



11th July, 2014

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 31st Annual General Meeting and Declaration of Voting Results as per clause 35A of the Listing Agreement

Dear Sir,

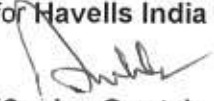
Pursuant to relevant provisions of the Listing Agreement, please find enclosed herewith the proceedings of the 31st Annual General Meeting of the Company held on 9th July, 2014 at 10:00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003.

Also enclosed are the Scrutinizers' Reports containing the Agenda wise results/ details in the prescribed format u/c 35A of the evoting conducted during the period 3rd July, 2014 to 5th July, 2014 and by way of Poll on the occasion of the 31st Annual General Meeting of the Company.

Kindly acknowledge the receipt.

Thanking you.

Yours faithfully,
for Havells India Limited


(Sanjay Gupta)
Company Secretary

Encl.: A/a

HAVELLS INDIA LTD.

Corporate Office: QRG Tower, 3D, Sector 126, Expressway, Noida - 201301, India
Tel: +91-11-4770000 Fax: +91-11-4770047

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

Registered Office: Plot No. 10, Main Road, Civil Lines, Delhi - 110 001

CIN: L31900DL1980PLC000000

PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 9TH JULY, 2014 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 Qimat Rai Gupta to chair the meeting.
Chairman welcomed all the Shareholders, Directors and others at the 31 st AGM and introduced the persons sitting at the Dais.
The quorum being present he 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.
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 e-voting facility to the members entitled to cast their vote on all the Resolutions as set out in the Notice of AGM during the period from 3 rd July, 2014 to 5 th July, 2014 as per the provisions of Companies Act, 2013 read with Rules framed thereunder. Ms Balika Sharma was appointed as the Scrutinizer for the purpose of carrying out the evoting process in a fair and transparent manner.
In view of giving similar voting rights to the members present in the AGM, a Poll was ordered for the voting on all the 13 Resolutions of Ordinary and Special businesses as set out in the Notice of AGM. Mr. Harish Khurana, Practising Company Secretary was appointed as the Scrutinizer for independently carrying out the poll.
The members were informed that the Results would be declared after considering the voting by poll by members present in the AGM and also the e-voting by other members already done. They were also informed that the Results would be submitted to the Stock Exchanges (NSE and BSE) within 48 hours of the conclusion of the AGM and placed on the website of the Company.
Before ordering 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.
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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E-mail: marketing@havells.com, www.havells.com

Registered Office: 1, Raj Narain Marg, Civil Lines, Delhi - 110001, India

CIN: L31900DL1983PLC016104

Date of the AGM: 9TH JULY 2014

Total number of shareholders on record date i.e. 23rd May, 2014: **27845**

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

Promoters and Promoter Group: **10 through proxy**

Public: **215 in person; 37 through proxy**

No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group: **NONE**

Public: **NONE**

Directors Present:

1. **Shri Qimat Rai Gupta: Chairman and Managing Director**
2. **Shri Anil Rai Gupta: Joint Managing Director**
3. **Shri Surjit Gupta: Non-executive Director**
4. **Shri Rajesh Gupta: Director - Finance**
5. **Shri V K Chopra: Independent Director, Chairman of Audit Committee**
6. **Shri S B Mathur: Independent Director, Chairman of Stakeholders/ Relationship Grievance Redressal Committee**
7. **Shri S K Tuteja: Independent Director, Chairman of Nomination and Remuneration Committee**

On the basis of Scrutinizer's Report dated 8th July, 2014 on the results of 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 Scrutinizer's Report dated 10th July, 2014 on the results of poll conducted on the occasion of the 31st Annual General Meeting on all items as set out in the Notice of AGM, the results are summarized as hereunder:

