

15th July, 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: Proceedings of 33rd Annual General Meeting and Declaration of Voting Results as per Regulations 30 and 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015

Dear Sir,

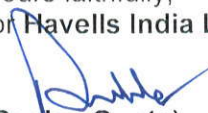
Pursuant to relevant regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed herewith the proceedings alongwith details of the voting results of the 33rd Annual General Meeting of the Company held on 13th July, 2016 at 10:00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003.

Also enclosed is the Consolidated Report of the Scrutinizer containing the Agenda wise Results of the Remote e-voting conducted during the period from 10th July, 2016 to 12th July, 2016 and the Voting conducted in the AGM by way of Physical Ballot process as well as electronically (E-voting) at the venue of the AGM. As per the Scrutinizer's Report, which has been countersigned by the Chairman of the Company, all Resolutions as set out in the Notice of 33rd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,
for Havells India Limited


(Sanjay Gupta)
Company Secretary

Encl.: A/a

CC National Securities Depository Limited – For information and website updation
Trade World, A Wing, 4th & 5th Floors
Kamla Mills Compound
Lower Parel
Mumbai- 400 013

(ISIN : INE176B01034)

HAVELLS INDIA LTD.

Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, India

Tel: +91-120-3331000, Fax: +91-120-3332000

E-mail: marketing@havells.com, www.havells.com

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

Consumer Care No.:

1800 11 0303, 1800 103 1313 (All Connections), 011-4166 0303 (Landline)

CIN: L31900DL1983PLC016304



GROUP



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PROCEEDINGS OF THE 33RD ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 13TH JULY, 2016 AT 10:00 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, LODHI ROAD, PRAGATI VIHAR, NEW DELHI – 110 003

Chairman, other Directors and Officers took the chair.

Company Secretary welcomed the Shareholders and requested the Chairman, Shri Anil Rai Gupta to chair the meeting.

Chairman welcomed all the Shareholders, Directors and others at the 33rd AGM and introduced the persons sitting at the Dais.

The Chairman explained that Shri Puneet Bhatia, Shri T V Mohandas Pai, Non-executive Non-independent Directors and Shri S K Tuteja and Dr Adarsh Kishore, Independent Directors of the Company, were pre-occupied with other commitments and therefore could not attend the AGM.

The quorum being present Chairman declared the Meeting open.

Thereafter the Notice of AGM and Directors Report were taken as read by the Shareholders of the Company.

The Chairman presented his speech.

Thereafter the Company Secretary read the Auditors' Report.

After the Auditor's Report was read by the Company Secretary, the Chairman informed the Members that the Company had provided Remote E-voting facility to all the Members entitled to cast their vote (i.e. persons who were Members on 6th July, 2016, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 10th July, 2016 to 12th July, 2016 as per the provisions of Companies Act, 2013 read with Rules framed thereunder. He informed that Ms Balika Sharma was appointed as the Scrutinizer for the purpose of carrying out the remote e-voting process in a fair and transparent manner.

Further, in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members attending the AGM who had not already cast their vote by Remote E-voting were also provided the option to exercise their right to vote at the venue of the AGM either by Physical Ballot or E-voting, on all the 15 Resolutions of Ordinary and Special businesses as set out in the Notice of AGM. Ms Balika Sharma, Practising Company Secretary was appointed as the Scrutinizer for independently carrying out the poll and the e-voting at the venue of the AGM.

The Members were informed that the Results would be declared after considering the Remote e-voting, Voting by Ballot and E-voting by Members present in the AGM. They were also informed that the Results would be submitted to the Stock Exchanges (NSE and BSE) on 15th July, 2016 and placed on the website of the Company.

The Chairman then explained the objective and implications of the Resolutions before putting them to vote at the Meeting.

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Each of the 15 Resolutions were proposed and seconded by Members (details being given in the outcome of AGM provided in the format set out u/r 44).

During the course of Meeting, on one occasion, the Chairman being interested in respect of Item No. 4, which pertained to his re-appointment as Director liable to retire by rotation, entrusted the conduct of the proceedings to Shri Ameet Kumar Gupta, Dis-Interested Director, and resumed the Chair after the respective item of business was transacted.

Before ordering the Poll, the Chairman invited the Shareholders for their queries and observations.

Thereafter the Chairman ordered the Poll requesting all the Members present to cast their votes using the ballot papers handed over to them in this regard or electronically.

The Chairman thanked the shareholders and others for attending the Meeting.

The Company Secretary proposed a vote of thanks to the Chair and the meeting ended.

