



GROUP  
21<sup>st</sup> July, 2018



**HAVELLS**

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: Details of Voting Results u/r 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 on Resolutions passed at 35<sup>th</sup> Annual General Meeting**

Dear Sir,

Pursuant to captioned regulation of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed herewith the details of the Voting Results of the business transacted at the 35<sup>th</sup> Annual General Meeting of the Company held on 20<sup>th</sup> July, 2018 at 10:00 a.m. at 1, Kamani Auditorium, Copernicus Marg, New Delhi – 110 001, proceedings whereof have already been submitted by the Company on the day of the AGM.

Also enclosed is the Consolidated Report of the Scrutinizer. 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 and on the basis of results of poll (ballot process) conducted/ voting done electronically on the occasion of the 35<sup>th</sup> Annual General Meeting, all the 11 (Eleven) items as set out in the Notice of AGM have been passed with requisite majority.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,  
for **Havells India Limited**

  
(Sanjay Kumar Gupta)  
Company Secretary

Encl.: A/a

CC **National Securities Depository Limited – For information and website updation**  
**Trade World, A Wing, 4<sup>th</sup> & 5<sup>th</sup> Floors**  
**Kamla Mills Compound**  
**Lower Parel**  
**Mumbai- 400 013**  
**(ISIN : INE176B01034)**

**HAVELLS INDIA LTD.**

Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, U.P (INDIA)

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

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

Registered Office: 904, 9th Floor, Surya Kiran Building,

K.G. Marg, Connaught Place, New Delhi - 110001. (INDIA)

Consumer Care No.:

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

CIN: L31900DL1983PLC016304

GSTIN: 09AAACH0351E222



Voting Results

Date of AGM	20th July, 2018
Total Number of Shareholders on Record Date	94,532
No. of Shareholders present in the meeting either in person or through proxy:	166
Promoters and Promoter Group:	4
Public:	162
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, 2018:

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
		1	2	(3)=[(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	372,457,920	100.00	372,457,920	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	372,457,920	372,457,920	100.00	372,457,920	0	100.00	0.00
Public – Institutions*	E-Voting	-	157,401,661	75.26	157,401,661	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	209,154,240	157,401,661	75.26	157,401,661	0	100.00	0.00
Public-Non Institutions	E-Voting	-	1,450,357	3.31	1,450,282	75	99.99	0.01
	Poll**	-	37,046	0.08	37,046	0	100.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	43,860,750	1,487,403	3.39	1,487,328	75	99.99	0.01
Total		625,472,910	531,346,984	84.95	531,346,909	75	100.00	0.00

\* Includes Body Corporates

\*\* Valid votes polled only

For HAVELLS INDIA LIMITED

*[Signature]*  
Company Secretary



2. Declaration of Final Dividend of Rs. 4/- per equity share of Re.1/- each for the financial year ended 31st March, 2018:

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
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	372,457,920	100.00	372,457,920	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	372,457,920	372,457,920	100.00	372,457,920	0	100.00	0.00
Public – Institutions*	E-Voting	-	158,170,280	75.62	158,170,280	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	209,154,240	158,170,280	75.62	158,170,280	0	100.00	0.00
Public-Non Institutions	E-Voting	-	1,450,946	3.31	1,450,371	575	99.96	0.04
	Poll**	-	37,770	0.09	37,770	0	100.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	43,860,750	1,488,716	3.39	1,488,141	575	99.96	0.04
Total		625,472,910	532,116,916	85.07	532,116,341	575	100.00	0.00

\* Includes Body Corporates

\*\* Valid votes polled only

For HAVELLS INDIA LIMITED

Company Secretary





3. Re-appointment of Shri Ameet Kumar Gupta (DIN: 00002838), 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, but not for the purpose of section 188 since the Resolution is not a contract.

