

## 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 the Special Resolutions mentioned in the Postal Ballot Notice dated 23rd September, 2015 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 4<sup>th</sup> December, 2015 to the Company.

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

### (1) Result of Postal Ballot for Approval of the Havells Employees Stock Purchase Scheme 2015 and its implementation through Trust

<b>Details of Resolution</b>	Special Resolution for Approval of the Havells Employees Stock Purchase Scheme 2015 and its implementation through Trust
<b>Resolution required</b>	Special
<b>Mode of Voting</b>	Postal Ballot / e-voting
<b>Date of Postal Ballot Notice</b>	23 <sup>rd</sup> September, 2015
<b>Record date for reckoning voting rights</b>	16 <sup>th</sup> October, 2015
<b>Date of Dispatch of Notice</b>	02 <sup>nd</sup> November, 2015
<b>Total No. of shareholders on record date</b>	79,931

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **79,931**

	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	46	561	607
b)	Total number of votes casted	15,24,074	48,95,92,253	49,11,16,327
c)	Less: Invalid no. of votes casted	125	0	125
d)	Valid no. of votes casted (Net)	15,23,949	48,95,92,253	49,11,16,202
e)	Total no. of votes with assent for the Resolution	15,23,949	45,00,58,184	45,15,82,133
f)	Total no. of votes with dissent for the Resolution	0	3,95,34,069	3,95,34,069

% of total votes casted in favor of the Resolution: **91.95%**

% of total votes casted against the Resolution: **8.05%**



For HAVELLS INDIA LTD.

*[Signature]*  
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 the Havells Employees Stock Purchase Scheme 2015 and its implementation through Trust:

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</b>	<b>384,957,920</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions*	E-Voting	-	104,496,066	55.93	64,976,165	39,519,901	62.18	37.82
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	8,000	0.00	8,000	0	100.00	0.00
	<b>Total</b>	<b>186,822,910</b>	<b>104,504,066</b>	<b>55.93</b>	<b>64,984,165</b>	<b>39,519,901</b>	<b>62.18</b>	<b>37.82</b>
Public-Non Institutions	E-Voting	-	138,267	0.26	124,099	14,168	89.75	10.25
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	1,515,949	2.87	1,515,949	0	100.00	0.00
	<b>Total</b>	<b>52,806,950</b>	<b>1,654,216</b>	<b>3.13</b>	<b>1,640,048</b>	<b>14,168</b>	<b>99.14</b>	<b>0.86</b>
<b>Total</b>		<b>624,587,780</b>	<b>491,116,202</b>	<b>78.63</b>	<b>451,582,133</b>	<b>39,534,069</b>	<b>91.95</b>	<b>8.05</b>

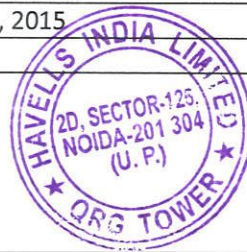
\* Includes Body Corporates

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

The Number of votes polled in favour of the Special Resolution is 451,582,133 (91.95% 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 Authorization for Havells Employees Welfare Trust to subscribe to Shares for and under the Havells Employees Stock Purchase Scheme, 2015**

Details of Resolution	Special Resolution for Authorization for Havells Employees Welfare Trust to subscribe to Shares for and under the Havells Employees Stock Purchase Scheme, 2015
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	23 <sup>rd</sup> September, 2015
Record date for reckoning voting rights	16 <sup>th</sup> October, 2015
Date of Dispatch of Notice	02 <sup>nd</sup> November, 2015
Total No. of shareholders on record date	79,931



For HAVELLS INDIA LTD.