1. **Detail of the Agenda:** Adoption of Annual Accounts of the Company as on 31st March, 2014
Resolution required: Ordinary
Mode of voting: Passed with requisite majority by evoting and votes cast on poll.
2. **Detail of the Agenda:** Declaration of Final Dividend for the financial year ended 31st March, 2014 payable to Members
Resolution required: Ordinary
Mode of voting: Passed with requisite majority by evoting and votes cast on poll.
3. **Detail of the Agenda:** Re-appointment of Shri Surjit Gupta, retiring by rotation and being eligible, offering himself for re-appointment
Resolution required: Ordinary
Mode of voting: Passed with requisite majority by evoting and votes cast on poll.
4. **Detail of the Agenda:** Re-appointment of Statutory Auditors of the Company till the conclusion of the next Annual General Meeting
Resolution required: Ordinary
Mode of voting: Passed with requisite majority by evoting and votes cast on poll.



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Registered Office: T. Ra Nandan Marg, Co-1, New Delhi - 110 006, India

CIN: L21900DL1983PLC016305

5. **Detail of the Agenda:** Re-appointment of Shri Avinash Parkash Gandhi, as an Independent Director in terms of the Companies Act, 2013.
Resolution required: Ordinary
Mode of voting: Passed with requisite majority by evoting and votes cast on poll.
6. **Detail of the Agenda:** Re-appointment of Shri Vijay Kumar Chopra as an Independent Director in terms of the Companies Act, 2013.
Resolution required: Ordinary
Mode of voting: Passed with requisite majority by evoting and votes cast on poll.
7. **Detail of the Agenda:** Appointment of Shri Sunil Behari Mathur, as an Independent Director in terms of the Companies Act, 2013.
Resolution required: Ordinary
Mode of voting: Passed with requisite majority by evoting and votes cast on poll.
8. **Detail of the Agenda:** Appointment of Shri Surender Kumar Tuteja, as an Independent Director in terms of the Companies Act, 2013.
Resolution required: Ordinary
Mode of voting: Passed with requisite majority by evoting and votes cast on poll.
9. **Detail of the Agenda:** Appointment of Dr. Adarsh Kishore, as an Independent Director in Companies Act, 2013.
Resolution required: Ordinary
Mode of voting: Passed with requisite majority by evoting and votes cast on poll.
10. **Detail of the Agenda:** Change in period of office of Shri Qimat Rai Gupta, Chairman and Managing Director, to be liable to determination by retirement of Directors by rotation.
Resolution required: Special
Mode of voting: Passed with requisite majority by evoting and votes cast on poll.
11. **Detail of the Agenda:** Change in period of office of Shri Anil Rai Gupta, Joint Managing Director, to be liable to determination by retirement of Directors by rotation.
Resolution required: Ordinary
Mode of voting: Passed with requisite majority by evoting and votes cast on poll.
12. **Detail of the Agenda:** Change in period of office of Shri Rajesh Gupta, Whole-time Director (Finance), to be liable to determination by retirement of Directors by rotation.
Resolution required: Ordinary
Mode of voting: Passed with requisite majority by evoting and votes cast on poll.
13. **Detail of the Agenda:** Ratification of the Remuneration to be paid to the Cost Auditors of the Company for the financial year 2014-15.
Resolution required: Ordinary
Mode of voting: Passed with requisite majority by evoting and votes cast on poll.



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

CIN: L31900DL1982PLC016304

**The Board of Directors
HAVELLS INDIA LIMITED
1, Raj Narang Marg,
Civil lines,
New Delhi-110054**

Dear Sirs,

We have been appointed as scrutinizer to conduct the ballot process at the Annual General Meeting held on 9th July, 2014 in respect of following resolutions:

ORDINARY BUSINESS :-

- (1) Ordinary Resolution for adoption of the Audited Balance Sheet of the Company as at 31st March, 2014, the Profit and Loss Account and the Reports of the Auditors and Directors thereon.
- (2) Ordinary Resolution to declare final dividend.
- (3) Ordinary Resolution to appoint director Mr. Shri Surjit Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
- (4) Ordinary Resolution to re-appoint retiring auditors, M/s V. R. Bansal & Associates, Chartered Accountants and S R Batliboi & Co. LLP, upto conclusion of next annual general meeting of the Company.