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	-	372,457,920	100.00	372,457,920	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	372,457,920	372,457,920	100.00	372,457,920	0	100.00	0.00
Public - Institutions*	E-Voting	-	158,170,280	75.62	157,977,584	192,696	99.88	0.12
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	209,154,240	158,170,280	75.62	157,977,584	192,696	99.88	0.12
Public-Non Institutions	E-Voting	-	1,449,852	3.31	1,449,016	836	99.94	0.06
	Poll**	-	37,770	0.09	37,770	0	100.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	43,860,750	1,487,622	3.39	1,486,786	836	99.94	0.06
Total		625,472,910	532,115,822	85.07	531,922,290	193,532	99.96	0.04

\* Includes Body Corporates

\*\* Valid votes polled only

For HAVELLS INDIA LIMITED

Company Secretary



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

Resolution Required:(Ordinary/Special)	Special Resolution
Whether promoter/promoter group are interested in the agenda/ resolution?	Yes, but not for the purpose of section 188 since the Resolution is not a contract.

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	-	372,457,920	100.00	372,457,920	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
	<b>Total</b>	<b>372,457,920</b>	<b>372,457,920</b>	<b>100.00</b>	<b>372,457,920</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions*	E-Voting	-	156,475,406	74.81	149,822,321	6,653,085	95.75	4.25
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>209,154,240</b>	<b>156,475,406</b>	<b>74.81</b>	<b>149,822,321</b>	<b>6,653,085</b>	<b>95.75</b>	<b>4.25</b>
Public-Non Institutions	E-Voting	-	1,449,306	3.30	1,448,866	440	99.97	0.03
	Poll**	-	37,770	0.09	37,770	0	100.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>43,860,750</b>	<b>1,487,076</b>	<b>3.39</b>	<b>1,486,636</b>	<b>440</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>625,472,910</b>	<b>530,420,402</b>	<b>84.80</b>	<b>523,766,877</b>	<b>6,653,525</b>	<b>98.75</b>	<b>1.25</b>

\* Includes Body Corporates

\*\* Valid votes polled only

For HAVELLS INDIA LIMITED

Company Secretary



5. Ratification of the Remuneration to Cost Auditors

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
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	372,457,920	100.00	372,457,920	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
	<b>Total</b>		<b>372,457,920</b>	<b>372,457,920</b>	<b>100.00</b>	<b>372,457,920</b>	<b>0</b>	<b>100.00</b>
Public – Institutions*	E-Voting	-	158,170,280	75.62	158,054,210	116,070	99.93	0.07
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>209,154,240</b>	<b>158,170,280</b>	<b>75.62</b>	<b>158,054,210</b>	<b>116,070</b>	<b>99.93</b>
Public-Non Institutions	E-Voting	-	1450016	3.31	1,449,123	893	99.94	0.06
	Poll**	-	37,770	0.09	37,770	0	100.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>43,860,750</b>	<b>1,487,786</b>	<b>3.39</b>	<b>1,486,893</b>	<b>893</b>	<b>99.94</b>
<b>Total</b>		<b>625,472,910</b>	<b>532,115,986</b>	<b>85.07</b>	<b>531,999,023</b>	<b>116,963</b>	<b>99.98</b>	<b>0.02</b>

\* Includes Body Corporates

\*\* Valid votes polled only

For HAVELLS INDIA LIMITED

*[Signature]*  
Company Secretary



6. Appointment of Shri Jalaj Ashwin Dani (DIN: 00019080) as an Independent Director:

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
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	372,457,920	100.00	372,457,920	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>372,457,920</b>	<b>372,457,920</b>	<b>100.00</b>	<b>372,457,920</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions*	E-Voting	-	156,475,406	74.81	156,095,406	380,000	99.76	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
	<b>Total</b>	<b>209,154,240</b>	<b>156,475,406</b>	<b>74.81</b>	<b>156,095,406</b>	<b>380,000</b>	<b>99.76</b>	<b>0.24</b>
Public-Non Institutions	E-Voting	-	1,449,516	3.30	1,448,687	829	99.94	0.06
	Poll**	-	37,770	0.09	37,770	0	100.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>43,860,750</b>	<b>1,487,286</b>	<b>3.39</b>	<b>1,486,457</b>	<b>829</b>	<b>99.94</b>	<b>0.06</b>
<b>Total</b>		<b>625,472,910</b>	<b>530,420,612</b>	<b>84.80</b>	<b>530,039,783</b>	<b>380,829</b>	<b>99.93</b>	<b>0.07</b>