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G R O U P Date of the AGM: 13TH JULY 2016



Total number of shareholders on Record Date i.e. 6th July, 2016: **70,058**

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: **5 in person**

Public: **291 in person and 3 in proxy**

No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group: -

Public: -

Directors Present:

1. **Shri Anil Rai Gupta: Chairman and Managing Director**
2. **Shri Surjit Kumar Gupta: Non-executive Director**
3. **Shri Ameet Kumar Gupta: Whole-time Director**
4. **Shri Rajesh Gupta: Whole-time Director (Finance) and Group CFO**
5. **Shri S B Mathur: Independent Director, Chairman of Audit Committee**
6. **Smt Pratima Ram – Independent Director**
7. **Shri A P Gandhi – Independent Director, Chairman of Stakeholders Relationship/ Grievance Redressal Committee**
8. **Shri V K Chopra – Independent Director**

Based on the Consolidated Scrutinizer's Report on the results of Remote E-voting conducted as per the provisions of the Companies Act, 2013 read with corresponding Rules framed thereunder, in respect of the AGM and on the basis of results of poll (ballot process) conducted/ voting done electronically on the occasion of the 33rd Annual General Meeting on all the 15 items as set out in the Notice of AGM, the results are summarized as hereunder:

1. **Detail of the Agenda:** Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and the Report of Auditors thereon.
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Sanjay Kathpal and seconded by Shri Gagan Kumar.)
2. **Detail of the Agenda:** Confirmation of the interim dividend already paid and declaration of final dividend on equity shares for the financial year ended 31st March, 2016
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Ashok Kumar and seconded by Shri Yashpal Chopra.)

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- Detail of the Agenda:** Appointment of a Director in place of Shri Surjit Kumar Gupta (DIN 00002810), who retires by rotation and being eligible, offers himself for re-appointment
- Resolution required:** Ordinary Resolution
- Mode of voting:** Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Praveen Kumar and seconded by Smt Neelam.)
4. **Detail of the Agenda:** Appointment of a Director in place of Shri Anil Rai Gupta (DIN 00011892), who retires by rotation and being eligible, offers himself for re-appointment
- Resolution required:** Ordinary Resolution
- Mode of voting:** Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Manjeet Singh and seconded by Shri Gagan Kumar.)
5. **Detail of the Agenda:** Appointment of Auditors and authorisation of Board of Directors/ Audit Committee of the Company to fix their remuneration
- Resolution required:** Ordinary Resolution
- Mode of voting:** Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Smt Bhavna Chugh and seconded by Shri Sunil Garg.)
6. **Detail of the Agenda:** Ratification of Cost Auditors' Remuneration
- Resolution required:** Ordinary Resolution
- Mode of voting:** Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Praveen Kumar and seconded by Shri Sanjay Kathpal.)
7. **Detail of the Agenda:** Approval of the Havells Employees Stock Purchase Scheme 2016 and its implementation through Trust.
- Resolution required:** Special Resolution
- Mode of voting:** Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Sunil Garg and seconded by Smt Neelam.)
8. **Detail of the Agenda:** Authorization for Havells Employees Welfare Trust to subscribe to shares for and under the Havells Employees Stock Purchase Scheme 2016
- Resolution required:** Special Resolution
- Mode of voting:** Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Gagan Kumar and seconded by Shri Sanjay Kathpal.)

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9. **Detail of the Agenda:** Provisioning of money by the Company to the Havells Employees Welfare Trust/ Trustees for subscription of shares under the Havells Employees Stock Purchase Scheme 2016
Resolution required: Special Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Sunil Garg and seconded by Shri Ramanand Jha.)
10. **Detail of the Agenda:** Re-appointment of Shri Avinash Parkash Gandhi (DIN 00161107) as an Independent Director of the Company to hold office for a second term of 3 (three years) with effect from 1st April, 2017.
Resolution required: Special Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Nitin Kumar Jindal and seconded by Smt Bhavna Chugh.)
11. **Detail of the Agenda:** Re-appointment of Shri Vijay Kumar Chopra (DIN 02103940) as an Independent Director of the Company to hold office for a second term of 3 (three years) with effect from 1st April, 2017
Resolution required: Special Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Praveen Kumar and seconded by Shri Sunil Garg.)
12. **Detail of the Agenda:** Re-appointment of Shri Sunil Behari Mathur (DIN 00013239) as an Independent Director of the Company to hold office for a second term of 3 (three years) with effect from 1st April, 2017
Resolution required: Special Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Sanjay Kathpal and seconded by Shri Ashok Gupta.)
13. **Detail of the Agenda:** Re-appointment of Shri Surender Kumar Tuteja (DIN 00594076) as an Independent Director of the Company to hold office for a second term of 3 (three years) with effect from 1st April, 2017
Resolution required: Special Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Smt Neelam and seconded by Shri Gagan Kumar.)



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14. **Detail of the Agenda:** Re-appointment of Dr. Adarsh Kishore (DIN 02902810) as an Independent Director of the Company to hold office for a second term of 3 (three years) with effect from 1st April, 2017
- Resolution required:** Special Resolution
- Mode of voting:** Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Ashok Gupta and seconded by Shri Nitin Kumar Jindal.)
15. **Detail of the Agenda:** Payment of Commission to Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors), commencing from 1 April, 2016, a sum not exceeding 1% of the net profits of the Company per annum, as may be decided by the Board of Directors or any Committee thereof.
- Resolution required:** Ordinary Resolution
- Mode of voting:** Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Yashpal Chopra and seconded by Shri Sunil Garg.)



Voting Results

Date of AGM	13th July, 2016
Total Number of Shareholders on Record Date	70,058
No. of Shareholders present in the meeting either in person or through proxy:	299
Promoters and Promoter Group:	5
Public:	294
No. of Shareholders attended the meeting through Video Conferencing:	-
Promoters and Promoter Group:	-
Public:	-

Agenda-wise disclosures

1. Adoption of Audited Financial Statements, the Reports of Board and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016.

