



Balika Sharma And Associates
Company Secretaries

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

4thDecember, 2015

**The Chairman
Havells India Limited
1, Raj Narain Marg
Civil Lines
Delhi – 110 054**

Dear Sir,

I, Balika Sharma, Proprietor of Balika Sharma & Associates, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors vide Resolution passed on 23rd September, 2015 for the purpose of ascertaining the result of the Special Resolutions required to be passed by means of a Postal Ballot pursuant to the provisions of section 110 of the Companies Act, 2013 ('the Act') read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force).

1. I submit my report on the results of the Postal ballot including e-voting exercised by the shareholders in respect of the Special Resolutions mentioned in the Postal Ballot Notice dated 23rd September, 2015 as under:
 - 1.1 The Company has completed on 02nd November, 2015 the dispatch/ e-mailing of Postal Ballot Forms alongwith postage prepaid business reply envelope to its members whose name(s) appeared on the Register of members/ list of beneficiaries as on 16th October, 2015.
 - 1.2 The shareholders of the Company had options to vote on Resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility, casted their votes on the designated website <https://www.evoting.nsdl.com/> of National Securities Depository Limited (NSDL).
 - 1.3 Particulars of all Postal Ballot Forms received in physical or through e-voting process from the members have been consolidated and entered in a separate register maintained for the purpose.
 - 1.4 The Postal Ballot Forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
 - 1.5 The Postal Ballot Forms were duly entered in my presence and scrutinized and the shareholding was matched/ confirmed with the register of members of the company/ list of beneficiaries as on 16th October, 2015.
 - 1.6 All Postal ballot Forms received either in physical or by casting of votes electronically through NSDL portal were unblocked on 2nd December, 2015 after 5:00 p.m. in the presence of two witnesses Ms. Pushpa Joshi (Flat No.32 NDMC housing complex Sector-11, Rohini, New Delhi-110085) and Ms. Nikita Gupta (Flat No. 237, Bharat Apartment, Sector-13, Rohini, New Delhi-110085) who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Service Tax No. : AMAPS 9564 KST 001

Membership No. 4816, C.P. No. 3222





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Name: Pushpa Joshi


Name: Nikita Gupta

- 1.7 Envelopes containing postal ballot forms received after 2nd December, 2015 were not considered for my scrutiny.
 - 1.8 Envelopes containing postal ballot forms returned undelivered were not considered. These envelopes were also not opened and they are separately kept.
 - 1.9 I did not find any defaced or mutilated paper.
- 2 A summary of the Postal Ballot Forms received / votes casted electronically is given below:

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

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%**

(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 - SPECIAL RESOLUTION

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	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%**

Service Tax No. : *AMAPS 9564 KST 001*

Membership No. 4816, C. P. No. 23222





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(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 -SPECIAL RESOLUTION

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

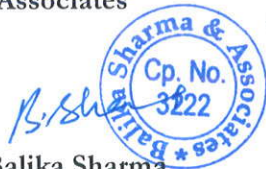
% of total votes casted in favor of the Resolution: **92.30%**

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

- 3 I have handed over the Postal Ballot Forms and other related papers/registers and records for safe custody to the Company Secretary/ Director authorized by the Board to supervise the postal ballot process.
- 4 I hereby accordingly declare the results of the voting by postal ballot under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **-which is attached herewith as ANNEXURE-1**

Thanking you,

Yours faithfully
For Balika Sharma & Associates



Company Secretary: Balika Sharma
C. P. No.: 3222
Place: New Delhi
Date: 04.12.2015

COUNTER-SIGNED BY

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

2. Authorization for Havells Employees Welfare Trust to subscribe to Shares for and under the Havells Employees Stock Purchase Scheme, 2015

Resolution Required:(Ordinary/Special)		SPECIAL RESOLUTION									
Whether promoter/promoter group are interested in the agenda/ resolution?		NO									
Category	Mode of Voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	-	384,957,920	100.00	384,957,920	0	100.00	0.00	0.00		
	Poll	-	0	0.00	0	0	0.00	0.00	0.00		
	Postal Ballot	-	0	0.00	0	0	0.00	0.00	0.00		
	Total	384,957,920	384,957,920	100.00	384,957,920	0	100.00	0.00	0.00		
Public - Institutions*	E-Voting	-	104,524,066	55.95	66,739,266	37,784,800	63.85	36.15	36.15		
	Poll	-	0	0.00	0	0	0.00	0.00	0.00		
	Postal Ballot**	-	8,000	0.00	8,000	0	100.00	0.00	0.00		
	Total	186,822,910	104,532,066	55.95	66,747,266	37,784,800	63.85	36.15	36.15		
Public-Non Institutions	E-Voting	-	138,216	0.26	121,149	17,067	87.65	12.35	12.35		
	Poll	-	0	0.00	0	0	0.00	0.00	0.00		
	Postal Ballot**	-	1,515,949	2.87	1,515,949	0	100.00	0.00	0.00		
	Total	52,806,950	1,654,165	3.13	1,637,098	17,067	98.97	1.03	1.03		
Total		624,587,780	491,144,151	78.63	453,342,284	37,801,867	92.30	7.70	7.70		

* Includes Body Corporates

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



3. 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

SPECIAL RESOLUTION										
Resolution Required:(Ordinary/Special)										
Whether promoter/promoter group are interested in the agenda/ resolution?										
NO										
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour	No. of Votes - against	% 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	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	
	Total	384,957,920	384,957,920	100.00	384,957,920	0	100.00		0.00	
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	
	Total	186,822,910	104,532,066	55.95	66,747,266	37,784,800	63.85		36.15	
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	
	Total	52,806,950	1,652,592	3.13	1,618,951	33,641	97.96		2.04	
Total		624,587,780	491,142,578	78.63	453,324,137	37,818,441	92.30		7.70	

* Includes Body Corporates

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