\* Includes Body Corporates

\*\* Valid votes polled only

For HAVELLS INDIA LIMITED

Company Secretary





7. Appointment of Shri Upendra Kumar Sinha (DIN: 00010336) as an Independent Director:

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
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	372,457,920	100.00	372,457,920	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	372,457,920	372,457,920	100.00	372,457,920	0	100.00	0.00
Public – Institutions*	E-Voting	-	156,475,406	74.81	156,095,406	380,000	99.76	0.24
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	209,154,240	156,475,406	74.81	156,095,406	380,000	99.76	0.24
Public-Non Institutions	E-Voting	-	1,449,081	3.30	1,448,066	1,015	99.93	0.07
	Poll**	-	37,770	0.09	37,770	0	100.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	43,860,750	1,486,851	3.39	1,485,836	1,015	99.93	0.07
Total		625,472,910	530,420,177	84.80	530,039,162	381,015	99.93	0.07

\* Includes Body Corporates

\*\* Valid votes polled only

For HAVELLS INDIA LIMITED

Company Secretary





8. Re-appointment of Smt. Pratima Ram (DIN: 03518633) as an Independent Director for a 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 - 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	-	372,457,920	100.00	372,457,920	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	372,457,920	372,457,920	100.00	372,457,920	0	100.00	0.00
Public – Institutions*	E-Voting	-	156,475,406	74.81	153,968,472	2,506,934	98.40	1.60
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	209,154,240	156,475,406	74.81	153,968,472	2,506,934	98.40	1.60
Public-Non Institutions	E-Voting	-	1,447,486	3.30	1,445,718	1,768	99.88	0.12
	Poll**	-	37,770	0.09	37,770	0	100.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	Total	43,860,750	1,485,256	3.39	1,483,488	1,768	99.88	0.12
Total		625,472,910	530,418,582	84.80	527,909,880	2,508,702	99.53	0.47

\* Includes Body Corporates

\*\* Valid votes polled only

For HAVELLS INDIA LIMITED

Company Secretary



2. Re-appointment of Shri T.V. Mohandas Pai (DIN: 00042167) as Director liable to retire by rotation for a 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 - 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	-	372,457,920	100.00	372,457,920	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>372,457,920</b>	<b>372,457,920</b>	<b>100.00</b>	<b>372,457,920</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions*	E-Voting	-	156,475,406	74.81	156,259,891	215,515	99.86	0.14
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>209,154,240</b>	<b>156,475,406</b>	<b>74.81</b>	<b>156,259,891</b>	<b>215,515</b>	<b>99.86</b>	<b>0.14</b>
Public-Non Institutions	E-Voting	-	1,449,631	3.31	1,449,071	560	99.96	0.04
	Poll**	-	37,770	0.09	37,770	0	100.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>43,860,750</b>	<b>1,487,401</b>	<b>3.39</b>	<b>1,486,841</b>	<b>560</b>	<b>99.96</b>	<b>0.04</b>
<b>Total</b>		<b>625,472,910</b>	<b>530,420,727</b>	<b>84.80</b>	<b>530,204,652</b>	<b>216,075</b>	<b>99.96</b>	<b>0.04</b>

\* Includes Body Corporates

\*\* Valid votes polled only

For HAVELLS INDIA LIMITED

Company Secretary




10. Re-appointment of Shri Puneet Bhatia (DIN: 00143973) as Director liable to retire by rotation for a 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 - 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	-	372,457,920	100.00	372,457,920	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>372,457,920</b>	<b>372,457,920</b>	<b>100.00</b>	<b>372,457,920</b>	<b>0</b>	<b>100.00</b>
Public – Institutions*	E-Voting	-	156,071,292	74.62	100,540,216	55,531,076	64.42	35.58
	Poll**	-	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>209,154,240</b>	<b>156,071,292</b>	<b>74.62</b>	<b>100,540,216</b>	<b>55,531,076</b>	<b>64.42</b>
Public-Non Institutions	E-Voting	-	1,449,604	3.31	1,449,146	458	99.97	0.03
	Poll**	-	37,769	0.09	37,769	0	100.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>43,860,750</b>	<b>1,487,373</b>	<b>3.39</b>	<b>1,486,915</b>	<b>458</b>	<b>99.97</b>
<b>Total</b>		<b>625,472,910</b>	<b>530,016,585</b>	<b>84.74</b>	<b>474,485,051</b>	<b>55,531,534</b>	<b>89.52</b>	<b>10.48</b>