Resolution Required : (Ordinary / Special)	Ordinary Resolution
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	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				(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 (if applicable)	-	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	-	148,326,302	75.23	148,326,302	0	100.00	0.00
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	197,457,887	148,326,302	75.23	148,326,302	0	100.00	0.00
Public-Non Institutions	E-Voting	-	49,411	0.12	48,652	759	98.46	1.54
	Poll**	-	33,434	0.08	31,413	281	93.96	0.84
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	42,739,535	82,845	0.19	80,065	1,040	96.64	1.26
	Total	624,855,342	533,367,067	85.36	533,364,287	1,040	100.00	0.00

* Includes Body Corporates

** Valid votes polled only

FOR HAVELLS INDIA LTD.

Director



2. Confirmation of Interim and Declaration of Final Dividend payable to Members:

Resolution Required:(Ordinary/Special)		Ordinary Resolution												
Whether promoter/promoter group are interested in the agenda/ resolution?		No												
Category	Mode of Voting	No. of shares held	No. of votes polled	1	2	(3)=[(2)/(1)]*100	No. of Votes - in favour	4	No. of Votes - against	5	(6) = [(4)/(2)]*100	% of Votes in favour on votes polled	(7) = [(5)/(2)]*100	% of Votes against on votes polled
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 (if applicable)	-	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	-	148,731,416			75.44	148,731,416		0		100.00		0.00	
	Poll**	-	0			0.00	0		0		0.00		0.00	
	Postal Ballot (if applicable)	-	0			0.00	0		0		0.00		0.00	
	Total	197,157,887	148,731,416			75.44	148,731,416		0		100.00		0.00	
Public-Non Institutions	E-Voting	-	50,111			0.12	50,101		10		99.98		0.02	
	Poll**	-	33,434			0.08	31,810		184		95.14		0.55	
	Postal Ballot (if applicable)	-	0			0.00	0		0		0.00		0.00	
	Total	42,739,535	83,545			0.20	81,911		194		98.04		0.23	
	Total	624,855,342	533,772,881			85.42	533,771,247		194		100.00		0.00	

* Includes Body Corporates

** Valid votes polled only

For HAVELLS INDIA LTD.

[Signature]
Director



3. Re-appointment of Shri. Surjit Kumar Gupta (DIN: 00002810), retiring by rotation and being eligible, offering himself for re-appointment:

Resolution Required: (Ordinary/Special)		Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/ resolution?		Yes							
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
		1	2		4	5			
Promoter and Promoter Group	E-Voting	-	33,154,960	8.61	33,154,960	0	100.00	0.00	0.00
	Poll	-	0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00	0.00
	Total	384,957,920	33,154,960	8.61	33,154,960	0	100.00	0.00	0.00
Public - Institutions*	E-Voting	-	148,731,416	75.44	144,625,356	4,106,060	97.24	2.76	2.76
	Poll**	-	0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00	0.00
	Total	197,157,887	148,731,416	75.44	144,625,356	4,106,060	97.24	2.76	2.76
Public-Non Institutions	E-Voting	-	50,020	0.12	47,356	2,664	94.67	5.33	5.33
	Poll**	-	33,434	0.08	31,570	424	94.42	1.27	1.27
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00	0.00
	Total	42,739,535	83,454	0.20	78,926	3,088	94.57	3.70	3.70
Total	624,855,342	181,969,830	29.12	177,859,242	4,109,148	97.74	2.26	2.26	

* Includes Body Corporates
** Valid votes polled only

For HAVELLS INDIA LTD.



Director



4. Re-appointment of Shri Anil Rai Gupta (DIN: 00011892), retiring by rotation and being eligible, offering himself for re-appointment:

Resolution Required: (Ordinary/Special)		Ordinary Resolution							
Whether promoter/promoter group are interested in the agenda/ resolution?		Yes							
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
		1	2		4	5			
Promoter and Promoter Group	E-Voting	-	40,432,180	10.50	40,432,180	0	100.00	0.00	0.00
	Poll	-	0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00	0.00
	Total	384,957,920	40,432,180	10.50	40,432,180	0	100.00	0.00	0.00
Public - Institutions*	E-Voting	-	147,868,222	75.00	129,399,726	18,468,496	87.51	12.49	12.49
	Poll**	-	0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00	0.00
	Total	197,157,887	147,868,222	75.00	129,399,726	18,468,496	87.51	12.49	12.49
Public-Non Institutions	E-Voting	-	49,986	0.12	47,317	2,669	94.66	5.34	5.34
	Poll**	-	33,434	0.08	31,790	184	95.08	4.92	4.92
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00	0.00
	Total	42,739,535	83,420	0.20	79,107	2,853	94.83	5.17	5.17
Total		624,855,342	188,383,822	30.15	169,911,013	18,471,349	90.19	9.81	9.81

* Includes Body Corporates

** Valid votes polled only

HAVELLS INDIA LTD.