SPECIAL BUSINESS :-

- (5) Ordinary Resolution to re-appoint Shri Avinash Parkash Gandhi as Independent Director of the Company.
- (6) Ordinary Resolution to re-appoint Shri Vijay Kumar Chopra as an Independent Director of the Company.
- (7) Ordinary Resolution to appoint Shri Sunil Behari Mathur as an Independent Director of the Company.
- (8) Ordinary Resolution to appoint Shri Surender KumarTuteja as an Independent Director of the Company.
- (9) Ordinary Resolution to appoint Dr. Adarsh Kishore as an Independent Director of the Company.



- (10) Special Resolution for changing office of Shri Qimat Rai Gupta, Chairman and Managing Director of the Company from non-retiring to director liable to retire by rotation in compliance with the Companies Act, 2013.
- (11) Ordinary Resolution for changing office of Shri Anil Rai Gupta, Joint Managing Director of the Company from non-retiring to director liable to retire by rotation in compliance with the Companies Act, 2013.
- (12) Ordinary Resolution for changing office of Shri Rajesh Gupta, the Whole-time Director (Finance) of the Company from non-retiring to director liable to retire by rotation in compliance with the Companies Act, 2013.
- (13) Ordinary Resolution for payment of remuneration to the Cost Auditor for the financial year 2014-15.

We submit our Report as under :

1. The Company handed over the ballot forms before starting of the Annual General Meeting of the Company i.e. on 9th July, 2014 to those shareholders whose name appeared in register of members as on 23rd May, 2014 and who casted their vote through poll at the annual general meeting.
2. All ballot forms were received after the conclusion of the Annual General Meeting of the Company.
3. The Ballot boxes were opened in my presence in due course of scrutiny thereof.
4. The ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such ballot forms.
5. I did not find any defaced or mutilated ballot paper.
6. A summary of ballot forms received is annexed with this report.
7. Results of the Report submitted by Ms. Balika Sharma, PCS, scrutinizer for e-Voting, have also been re-produced here and consolidated results have been provided item -wise, after taking into consideration results of the e-voting & poll at the AGM. However, we by this report do not authenticate the correctness of the report submitted by other scrutinizer. Copy of the report of e-Voting is being enclosed herewith.
8. We have on reckoning the voting rights of shareholders on the basis of the paid-up value of the shares registered in their names as on 23rd May, 2014 and voted through e-voting and at the venue of the Annual General Meeting of the Company and after taking consideration the total of the both mode of polling, found that total percentage of assent in respect of:



- a) Ordinary Resolution for adoption of the Audited Balance Sheet of the Company as at 31st March, 2014, the Profit and Loss Account and the Reports of the Auditors and Directors thereon is – 99.999%.
- b) Ordinary Resolution to declare final dividend is – 99.999%.
- c) Ordinary Resolution to appoint director Mr. Shri Surjit Gupta, who retires by rotation and being eligible, offers himself for re-appointment is – 99.94%.
- d) Ordinary Resolution to re-appoint retiring auditors, M/s V. R. Bansal & Associates, Chartered Accountants and S R Batliboi & Co. LLP upto conclusion of next annual general meeting of the Company is – 99.98%.
- e) Ordinary Resolution to re-appoint Shri Avinash Parkash Gandhi as an Independent Director of the Company is – 99.99%.
- f) Ordinary Resolution to re-appoint Shri Vijay Kumar Chopra as an Independent Director of the Company is – 96.11%.
- g) Ordinary Resolution to appoint Shri Sunil Behari Mathur as an Independent Director of the Company is – 96.12%.
- h) Ordinary Resolution to appoint Shri Surender Kumar Tuteja as an Independent Director of the Company is – 96.13%.
- i) Ordinary Resolution to appoint Dr. Adarsh Kishore as an Independent Director of the Company is – 99.999%.
- j) Special Resolution for changing office of Shri Qimat Rai Gupta, Chairman and Managing Director of the Company from non-retiring to director liable to retire by rotation in compliance with the Companies Act, 2013 is - 99.999%.
- k) Ordinary Resolution for changing office of Shri Anil Rai Gupta, Joint Managing Director of the Company from non-retiring to director liable to retire by rotation in compliance with the Companies Act, 2013 is – 99.999%.
- l) Ordinary Resolution for changing office of Shri Rajesh Gupta, the Whole-time Director (Finance) of the Company from non-retiring to director liable to retire by rotation in compliance with the Companies Act, 2013 is – 99.99%.
- m) Ordinary Resolution for payment of remuneration to Cost Auditors for the financial year 2014-15 is – 99.999%.