\* Includes Body Corporates

\*\* Valid votes polled only

For HAVELLS INDIA LIMITED

*[Signature]*  
Company Secretary



11. Amendment to Main Object Clause of Memorandum of Association:

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	-	372,457,920	100.00	372,457,920	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>372,457,920</b>	<b>372,457,920</b>	<b>100.00</b>	<b>372,457,920</b>	<b>0</b>	<b>100.00</b>
Public – Institutions*	E-Voting	-	158,170,280	75.62	158,170,280	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
	<b>Total</b>		<b>209,154,240</b>	<b>158,170,280</b>	<b>75.62</b>	<b>158,170,280</b>	<b>0</b>	<b>100.00</b>
Public-Non Institutions	E-Voting	-	1,450,160	3.31	1,449,286	874	99.94	0.06
	Poll**	-	37,519	0.09	37,519	0	100.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>43,860,750</b>	<b>1,487,679</b>	<b>3.39</b>	<b>1,486,805</b>	<b>874</b>	<b>99.94</b>
<b>Total</b>		<b>625,472,910</b>	<b>532,115,879</b>	<b>85.07</b>	<b>532,115,005</b>	<b>874</b>	<b>100.00</b>	<b>0.00</b>

\* Includes Body Corporates

\*\* Valid votes polled only

For HAVELLS INDIA LIMITED

*[Signature]*  
Company Secretary







*Balika Sharma And Associates*  
*Company Secretaries*

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Sector-7, Rohini, New Delhi,  
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## 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**  
904, 9<sup>th</sup> Floor, Surya Kiran Building,  
K G Marg, Connaught Place,  
New Delhi - 110 001

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 35<sup>th</sup> Annual General Meeting of the Company held on Friday, July 20<sup>th</sup>, 2018 at 10:00 a.m. at Kamani Auditorium, 1, Copernicus Marg, New Delhi - 110 001.
2. The shareholders of the company holding shares as on the "cut-off" date of 13<sup>th</sup> July, 2018, were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 11 in the Notice of the 35<sup>th</sup> AGM of Havells India Limited.
3. Two Ballot boxes kept for the purpose of voting through physical ballot were locked in our presence with due identification marks placed by us.
4. The facility provided for Remote E-voting which commenced on Tuesday, July 17, 2018 at 8:30 a.m. remained open for 3 days and ended on Thursday, July 19, 2017 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 Friday, July 20, 2018 at 10:00 a.m.

GST No. : 07AMAPS 9564 K1ZE

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







*Balika Sharma And Associates*  
*Company Secretaries*

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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  ..... 2. Name: 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 of the Company for the financial year ended 31<sup>st</sup> March, 2018, the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Report of Auditors thereon:

Total No. of Shareholders as on cut-off date: 94,532

Particulars				Total
		Physical	Electronic	
a)	Total physical ballot forms received	103	0	103
b)	Total number of votes casted	47927	531309938	531357865
c)	Less: Invalid no. of votes casted	10881	0	10881
d)	Valid no. of votes casted (Net)	37046	531309938	531346984
e)	Total no. of votes with assent for the Resolution	37046	531309863	531346909
f)	Total no. of votes with dissent for the Resolution	0	75	75

% of total votes casted in favour of the Resolution: 100%

% of total votes casted against the Resolution: 0%

GST No. : 07AMAPS 9564 K1ZE

Membership No. 4816, C. P. No. 2224







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2. **Details of the voting result in respect of Ordinary Resolution passed to declare a final dividend of Rs. 4/- per equity share of Re. 1/- each for the financial year ended 31<sup>st</sup> March, 2018:**