[Signature]
Director



5. Re-appointment of Statutory Auditors of the Company and fixing their remuneration:

Resolution Required: (Ordinary/Special)		Ordinary 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	(7) = [(5)/(2)]*100
		1	2		4	5		
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 (if applicable)	-	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	-	147,722,016	74.93	147,719,561	2,455	100.00	0.00
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	197,157,887	147,722,016	74.93	147,719,561	2,455	100.00	0.00
Public-Non Institutions	E-Voting	-	49,901	0.12	48,947	954	98.09	1.91
	Poll**	-	33,434	0.08	31,710	284	94.84	0.85
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	42,739,535	83,335	0.19	80,657	1,238	96.79	1.49
Total		624,855,342	552,763,271	85.26	552,758,138	3,693	100.00	0.00

* Includes Body Corporates

** Valid vote polled only

For HAVELLS INDIA LTD.

[Signature]
Director



6. Ratification of the Remuneration to Cost Auditors in terms of the Companies Act, 2013

Resolution Required:(Ordinary/Special)		Ordinary 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 - in against	(6) = [(4)/(2)]*100	% of Votes against on votes polled	(7) = [(5)/(2)]*100
		1	2		4	5			
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	-	148,731,416	75.44	148,731,416	0	100.00	0.00	0.00
	Poll**	-	0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00	0.00
	Total	148,731,416	148,731,416	75.44	148,731,416	0	100.00	0.00	0.00
Public-Non Institutions	E-Voting	-	49,141	0.11	47,349	1,792	96.35	3.65	3.65
	Poll**	-	33,434	0.08	31,670	324	94.72	0.97	0.97
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00	0.00
	Total	42,739,535	82,575	0.19	79,019	2,116	95.69	2.56	2.56
Total		624,855,342	533,771,911	85.42	533,768,355	2,116	100.00	0.00	0.00

* Includes Body Corporates
** Valid votes polled only

For HAVELLS INDIA LTD.



[Signature]

Director

Z-Approval of the Havells Employees Stock Purchase Scheme 2016 and its implementation through Trusts

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
		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
	Total	384,957,920	384,957,920	100.00	384,957,920	0	100.00	0.00
Public - Institutions*	E-Voting	-	144,355,820	73.22	103,560,757	40,795,063	71.74	28.26
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	197,157,887	144,355,820	73.22	103,560,757	40,795,063	71.74	28.26
Public-Non Institutions	E-Voting	-	50,036	0.12	48,257	1,779	96.44	3.56
	Poll**	-	33,434	0.08	31,290	184	93.59	0.55
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	42,739,535	83,470	0.20	79,547	1,963	95.30	2.35
Total		624,855,342	529,397,210	84.72	488,598,224	40,797,026	92.29	7.71

* Includes Body Corporates

** Valid votes polled only

For HAVELLS INDIA LTD.

[Signature]

Director



8. Authorization for Havells Employees Welfare Trust to subscribe to shares for and under the Havells Employees Stock Purchase Scheme 2016

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	% 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
		1	2		4	5		
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	-	144,139,294	73.11	103,344,231	40,795,063	71.70	28.30
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	197,157,887	144,139,294	73.11	103,344,231	40,795,063	71.70	28.30
Public-Non Institutions	E-Voting	-	49,826	0.12	48,052	1,774	96.44	3.56
	Poll**	-	33,434	0.08	31,730	184	94.90	0.55
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	42,739,535	83,260	0.19	79,782	1,958	95.82	2.35
Total		624,855,342	529,180,474	84.69	488,381,933	40,797,021	92.29	7.71

* Includes Body Corporates

** Valid votes polled only

FOR HAVELLS INDIA LTD.

[Signature]

Director



2. Provisioning of money by the Company to the Havells Employees Welfare Trust/ Trustees for subscription of shares under the Havells Employees Stock Purchase Scheme 2016

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	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	4	5	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
				(3) = [(2)/(1)]*100			
Promoter and Promoter Group	E-Voting	-	384,957,920	100.00	384,957,920	0	100.00
	Poll	-	0	0.00	0	0	0.00
	Postal Ballot	-	0	0.00	0	0	0.00
	Total	384,957,920	384,957,920	100.00	384,957,920	0	100.00
Public - Institutions*	E-Voting	-	145,894,380	74.00	105,099,317	40,795,063	72.04
	Poll**	-	0	0.00	0	0	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00
	Total	197,157,887	145,894,380	74.00	105,099,317	40,795,063	72.04
Public-Non Institutions	E-Voting	-	50,081	0.12	42,488	7,593	84.84
	Poll**	-	33,434	0.08	31,230	344	93.41
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00
	Total	42,739,535	83,515	0.20	73,718	7,937	88.27
Total		624,855,342	530,935,815	84.97	490,130,955	40,803,000	92.31

* Includes Body Corporates

** Valid votes polled only

FOR HAVELLS INDIA LTD.



