

29<sup>th</sup> January, 2019

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 Court Convened Meetings of the Equity Shareholders and Creditors of Havells India Limited convened by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi**

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 Meeting of the Equity Shareholders of the Company viz. Havells India Limited, convened by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi, proceedings whereof have already been submitted by the Company on 28th January, 2019, the day of the Meeting.

The Equity Shareholders of the Company have duly approved the Scheme of Amalgamation of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ("Transferor Companies") with Havells India Limited, with requisite majority, based on Scrutinizer Report by way of remote voting, postal ballot and polling paper.

Further, the Unsecured Creditors of Havells India Limited, present and voting, have unanimously approved the aforesaid Scheme of Amalgamation. Also, the Sole Secured Creditor of Havells India Limited, present and voting, has approved the aforesaid Scheme of Amalgamation.

Also enclosed is the Consolidated Report of the Scrutinizer on the results of Remote E-voting conducted as per the provisions of the Companies Act, 2013 read with corresponding Rules framed thereunder, postal ballot and the polling conducted depicting the Resolution as set out in the Notice passed by the Shareholders and Creditors (Unsecured & Secured) 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 Court Convened Meeting of Equity Shareholders	28th January, 2019
Total Number of Shareholders on Record Date	100,390
No. of Shareholders present in the meeting either in person or through proxy:	146
Promoters and Promoter Group:	0
Public:	146
No. of Shareholders attended the meeting through Video Conferencing:	-
Promoters and Promoter Group:	-
Public:	-

Agenda-wise disclosures

1. To approve Scheme of Amalgamation between Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ('Transferor Companies') with Havells India Limited ('Transferee Company' or '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	-	372,457,920	100.000	372,457,920	0	100.000	0.000
	Poll	-	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	-	0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>372,457,920</b>	<b>372,457,920</b>	<b>100.000</b>	<b>372,457,920</b>	<b>0</b>	<b>100.000</b>
Public – Institutions	E-Voting	-	154,692,866	78.726	154,692,866	0	100.000	0.000
	Poll*	-	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)	-	0	0.000	0	0	0.000	0.000
	<b>Total</b>		<b>196,496,184</b>	<b>154,692,866</b>	<b>78.726</b>	<b>154,692,866</b>	<b>0</b>	<b>100.000</b>
Public-Non Institutions	E-Voting	-	3,940,176	6.971	3,939,062	1,114	99.972	0.028
	Poll*	-	17,762	0.031	17,742	20	99.887	0.113
	Postal Ballot (if applicable)	-	3,610	0.006	610	3,000	16.898	83.102
	<b>Total</b>		<b>56,518,806</b>	<b>3,961,548</b>	<b>7.009</b>	<b>3,957,414</b>	<b>4,134</b>	<b>99.896</b>
<b>Total</b>		<b>625,472,910</b>	<b>531,112,334</b>	<b>84.914</b>	<b>531,108,200</b>	<b>4,134</b>	<b>99.999</b>	<b>0.001</b>

\* Valid votes polled only

For HAVELLS INDIA LIMITED

Company Secretary

**CS ANANDA RAO KORADA**

M.Com. FCS, ICLS (Retd)  
Practicing Company Secretary

New Delhi Office:  
Flat – 393, Gr Floor  
Sector – 19, Pocket-II  
Dwarka DDA Flats  
New Delhi – 110 075  
Mobile: +919874264647

Kolkata Office  
Flat-3, 2<sup>nd</sup> Floor  
400B/2F N S C Bose Road  
(B/1, Laxminarayan Colony)  
Kolkata – 700 047

To,

Mr. Jaideep Tandan, Advocate  
The Chairperson appointed by  
National Company Law Tribunal, New Delhi Bench (NCLT)  
For the NCLT Convened meetings of  
Havells India Limited and Promptec Renewable Energy Solutions Pvt. Ltd  
Held at Sri Sathya Sai International Centre,  
Pragati Vihar, Lodhi Road,  
New Delhi – 110003

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S No.	Particulars	Pages
1.	Report of Scrutinizer for the Tribunal Convened Meetings of Havells India Ltd.	