Total No. of Shareholders as on cut-off date: 94,532

Particulars		Physical	Electronic	Total
a)	Total physical ballot forms received	103	0	103
b)	Total number of votes casted	47927	532079146	532127073
c)	Less: Invalid no. of votes casted	10157	0	10157
d)	Valid no. of votes casted (Net)	37770	532079146	532116916
e)	Total no. of votes with assent for the Resolution	37770	532078571	532116341
f)	Total no. of votes with dissent for the Resolution	0	575	575

% of total votes casted in favour of the Resolution: 100%

% of total votes casted against the Resolution: 0%

3. **Details of the voting result in respect of Ordinary Resolution passed to appoint a Director in place of Shri Ameet Kumar Gupta (DIN: 00002838), retiring by rotation and being eligible, offering himself for re-appointment.**

Total No. of Shareholders as on cut-off date: 94,532

Particulars		Physical	Electronic	Total
a)	Total physical ballot forms received	103	0	103
b)	Total number of votes casted	47927	532078052	532125979
c)	Less: Invalid no. of votes casted	10157	0	10157
d)	Valid no. of votes casted (Net)	37770	532078052	532115822
e)	Total no. of votes with assent for the Resolution	37770	531884520	531922290
f)	Total no. of votes with dissent for the Resolution	0	193532	193532

% of total votes casted in favour of the Resolution: 99.96%

% of total votes casted against the Resolution: 0.04%

GST No. : 07AMAPS 9564 K1ZE

Membership No. 4816, C.A.





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4. Details of the voting result in respect of *Special Resolution* passed to appoint a Director in place of Shri Surjit Kumar Gupta (DIN: 00002810), who retires by rotation and being eligible, offers himself for re-appointment

Total No. of Shareholders as on cut-off date: 94,532

	Particulars			Total
		Physical	Electronic	
a)	Total physical ballot forms received	103	0	103
b)	Total number of votes casted	47927	530382632	530430559
c)	Less: Invalid no. of votes casted	10157	0	10157
d)	Valid no. of votes casted (Net)	37770	530382632	530420402
e)	Total no. of votes with assent for the Resolution	37770	523729107	523766877
f)	Total no. of votes with dissent for the Resolution	0	6653525	6653525

% of total votes casted in favour of the Resolution: 98.75%

% of total votes casted against the Resolution: 1.25%

5. Details of the voting result in respect of *Ordinary Resolution* passed for Ratification of Cost Auditors' Remuneration

Total No. of Shareholders as on cut-off date: 94,532

	Particulars			Total
		Physical	Electronic	
a)	Total physical ballot forms received	103	0	103
b)	Total number of votes casted	47927	532078216	532126143
c)	Less: Invalid no. of votes casted	10157	0	10157
d)	Valid no. of votes casted (Net)	37770	532078216	532115986
e)	Total no. of votes with assent for the Resolution	37770	531961253	531999023
f)	Total no. of votes with dissent for the Resolution	0	116963	116963

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

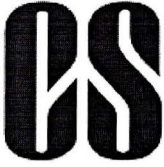
% of total votes casted against the Resolution: 0.02%

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**6. Details of the voting result in respect of *Ordinary Resolution* passed for Appointment of Shri Jalaj Ashwin Dani (DIN: 00019080) as an Independent Director:**

Total No. of Shareholders as on cut-off date: 94,532

	Particulars			Total
		Physical	Electronic	
a)	Total physical ballot forms received	103	0	103
b)	Total number of votes casted	47927	530382842	530430769
c)	Less: Invalid no. of votes casted	10157	0	10157
d)	Valid no. of votes casted (Net)	37770	530382842	530420612
e)	Total no. of votes with assent for the Resolution	37770	530002013	530039783
f)	Total no. of votes with dissent for the Resolution	0	380829	380829

% of total votes casted in favour of the Resolution: 99.93%  
% of total votes casted against the Resolution: 0.07%

**7. Details of the voting result in respect of *Ordinary Resolution* passed for Appointment of Shri Upendra Kumar Sinha (DIN: 00010336) as an Independent Director:**