[Signature]

Director

10. Re-appointment of Shri. Avinash Parkash Gandhi as an Independent Director for the Second Term.

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	% 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
	Total	384,957,920	384,957,920	100.00	384,957,920	0	100.00	0.00
Public - Institutions*	E-Voting	-	148,054,016	75.09	144,132,666	3,921,350	97.35	2.65
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	197,157,887	148,054,016	75.09	144,132,666	3,921,350	97.35	2.65
Public-Non Institutions	E-Voting	-	49,846	0.12	43,993	5,853	88.26	11.74
	Poll**	-	33,434	0.08	31,450	524	94.07	1.57
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	42,739,535	83,280	0.19	75,443	6,377	90.59	7.66
Total	624,855,342	533,095,216	85.31	529,166,029	3,927,727	99.26	0.74	

* Includes Body Corporates

** Valid votes polled only

For HAVELLS INDIA LIMITED



[Signature]

Director

11. Shri Vijay Kumar Chopra as an Independent Director for the Second Term.

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	% 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
		1	2		4	5		
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	-	148,731,416	75.44	148,731,416	0	100.00	0.00
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	148,731,416	148,731,416	75.44	148,731,416	0	100.00	0.00
Public-Non Institutions	E-Voting	-	49,086	0.11	42,824	6,262	87.24	12.76
	Poll**	-	33,434	0.08	31,470	524	94.13	1.57
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	42,739,535	82,520	0.19	74,294	6,786	90.03	8.22
Total		624,855,342	533,771,856	85.42	533,763,630	6,786	100.00	0.00

* Includes Body Corporates

** Valid votes polled only

For HAVELL'S INDIA LTD.



[Signature]

Director

12. Re-appointment of Shri. Sunil Behari Mathur as an Independent Director for the Second Term

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	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - in 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
	Total	384,957,920	384,957,920	100.00	384,957,920	0	100.00	0.00
Public - Institutions*	E-Voting	-	147,915,674	75.02	143,431,234	4,484,440	96.97	3.03
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	197,157,887	147,915,674	75.02	143,431,234	4,484,440	96.97	3.03
Public-Non Institutions	E-Voting	-	49,986	0.12	44,273	5,713	88.57	11.43
	Poll**	-	33,434	0.08	31,470	524	94.13	1.57
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	42,739,535	83,420	0.20	75,743	6,237	90.80	7.48
Total		624,855,342	532,957,014	85.29	528,464,897	4,490,677	99.16	0.84

* Includes Body Corporates

** Valid votes polled only



For HAVELLS INDIA L
[Signature]
 Director

13. Re-appointment of Shri. Surender Kumar Tuteja as an Independent Director for the Second Term.

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	(7) = [(5)/(2)]*100
		1	2		4	5		
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	-	148,731,416	75.44	148,121,875	609,541	99.59	0.41
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	197,157,887	148,731,416	75.44	148,121,875	609,541	99.59	0.41
Public-Non Institutions	E-Voting	-	50,066	0.12	47,986	2,080	95.85	4.15
	Poll**	-	33,434	0.08	31,470	524	94.13	1.57
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	42,739,535	83,500	0.20	79,456	2,604	95.16	3.12
Total		624,855,342	533,772,836	85.42	533,159,251	612,145	99.89	0.11

* Includes Body Corporates

** Valid votes polled only

For HAVELLS INDIA LTD.



[Signature]

Director

14. Re-appointment of Dr. Adarsh Kishore as an Independent Director for the Second Term

Special Resolution		No						
Resolution Required:(Ordinary/Special)								
Whether promoter/promoter group are interested in the agenda/ resolution?								
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	(7) = [(5)/(2)]*100
		1	2		4	5		
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	-	148,731,416	75.44	148,731,416	0	100.00	0.00
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	148,731,416	148,731,416	75.44	148,731,416	0	100.00	0.00
Public-Non Institutions	E-Voting	-	50,086	0.12	47,886	2,200	95.61	4.39
	Poll**	-	33,434	0.08	31,470	524	94.13	1.57
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	42,739,535	83,520	0.20	79,356	2,724	95.01	3.26
Total		624,855,342	533,772,856	85.42	533,768,692	2,724	100.00	0.00

* Includes Body Corporates

** Valid votes polled only

For HAVELLS INDIA LTD.



[Signature]

Director

15. Payment of Commission to Non-Executive Directors:

Resolution Required:(Ordinary/Special)		Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	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
		1	2	4	5		
				(3) = [(2)/(1)]*100			
Promoter and Promoter Group	E-Voting	-	384,957,920	100.00	0	100.00	0.00
	Poll	-	0	0.00	0	0.00	0.00
	Postal Ballot	-	0	0.00	0	0.00	0.00
	Total	384,957,920	384,957,920	100.00	0	100.00	0.00
Public - Institutions*	E-Voting	-	124,563,049	63.22	82,847	99.93	0.07
	Poll**	-	0	0.00	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0.00	0.00
	Total	124,563,049	124,563,049	63.22	82,847	99.93	0.07
Public-Non Institutions	E-Voting	-	50,086	0.12	7,127	85.77	14.23
	Poll**	-	33,434	0.08	524	94.07	1.57
	Postal Ballot (if applicable)	-	0	0.00	0	0.00	0.00
	Total	83,520	83,520	0.20	7,651	89.09	9.16
	Total	624,855,342	509,687,336	81.57	90,498	99.98	0.02