Director

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **79,931**

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total postal ballot forms received	46	560	606
b)	Total number of votes casted	15,24,074	48,96,20,202	49,11,44,276
c)	Less: Invalid no. of votes casted	125	0	125
d)	Valid no. of votes casted (Net)	15,23,949	48,96,20,202	49,11,44,151
e)	Total no. of votes with assent for the Resolution	15,23,949	45,18,18,335	45,33,42,284
f)	Total no. of votes with dissent for the Resolution	0	3,78,01,867	3,78,01,867

% of total votes casted in favor of the Resolution: **92.30%**

% of total votes casted against the Resolution: **7.70%**

**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 Havells Employees Welfare Trust to subscribe to Shares for and under the Havells Employees Stock Purchase Scheme, 2015:**

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	-	104,524,066	55.95	66,739,266	37,784,800	63.85	36.15
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	8,000	0.00	8,000	0	100.00	0.00
	<b>Total</b>	<b>186,822,910</b>	<b>104,532,066</b>	<b>55.95</b>	<b>66,747,266</b>	<b>37,784,800</b>	<b>63.85</b>	<b>36.15</b>
Public-Non Institutions	E-Voting	-	138,216	0.26	121,149	17,067	87.65	12.35
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	1,515,949	2.87	1,515,949	0	100.00	0.00
	<b>Total</b>	<b>52,806,950</b>	<b>1,654,165</b>	<b>3.13</b>	<b>1,637,098</b>	<b>17,067</b>	<b>98.97</b>	<b>1.03</b>
<b>Total</b>		<b>624,587,780</b>	<b>491,144,151</b>	<b>78.63</b>	<b>453,342,284</b>	<b>37,801,867</b>	<b>92.30</b>	<b>7.70</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 453,342,284 (92.30% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.



For HAVELLS INDIA LTD.

*[Signature]*  
Director

**(3) Result of Postal Ballot for Provisioning of money by the Company to the Havells Employees Welfare Trust/Trustees for Subscription of Shares under the Havells Employees Stock Purchase Scheme, 2015**

Details of Resolution	Special Resolution for Provisioning of money by the Company to the Havells Employees Welfare Trust/Trustees for Subscription of Shares under the Havells Employees Stock Purchase Scheme, 2015
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	23 <sup>rd</sup> September, 2015
Record date for reckoning voting rights	16 <sup>th</sup> October, 2015
Date of Dispatch of Notice	02 <sup>nd</sup> November, 2015
Total No. of shareholders on record date	79,931

Total No. of shareholders to whom Postal Ballot Form(s) were sent: 79,931

	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	46	561	607
b)	Total number of votes casted	15,24,074	48,96,18,629	49,11,42,703
c)	Less: Invalid no. of votes casted	125	0	125
d)	Valid no. of votes casted (Net)	15,23,949	48,96,18,629	49,11,42,578
e)	Total no. of votes with assent for the Resolution	15,23,949	45,18,00,188	45,33,24,137
f)	Total no. of votes with dissent for the Resolution	0	3,78,18,441	3,78,18,441

% of total votes casted in favor of the Resolution: **92.30%**

% of total votes casted against the Resolution: **7.70%**

**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 Provisioning of money by the Company to the Havells Employees Welfare Trust/Trustees for Subscription of Shares under the Havells Employees Stock Purchase Scheme, 2015**

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>



For HAVELLS INDIA LTD.

*[Signature]*  
Director

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
Public – Institutions*	E-Voting	-	104,524,066	55.95	66,739,266	37,784,800	63.85	36.15
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**		8,000	0.00	8,000	0	100.00	0.00
	<b>Total</b>	<b>186,822,910</b>	<b>104,532,066</b>	<b>55.95</b>	<b>66,747,266</b>	<b>37,784,800</b>	<b>63.85</b>	<b>36.15</b>
Public-Non Institutions	E-Voting	-	136,643	0.26	103,002	33,641	75.38	24.62
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	1,515,949	2.87	1,515,949	0	100.00	0.00
	<b>Total</b>	<b>52,806,950</b>	<b>1,652,592</b>	<b>3.13</b>	<b>1,618,951</b>	<b>33,641</b>	<b>97.96</b>	<b>2.04</b>
<b>Total</b>		<b>624,587,780</b>	<b>491,142,578</b>	<b>78.63</b>	<b>453,324,137</b>	<b>37,818,441</b>	<b>92.30</b>	<b>7.70</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 453,324,137 (92.30% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

Place: Noida

Date: 4<sup>th</sup> December, 2015



For Havells India Limited

(Anil Rai Gupta)

Chairman and Managing Director