the General Meeting, each Equity Share of the nominal value of Rs. 5/- (Rupees 5 only) each in the Capital of the Company fully paid up, be sub-divided into 5 Equity Shares of Re. 1/- (Rupee one only) each fully paid up and all the Equity shares of Rs. 5/- (Rupees 5 only) each fully paid, of the Company, be sub-divided accordingly, with effect from the Record Date as may be fixed for the purpose.

RESOLVED FURTHER THAT Shri Surjit Gupta, Director, Shri Anil Rai Gupta, Joint Managing Director and Shri Sanjay Gupta, Company Secretary, of the Company be and are hereby severally authorised to fix the Record Date for the purpose of issue of new Shares of face value of Re. 1/- each in lieu of old Shares having face value of Rs. 5/- each.”

B. ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

“RESOLVED THAT upon the Resolution for Sub-Division of the Nominal Face Value of Equity Shares being duly passed by the shareholders of the Company 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 and subject to the consent of the members at the General Meeting, 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 THAT for the purpose of giving effect to the Resolutions above, Shri Surjit Gupta, Director, Shri Anil Rai Gupta, Joint Managing Director and Shri Sanjay Gupta, Company Secretary, of the Company be and are hereby severally authorised to take such steps and actions and give such directions as may be necessary and execute all documents, deeds and writings as may be necessary, which includes but not limited to preparing, executing and filing necessary applications/ forms/ returns/ documents to Registrar of Companies, Stock Exchanges (BSE & NSE), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and /or such other statutory authorities as may be necessary from time to time and to delegate all or any of the powers to any authorized person(s) to give effect to the above Resolution and to comply with necessary formalities in this regard.”

CERTIFIED TRUE COPY

FOR HAVELLS INDIA LIMITED


SANJAY GUPTA
COMPANY SECRETARY

Date: 11th August, 2014

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY WAY OF POSTAL BALLOT AS PER THE RESULTS ANNOUNCED ON 7TH AUGUST, 2014 AT THE CORPORATE OFFICE OF HAVELLS INDIA LIMITED AT QRG TOWERS, 2D, SECTOR – 126, EXPRESSWAY, NOIDA (U.P.) AT 4:00 P.M.

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.

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.”

CERTIFIED TRUE COPY

FOR HAVELLS INDIA LIMITED


SANJAY GUPTA
COMPANY SECRETARY

Date: 11th August, 2014

Undertaking from the Company

The Company has fixed a record date/ book closure of 27/08/2014 for purpose of sub-division/ stock split of Rs. 5/- per share of the Company into 5 shares of Re. 1/- each.

We hereby undertake that the Company will set up Auto Corporate Action with both the Depositories – CDSL & NSDL for execution before beginning of the day (BOD) on the first date of book closure period (in case of Book Closure) or before BOD on the trading day succeeding the record date (in case of Record Date)

Further, the Company undertakes to resolve any complaint on account of the failure on the part of Company to complete all formalities for execution of Auto Corporate Action.

For Havells India Limited



Sanjay Gupta
Company Secretary

Date: 11th August, 2014

Place: Noida

HAVELLS INDIA LTD.

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