* Includes Body Corporates

** Valid votes polled only

For HAVELLS INDIA LIMITED



Director



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*

Consolidated Scrutinizer(s) Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
Havells India Limited
1 Raj Narain Marg,
Civil Lines,
Delhi – 110054

Dear Sir,

Subject: Consolidated Scrutinizer's Report on Remote E-voting and voting at the AGM through Physical Ballot Forms / E-voting

1. I, Balika Sharma, Proprietor of Balika Sharma & Associates, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Havells India Limited pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the Remote E-voting process and to scrutinize the Physical Ballot Forms received from the shareholders as well as the E-voting done, if any, at the venue of AGM in respect of the below mentioned resolutions passed at the 33rd Annual General Meeting of the Company held on Wednesday, July 13, 2016 at 10:00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003.
2. The shareholders of the company holding shares as on the "cut-off" date of 6th July, 2016, were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 15 in the Notice of the 33rd AGM of Havells India Limited.
3. Two Ballot boxes were kept for the purpose of voting through physical ballot, which were locked in our presence with due identification marks placed by us.
4. The facility provided for Remote E-voting which commenced on Sunday, July 10, 2016 at 8:30 a.m. remained open for 3 days and ended on Tuesday, July 12, 2016 at 5:00 p.m. The NSDL Remote E-voting facility was blocked thereafter.

The facility for E-Voting was also provided at the venue of the AGM which commenced on Wednesday, July 13, 2016 at 10:00 a.m.





Balika Sharma And Associates
Company Secretaries

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Sector-7, Rohini, New Delhi,
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Phone : 011-27931217
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E-mail Id: balikasharma@gmail.com

5. After the conclusion of voting at the Annual General Meeting, the votes cast at the meeting were counted and thereafter the votes cast through Remote E-Voting/ E-voting were then unblocked in the presence of two witnesses Ms. Nikita Gupta (Flat No. 237, Bharat Apartment, Sector - 13, Rohini, New Delhi-110085) and Ms. Pushpa Joshi (Flat No. 32, NDMC Housing Complex, Sector-11, 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.

1. Name: Nikita Gupta Nikita Gupta 2. Name: Pushpa Joshi Pushpa Joshi

6. I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data download from the National Securities Depository Limited (NSDL) E-voting system and the ballot forms received respectively.
7. I now submit the Consolidated Report as under on the Result of the voting through electronic means and the physical mode in respect of the said Resolutions.

1. Details of the voting result in respect of Ordinary Resolution passed for Adoption of Audited Financial Statements, the Reports of the Board and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016:

Total No. of Shareholders as on cut-off date: 70,058

	Particulars			Total
		Physical	Electronic	
a)	Total no. of shareholders who casted vote	97	398	495
b)	Total number of votes casted	33,434	53,33,33,633	53,33,67,067
c)	Less: Invalid no. of votes casted	1,740	0	1,740
d)	Valid no. of votes casted (Net)	31,694	53,33,33,633	53,33,65,327
e)	Total no. of votes with assent for the Resolution	31,413	53,33,32,874	53,33,64,287
f)	Total no. of votes with dissent for the Resolution	281	759	1,040

% of total votes casted in favour of the Resolution: 100.00 %

% of total votes casted against the Resolution: 0.00 %





Balika Sharma And Associates
Company Secretaries

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Sector-7, Rohini, New Delhi,
Pin Code -110085
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E-mail Id: balikasharma@gmail.com

2. Details of the voting result in respect of Ordinary Resolution passed for Confirmation of Interim and Declaration of Final Dividend payable to Members:

Total No. of Shareholders as on cut-off date: 70,058

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total no. of shareholders who casted vote	97	403	500
b)	Total number of votes casted	33,434	53,37,39,447	53,37,72,881
c)	Less: Invalid no. of votes casted	1,440	0	1,440
d)	Valid no. of votes casted (Net)	31,994	53,37,39,447	53,37,71,441
e)	Total no. of votes with assent for the Resolution	31,810	53,37,39,437	53,37,71,247
f)	Total no. of votes with dissent for the Resolution	184	10	194

% of total votes casted in favour of the Resolution: 100.00 %

% of total votes casted against the Resolution: 0.00 %

3. Details of the voting result in respect of Ordinary Resolution passed for Re-appointment of Shri Surjit Kumar Gupta, retiring by rotation and being eligible, offering himself for re-appointment:

Total No. of Shareholders as on cut-off date: 70,058

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total no. of shareholders who casted vote	97	394	491
b)	Total number of votes casted	33,434	18,19,36,396	18,19,69,830
c)	Less: Invalid no. of votes casted	1,440	0	1,440
d)	Valid no. of votes casted (Net)	31,994	18,19,36,396	18,19,68,390
e)	Total no. of votes with assent for the Resolution	31,570	17,78,27,672	1,77,85,92,242
f)	Total no. of votes with dissent for the Resolution	424	41,08,724	41,09,148

% of total votes casted in favour of the Resolution: 97.74%

% of total votes casted against the Resolution: 2.26%





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Company Secretaries

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4. Details of the voting result in respect of Ordinary Resolution passed for Re-appointment of Shri Anil Rai Gupta, retiring by rotation and being eligible, offering himself for re-appointment:

Total No. of Shareholders as on cut-off date: 70,058

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total no. of shareholders who casted vote	97	393	490
b)	Total number of votes casted	33,434	18,83,50,388	18,83,83,822
c)	Less: Invalid no. of votes casted	1,460	0	1,460
d)	Valid no. of votes casted (Net)	31,974	18,83,50,388	18,83,82,362
e)	Total no. of votes with assent for the Resolution	31,790	16,98,79,223	16,99,11,013
f)	Total no. of votes with dissent for the Resolution	184	1,84,71,165	1,84,71,349

% of total votes casted in favour of the Resolution: 90.19%

% of total votes casted against the Resolution: 9.81%

5. Details of the voting result in respect of Ordinary Resolution passed for Re-appointment of Statutory Auditors of the Company and fixing their remuneration

Total No. of Shareholders as on cut-off date: 70,058

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total no. of shareholders who casted vote	97	398	495
b)	Total number of votes casted	33,434	53,27,29,837	53,27,63,271
c)	Less: Invalid no. of votes casted	1,440	0	1,440
d)	Valid no. of votes casted (Net)	31,994	53,27,29,837	53,27,61,831
e)	Total no. of votes with assent for the Resolution	31,710	53,27,26,428	53,27,58,138
f)	Total no. of votes with dissent for the Resolution	284	3,409	3,693

% of total votes casted in favour of the Resolution: 100.00 %

% of total votes casted against the Resolution: 0.00 %





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6. Details of the voting result in respect of Ordinary Resolution passed for Ratification of the Remuneration to Cost Auditors in terms of the Companies Act, 2013

Total No. of Shareholders as on cut-off date: **70,058**

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total no. of shareholders who casted vote	97	400	497
b)	Total number of votes casted	33,434	53,37,38,477	53,37,71,911
c)	Less: Invalid no. of votes casted	1,440	0	1,440
d)	Valid no. of votes casted (Net)	31,994	53,37,38,477	53,37,70,471
e)	Total no. of votes with assent for the Resolution	31,670	53,37,36,685	53,37,68,355
f)	Total no. of votes with dissent for the Resolution	324	1,792	2,116

% of total votes casted in favour of the Resolution: 100.00 %

% of total votes casted against the Resolution: 0.00 %

7. Details of the voting result in respect of Special Resolution passed for Approval of the Havells Employees Stock Purchase Scheme 2016 and its implementation through Trust:

Total No. of Shareholders as on cut-off date: **70,058**

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total no. of shareholders who casted vote	97	394	491
b)	Total number of votes casted	33,434	52,93,63,776	52,93,97,210
c)	Less: Invalid no. of votes casted	1,960	0	1,960
d)	Valid no. of votes casted (Net)	31,474	52,93,63,776	52,93,95,250
e)	Total no. of votes with assent for the Resolution	31,290	48,85,66,934	48,85,98,224
f)	Total no. of votes with dissent for the Resolution	184	4,07,96,842	4,07,97,026

% of total votes casted in favour of the Resolution: 92.29 %

% of total votes casted against the Resolution: 7.71 %





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8. Details of the voting result in respect of Special Resolution passed for Authorization for Havells Employees Welfare Trust to subscribe to shares for and under the Havells Employees Stock Purchase Scheme 2016

Total No. of Shareholders as on cut-off date: 70,058

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total no. of shareholders who casted vote	97	390	487
b)	Total number of votes casted	33,434	52,91,47,040	52,91,80,474
c)	Less: Invalid no. of votes casted	1,520	0	1,520
d)	Valid no. of votes casted (Net)	31,914	52,91,47,040	52,91,78,954
e)	Total no. of votes with assent for the Resolution	31,730	48,83,50,203	48,83,81,933
f)	Total no. of votes with dissent for the Resolution	184	4,07,96,837	4,07,97,021

% of total votes casted in favour of the Resolution: 92.29 %

% of total votes casted against the Resolution: 7.71 %

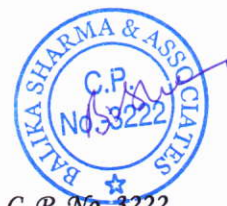
9. Details of the voting result in respect of Special Resolution passed for Provisioning of money by the Company to the Havells Employees Welfare Trust/ Trustees for subscription of shares under the Havells Employees Stock Purchase Scheme 2016

Total No. of Shareholders as on cut-off date: 70,058

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total no. of shareholders who casted vote	97	394	491
b)	Total number of votes casted	33,434	53,09,02,381	53,09,35,815
c)	Less: Invalid no. of votes casted	1,860	0	1,860
d)	Valid no. of votes casted (Net)	31,574	53,09,02,381	53,09,33,955
e)	Total no. of votes with assent for the Resolution	31,230	49,00,99,725	49,01,30,955
f)	Total no. of votes with dissent for the Resolution	344	4,08,02,656	4,08,03,000

% of total votes casted in favour of the Resolution: 92.31 %

% of total votes casted against the Resolution: 7.69 %





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10. Details of the voting result in respect of Special Resolution passed for Re-appointment of Shri Avinash Parkash Gandhi as an Independent Director for the Second Term.