9. We have handed over the Ballot Forms and other related papers/ registers and records for safe custody to the Company.
10. You may accordingly declare the results of voting by Ballot.

Place : Delhi

Date : 10-07-2014



**For Harish Khurana & Associates
Company secretaries**

A handwritten signature in black ink, appearing to read "Harish K Khurana", written over a horizontal line.

**(Harish K Khurana)
C. P. No. 3506 ~**

DATE OF AGM –

9th July, 2014

Total No. of Shareholders as on record date – 27845

(1) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Adoption of Annual Accounts of the Company:

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	6608986	16.33	6608986	NA	100	NA
Public-Others	7357034	304318	4.14	304316	2	99.999	0.001
Total	124820751	83904888	67.22	83904886	2	99.999	0.001

**** Includes Body Corporate**



Mode of Voting : e-Voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	NA	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	13078561	32.31	13078561	NA	100.00	NA
Public-Others	7357034	9616	0.13	9571	45	99.53	0.47
Total	124820751	13088177	10.49	13088132	45	99.99	0.01

** Includes Body Corporate

Mode of Voting : Poll & e-Voting (Consolidated)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	19687547	48.64	19687547	NA	100	NA
Public-Others	7357034	313934	4.26	313887	47	99.98	0.02
Total	124820751	96993065	77.71	96993018	47	99.999	0.001

** Includes Body Corporate



(2) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Declaration of Final Dividend:

Mode of Voting : Poll

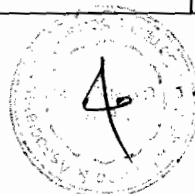
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	6608986	16.33	6608986	NA	100	NA
Public-Others	7357034	304318	4.14	304277	41	99.98	0.02
Total	124820751	83904888	67.22	83904847	41	99.999	0.001

** Includes Body Corporate

Mode of Voting : e-Voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	NA	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	13109809	32.39	13109809	NA	100	NA
Public-Others	7357034	9616	0.13	9616	NA	100	NA
Total	124820751	13119425	10.51	13119425	NA	100	NA

**Includes Body Corporate



Mode of Voting : Poll & e-Voting (Consolidated)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	19718795	48.72	19718795	NA	100	NA
Public-Others	7357034	313934	4.26	313893	41	99.98	0.02
Total	124820751	97024313	77.73	97024272	41	99.999	0.001

**Includes Body Corporate

(3) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Reappointment of Shri Surjit Gupta:**Mode of Voting : Poll**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	6608986	16.33	6608986	NA	100	NA
Public-Others	7357034	304318	4.14	304223	95	99.96	0.04
Total	124820751	83904888	67.22	83904793	95	99.999	0.001

**Includes Body Corporate

4

Mode of Voting : e-Voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	76991584	NA	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	11957434	49815	99.59	0.41
Public-Others	7357034	9556	0.13	9511	45	99.53	0.47
Total	124820751	12016805	9.63	11966945	49860	99.59	0.41

**Includes Body Corporate

Mode of Voting : Poll & e-Voting (Consolidated)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	18616235	46	18566420	49815	99.73	0.27
Public-Others	7357034	313874	4.26	313734	140	99.95	0.05
Total	124820751	95921693	76.85	95871738	49955	99.94	0.06

