



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*

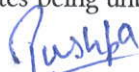
18th January, 2016

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 10th December, 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 11th December, 2015 as under:
 - 1.1 The Company has completed on 18th December, 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 04th December, 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 04th December, 2015.
 - 1.6 All Postal ballot Forms received either in physical or by casting of votes electronically through NSDL portal were unblocked on 17th January, 2016 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. Pinki Mehra (209/B-3, Railway Colony, Daya Basti, Delhi 110035) who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Pushpa Joshi


Name: Pinki Mehra

Service Tax No. : AMAPS 9564 KST001

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





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- 1.7 Envelopes containing postal ballot forms received after 17th January, 2016 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 Divestment upto 100% Stake in Havells Malta Limited by Havells Holdings Limited, a wholly-owned subsidiary of the Company - SPECIAL RESOLUTION

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **74,751**

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total postal ballot forms received	87	711	798
b)	Total number of votes casted	28,24,482	54,14,87,147	54,43,11,629
c)	Less: Invalid no. of votes casted	215	0	215
d)	Valid no. of votes casted (Net)	28,24,267	54,14,87,147	54,43,11,414
e)	Total no. of votes with assent for the Resolution	28,24,217	54,14,05,126	54,42,29,343
f)	Total no. of votes with dissent for the Resolution	50	82,021	82,071

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

% of total votes casted against the Resolution: **0.02%**

(2) Result of Postal Ballot for Approval of Divestment upto 100% Stake in Havells Exim Limited, a wholly-owned subsidiary of the Company - SPECIAL RESOLUTION

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **74,751**

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total postal ballot forms received	87	716	803
b)	Total number of votes casted	28,24,482	54,14,88,422	54,43,12,904
c)	Less: Invalid no. of votes casted	215	0	215
d)	Valid no. of votes casted (Net)	28,24,267	54,14,88,422	54,43,12,689
e)	Total no. of votes with assent for the Resolution	28,24,217	54,14,06,373	54,42,30,590
f)	Total no. of votes with dissent for the Resolution	50	82,049	82,099

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

% of total votes casted against the Resolution: **0.02%**





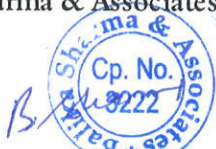
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- 3 I have handed over the Postal Ballot Forms and other related papers/registers and records for safe custody to the Company Secretary/ Director authorized by the Board to supervise the postal ballot process.
- 4 I hereby accordingly declare the results 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, M. no. 4816
Place: New Delhi
Date: 18.01.2016

COUNTER - SIGNED BY

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

Format for Voting Results

ANNEXURE I

Date of AGM/EGM (Declaration of Results of Postal Ballot / E-voting)	18th January, 2016
Total Number of Shareholders on Record Date	74,751
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public	Not Applicable

Agenda-wise disclosures

1. Approval of Divestment upto 100% Stake in Havells Malta Limited by Havells Holdings Limited, a wholly-owned subsidiary of the Company

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 - 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	-	149,517,120	85.19	149,436,936	80,184	99.95	0.05
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	429,532	0.24	429,532	0	100.00	0.00
	Total	175,508,885	149,946,652	85.43	149,866,468	80,184	99.95	0.05
Public-Non Institutions	E-Voting	-	7,012,107	10.94	7,010,270	1,837	99.97	0.03
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	2,394,735	3.73	2,394,685	50	99.99	0.01
	Total	64,120,975	9,406,842	14.67	9,404,955	1,887	99.98	0.02
Total		624,587,780	544,311,414	87.15	544,229,343	82,071	99.98	0.02

* Includes Body Corporates

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



2. Approval of Divestment upto 100% Stake in Havells Exim Limited, a wholly-owned subsidiary of the Company

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 - 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	-	149,517,120	85.19	149,436,936	80,184	99.95	0.05
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	429,532	0.24	429,532	0	100.00	0.00
	Total	175,508,885	149,946,652	85.43	149,866,468	80,184	99.95	0.05
Public-Non Institutions	E-Voting	-	7,013,382	10.94	7,011,517	1,865	99.97	0.03
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	2,394,735	3.73	2,394,685	50	99.99	0.01
	Total	64,120,975	9,408,117	14.67	9,406,202	1,915	99.98	0.02
Total		624,587,780	544,312,689	87.15	544,230,590	82,099	99.98	0.02

* Includes Body Corporates

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