Total No. of Shareholders as on cut-off date: 70,058

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total no. of shareholders who casted vote	97	398	495
b)	Total number of votes casted	33,434	53,30,61,782	53,30,95,216
c)	Less: Invalid no. of votes casted	1,460	0	1,460
d)	Valid no. of votes casted (Net)	31,974	53,30,61,782	53,30,93,756
e)	Total no. of votes with assent for the Resolution	31,450	52,91,34,579	52,91,66,029
f)	Total no. of votes with dissent for the Resolution	524	39,27,203	39,27,727

% of total votes casted in favour of the Resolution: 99.26 %

% of total votes casted against the Resolution: 0.74 %

11. Details of the voting result in respect of Special Resolution passed for Re-appointment of Shri Vijay Kumar Chopra as an Independent Director for the Second Term.

Total No. of Shareholders as on cut-off date: 70,058

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total no. of shareholders who casted vote	97	401	498
b)	Total number of votes casted	33,434	53,37,38,422	53,37,71,856
c)	Less: Invalid no. of votes casted	1,440	0	1,440
d)	Valid no. of votes casted (Net)	31,994	53,37,38,422	53,37,70,416
e)	Total no. of votes with assent for the Resolution	31,470	53,37,32,160	53,37,63,630
f)	Total no. of votes with dissent for the Resolution	524	6,262	6,786

% of total votes casted in favour of the Resolution: 100.00 %

% of total votes casted against the Resolution: 0.00 %





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12. Details of the voting result in respect of *Special Resolution* passed for Re-appointment of Shri Sunil Behari Mathur as an Independent Director for the Second Term

Total No. of Shareholders as on cut-off date: 70,058

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total no. of shareholders who casted vote	97	399	496
b)	Total number of votes casted	33,434	53,29,23,580	53,29,57,014
c)	Less: Invalid no. of votes casted	1,440	0	1,440
d)	Valid no. of votes casted (Net)	31,994	53,29,23,580	53,29,55,574
e)	Total no. of votes with assent for the Resolution	31,470	52,84,33,427	52,84,64,897
f)	Total no. of votes with dissent for the Resolution	524	44,90,153	44,90,677

% of total votes casted in favour of the Resolution: 99.16 %

% of total votes casted against the Resolution: 0.84 %

13. Details of the voting result in respect of *Special Resolution* passed for Re-appointment of Shri Surender Kumar Tuteja as an Independent Director for the Second Term.

Total No. of Shareholders as on cut-off date: 70,058

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total no. of shareholders who casted vote	97	400	497
b)	Total number of votes casted	33,434	53,37,39,402	53,37,72,836
c)	Less: Invalid no. of votes casted	1,440	0	1,440
d)	Valid no. of votes casted (Net)	31,994	53,37,39,402	53,37,71,396
e)	Total no. of votes with assent for the Resolution	31,470	53,31,27,781	53,31,59,251
f)	Total no. of votes with dissent for the Resolution	524	6,11,621	6,12,145

% of total votes casted in favour of the Resolution: 99.89 %

% of total votes casted against the Resolution: 0.11 %





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14. Details of the voting result in respect of *Special Resolution* passed for Re-appointment of Dr. Adarsh Kishore as an Independent Director for the Second Term

Total No. of Shareholders as on cut-off date: 70,058

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total no. of shareholders who casted vote	97	402	499
b)	Total number of votes casted	33,434	53,37,39,422	53,37,72,856
c)	Less: Invalid no. of votes casted	1,440	0	1,440
d)	Valid no. of votes casted (Net)	31,994	53,37,39,422	53,37,71,416
e)	Total no. of votes with assent for the Resolution	31,470	53,37,37,222	53,37,68,692
f)	Total no. of votes with dissent for the Resolution	524	2,200	2,724

% of total votes casted in favour of the Resolution: 100.00 %

% of total votes casted against the Resolution: 0.00 %

15. Details of the voting result in respect of *Ordinary Resolution* passed for Payment of Commission to Non-Executive Directors

Total No. of Shareholders as on cut-off date: 70,058

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total no. of shareholders who casted vote	97	399	496
b)	Total number of votes casted	33,434	50,96,53,902	50,96,87,336
c)	Less: Invalid no. of votes casted	1,460	0	1,460
d)	Valid no. of votes casted (Net)	31,974	50,96,53,902	50,96,85,876
e)	Total no. of votes with assent for the Resolution	31,450	50,95,63,928	50,95,95,378
f)	Total no. of votes with dissent for the Resolution	524	89,974	90,498

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

% of total votes casted against the Resolution: 0.02 %





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8. The Registers, all other papers and other relevant records relating to remote e-voting and voting through physical ballot shall remain in my custody until the Chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting and shall thereafter be handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully
For Balika Sharma & Associates



Balika Sharma
Practising Company Secretary
C. P. No.: 3222
M.NO. FCS 4816

Place: New Delhi
Date: 14.07.2016

COUNTER SIGNED BY

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