  
Ananda Rao Korada,

Scrutinizer for the NCLT Convened  
Meeting of Unsecured Creditors

Date: 28.01.2019

Place: New Delhi

PAN: AAGPR2649E

e-Mail: raoka55@gmail.com

## SCRUTINIZER'S REPORT

(Pursuant to the section 108 & 110 of the Companies Act, 2013 and Rule 22 of Companies Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable.)

To,

Mr. Jaideep Tandan, Advocate  
The Chairperson appointed by  
National Company Law Tribunal, New Delhi Bench (NCLT)  
For the NCLT Convened meetings of  
Havells India Limited and Promptec Renewable Energy Solutions Pvt. Ltd  
Held at Sri Sathya Sai International Centre,  
Pragati Vihar, Lodhi Road,  
New Delhi - 110003

Sub: Scrutinizer's Report on Voting Results of the Tribunal Convened Meetings of Havells India Ltd.

Dear Sir,

Pursuant to the directions of National Company Law Tribunal, Special Bench, New Delhi ("NCLT") vide Order dated December 6, 2018 passed in CA(CAA) 160(ND)/2018, I, Ananda Rao Korada, was appointed as scrutinizer for the purpose of scrutinizing the voting conducted with respect to the meeting of Equity Shareholders, Unsecured Creditors and Secured Creditor of the Transferee Company convened pursuant to said NCLT Order on Monday, January 28, 2019, at 10:30 A.M., 12:30 PM, and 2:00 PM respectively at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003 ("Meeting").

The management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013, and rules made thereunder relating to voting at the Meeting. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and to issue Report on the basis of total votes cast by the Equity Shareholders, Unsecured Creditors and Secured Creditor of the Transferee Company as well as of Unsecured Creditors of the Transferor Company no.4, on the resolution contained in the Notices sent for the respective meetings ("Notice").

I submit my report as under:

1. The reference to the Affidavit of Service filed in the NCLT reflects that the Notices for the meetings were duly sent along with the explanatory statement setting out material facts under Section 230-232 read with Section 102 and other

*Ananda Rao*

applicable provisions, if any, of the Companies Act, 2013, which was sent to the Equity Shareholders, Unsecured Creditors and lone Secured Creditor of the Transferee Company entitled to vote at the meeting.

2. The Advertisement with respect to Notice of the Meeting was published by the Company on December 21, 2018, in the Business Standard and Jansatta (Hindi) in Delhi and in Business Standard and Samyukta Karnataka (Regional Daily) in Bangalore, in compliance with the directions of NCLT.
3. The closure of proxy register before 48 hours of the schedule time of respective meeting was verified.
4. The Meeting of Equity Shareholders of Havells India Ltd. started at 10:30 A.M., with attendance of 142 number of Shareholders and therefore, it was adjourned for half an hour. On resumption of meeting at 11:00 AM, there were 146 shareholders present who formed quorum as stipulated in the Order of Hon'ble Tribunal. After Chairperson called the meeting in order, the poll was invited to be casted in the ballot boxes. There were also six postal ballots received. The voting casted through electronic mode was taken out by me using the log-in and password specifically assigned to me.
5. The Meeting of Unsecured Creditors of Havells India Ltd. started at 12:30 P.M., with attendance of 35 number of Unsecured Creditors and therefore, it was adjourned for half an hour. On resumption of meeting at 1:00 PM, there were 89 Unsecured Creditors (including 14 proxies) present who formed quorum. After Chairperson called the meeting in order, the poll was invited to be casted in the ballot boxes.
6. The Meeting of Secured Creditor of Havells India Ltd. started at 2:30 P.M., with attendance of the only Secured Creditor who formed quorum. After Chairperson called the meeting in order, the poll was invited to be casted in the ballot box.
7. After the completion of voting through Poll at the respective meetings, the ballot box was opened and the ballot papers were taken out one by one and each of the ballot paper was initialled by the Chairperson, Alternate Chairperson and me for identification. Thereafter, the ballot papers were diligently scrutinized to ascertain the voting result.
8. The summary of voting results with respect to the Equity Shareholders, Unsecured Creditors and Secured Creditors of Havells India Ltd. are as under:

*Vananderao*

A. Resolution of Equity Shareholders pursuant to provisions of Section 230- 232 of the Companies Act 2013 read with relevant Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and NCLT Rules, 2016 and SEBI Circulars and other relevant provisions of applicable law for approval of the Scheme of Amalgamation of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ('Transferor Companies') with Havells India Limited ('Transferee Company':

Particulars	Voting in Person (No of Shares)	Electronic Voting (No. of Shares)	Postal Ballot (No. of Shares)	Percentage
Assent	17,742	53,10,89,848	610	99.999
Dissent	20	1,114	3,000	0.001
Invalid	370	0	0	0.000
<b>Total</b>	<b>18,132</b>	<b>53,10,90,962</b>	<b>3,610</b>	<b>100.00</b>

B. Resolution of Unsecured Creditors pursuant to provisions of Section 230- 232 of the Companies Act 2013 read with relevant Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and NCLT Rules, 2016 and SEBI Circulars and other relevant provisions of applicable law for approval of the Scheme of Amalgamation of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ('Transferor Companies') with Havells India Limited ('Transferee Company': .

Particulars	Number of Unsecured Creditors, attending the Meeting	Amount of unsecured debt represented by them	Percentage
Assent	89	1,73,49,12,179.97	100%
Dissent	0	0	0
Invalid	0	0	0
<b>Total</b>	<b>89</b>	<b>1,73,49,12,179.97</b>	<b>100%</b>

C. Resolution of Secured Creditor pursuant to provisions of Section 230- 232 of the Companies Act 2013 read with relevant Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and NCLT Rules, 2016 and SEBI Circulars and other relevant provisions of applicable law for approval of the Scheme of Amalgamation of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ('Transferor Companies') with Havells India Limited ('Transferee Company':

*Handwritten signature: Navandora*

Particulars	Number of Secured Creditors, attending the Meeting	Amount of Secured debt represented by them	Percentage
Assent	1	108,00,00,000	100.00
Dissent	0	0	0
Invalid	0	0	0
Total	1	108,00,00,000	100.00

9. The report along with below mentioned enclosures are being submitted for your reference and further submission to the Hon'ble Tribunal.

Thanking you,

*Ananda Rao Korada*  
**Ananda Rao Korada**  
 (Scrutinizer)  
 ANANDA RAO KORADA  
 FCS-8141 CP-277  
 188/1DA-2/1P-NZRA/188/846  
 4008/2FN SC Boudh, ROL-47

Place: New Delhi

Date: 28.01.2019

Enclosure:

1. Attendance Register of Shareholders meeting of Havells India Ltd.
2. Attendance Register of Unsecured Creditors meeting of Havells India Ltd.
3. Attendance Register of Secured Creditor of meeting Havells India Ltd.
4. Proxy Register of Shareholders meeting of Havells India Ltd.
5. Proxy Register of Unsecured Creditors meeting of Havells India Ltd.
6. Proxy Register of Secured Creditor of meeting Havells India Ltd.
7. Polling Papers of Shareholders meeting of Havells India Ltd.
8. Polling Papers of Unsecured Creditors meeting of Havells India Ltd.
9. Polling Papers of Secured Creditor of meeting Havells India Ltd.
10. Summary sheet for voting of Shareholders meeting of Havells India Ltd.
11. Summary sheet for voting of Unsecured Creditors meeting of Havells India Ltd.
12. Summary sheet for voting of Secured Creditor of meeting Havells India Ltd.