Total No. of Shareholders as on cut-off date: 94,532

	Particulars			Total
		Physical	Electronic	
a)	Total physical ballot forms received	103	0	103
b)	Total number of votes casted	47927	530382407	530430334
c)	Less: Invalid no. of votes casted	10157	0	10157
d)	Valid no. of votes casted (Net)	37770	530382407	530420177
e)	Total no. of votes with assent for the Resolution	37770	530001392	530039162
f)	Total no. of votes with dissent for the Resolution	0	381015	381015

% of total votes casted in favour of the Resolution: 99.93%  
% of total votes casted against the Resolution: 0.07%

GST No. : 07AMAPS 9564 K1ZE

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





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**8. Details of the voting result in respect of Special Resolution passed for Re-appointment of Smt. Pratima Ram (DIN: 03518633) as an Independent Director for a Second Term**

Total No. of Shareholders as on cut-off date: 94,532

	Particulars			Total
		Physical	Electronic	
a)	Total physical ballot forms received	103	0	103
b)	Total number of votes casted	47927	530380812	530428739
c)	Less: Invalid no. of votes casted	10157	0	10157
d)	Valid no. of votes casted (Net)	37770	530380812	530418582
e)	Total no. of votes with assent for the Resolution	37770	527872110	527909880
f)	Total no. of votes with dissent for the Resolution	0	2508702	2508702

% of total votes casted in favour of the Resolution: 99.53%  
% of total votes casted against the Resolution: 0.47%

**9. Details of the voting result in respect of Special Resolution passed for Re-appointment of Shri T. V. Mohandas Pai (DIN: 00042167) as Director liable to retire by rotation for a Second Term**

Total No. of Shareholders as on cut-off date: 94,532

	Particulars			Total
		Physical	Electronic	
a)	Total physical ballot forms received	103	0	103
b)	Total number of votes casted	47927	530382957	530430884
c)	Less: Invalid no. of votes casted	10157	0	10157
d)	Valid no. of votes casted (Net)	37770	530382957	530420727
e)	Total no. of votes with assent for the Resolution	37770	530166882	530204652
f)	Total no. of votes with dissent for the Resolution	0	216075	216075

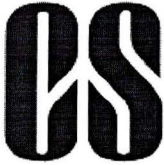
% of total votes casted in favour of the Resolution: 99.96%  
% of total votes casted against the Resolution: 0.04%

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**10. Details of the voting result in respect of *Special Resolution* passed for Re-appointment of Shri Puncet Bhatia (DIN: 00143973) as Director liable to retire by rotation for a Second Term**

Total No. of Shareholders as on cut-off date: **94,532**

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total physical ballot forms received	103	0	103
b)	Total number of votes casted	47927	529978816	530026743
c)	Less: Invalid no. of votes casted	10158	0	10158
d)	Valid no. of votes casted (Net)	37769	529978816	530016585
e)	Total no. of votes with assent for the Resolution	37769	474447282	474485051
f)	Total no. of votes with dissent for the Resolution	0	55531534	55531534

% of total votes casted in favour of the Resolution: **89.52%**

% of total votes casted against the Resolution: **10.48%**

**11. Details of the voting result in respect of *Special Resolution* passed for Amendment to Main Object Clause of the Memorandum of Association**

Total No. of Shareholders as on cut-off date: **94,532**

	Particulars	Physical		Total
		Physical	Electronic	
a)	Total physical ballot forms received	103	0	103
b)	Total number of votes casted	47927	532078360	532126287
c)	Less: Invalid no. of votes casted	10408	0	10408
d)	Valid no. of votes casted (Net)	37519	532078360	532115879
e)	Total no. of votes with assent for the Resolution	37519	532077486	532115005
f)	Total no. of votes with dissent for the Resolution	0	874	874

% of total votes casted in favour of the Resolution: **100%**

% of total votes casted against the Resolution: **0%**

GST No. : 07AMAPS 9564 K1ZE

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





*Balika Sharma And Associates*  
*Company Secretaries*

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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 the same are 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: 21.07.2018**