**Includes Body Corporate



(4) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Reappointment of Statutory Auditors:

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	6608986	16.33	6608986	NA	100	NA
Public-Others	7357034	304318	4.14	304262	56	99.98	0.02
Total	124820751	83904888	67.22	83904832	56	99.999	0.001

**Includes Body Corporate

Mode of Voting : e-Voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	NA	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	11992570	14679	99.88	0.12
Public-Others	7357034	9606	0.13	8561	1045	89.12	10.88
Total	124820751	12016855	9.63	12001131	15724	99.87	0.13

**Includes Body Corporate

4

Mode of Voting : Poll & e-Voting (Consolidated)

Promoter/Public	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	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	18616235	46	18601556	14679	99.92	0.08
Public-Others	7357034	313924	4.26	312823	1101	99.64	0.36
Total	124820751	95921743	76.85	95905963	15780	99.98	0.02

**Includes Body Corporate

(5) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Reappointment of Shri Avinash Parkash Gandhi:**Mode of Voting : Poll**

Promoter/Public	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	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	6608986	16.33	6608986	NA	100	NA
Public-Others	7357034	304318	4.14	302654	1664	99.45	0.55
Total	124820751	83904888	67.22	83903224	1664	99.99	0.01

**Includes Body Corporate

4

Mode of Voting : e-Voting

Promoter/Public	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	76991584	NA	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	12007249	NA	100	NA
Public-Others	7357034	9363	0.13	9363	NA	100	NA
Total	124820751	12016612	9.63	12016612	NA	100	NA

**Includes Body Corporate

Mode of Voting : Poll & e-Voting (Consolidated)

Promoter/Public	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	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	18616235	46	18616235	NA	100	NA
Public-Others	7357034	313681	4.26	312017	1664	99.47	0.53
Total	124820751	95921500	76.85	95919836	1664	99.99	0.01

**Includes Body Corporate

46

(6) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Reappointment of Shri Vijay Kumar Chopra:

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	6608986	16.33	6608986	NA	100	NA
Public-Others	7357034	304318	4.14	302653	1665	99.45	0.55
Total	124820751	83904888	67.22	83903223	1665	99.99	0.01

**Includes Body Corporate

Mode of Voting : e-Voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	NA	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	8282438	3724811	68.98	31.02
Public-Others	7357034	9400	0.13	9350	50	99.47	0.53
Total	124820751	12016649	9.63	8291788	3724861	69.00	31.00

**Includes Body Corporate

4

Mode of Voting : Poll & e-Voting (Consolidated)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	18616235	46	14891424	3724811	79.99	20.01
Public-Others	7357034	313718	4.26	312003	1715	99.45	0.55
Total	124820751	95921537	76.85	92195011	3726526	96.11	3.89

**Includes Body Corporate

(7) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Appointment of Shri Sunil Behari Mathur:**Mode of Voting : Poll**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	6608986	16.33	6608986	NA	100	NA
Public-Others	7357034	304318	4.14	304254	64	99.97	0.03
Total	124820751	83904888	67.22	83904824	64	99.999	0.001

**Includes Body Corporate

4

Mode of Voting : e-Voting

Promoter/Public	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	76991584	NA	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	8282438	3724811	69.98	31.02
Public-Others	7357034	8973	0.12	8923	50	99.44	0.56
Total	124820751	12016222	9.63	8291361	3724861	69.00	31.00

**Includes Body Corporate

Mode of Voting : Poll & e-Voting (Consolidated)

Promoter/Public	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	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	18616235	46	14891424	3724811	79.99	20.01
Public-Others	7357034	313291	4.26	313177	114	99.96	0.04
Total	124820751	95921110	76.85	92196185	3724925	96.12	3.88

**Includes Body Corporate

(8) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Appointment of Shri Surender Kumar Tuteja:

Mode of Voting : Poll

Promoter/Public	No. of shares held (1),	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	6608986	16.33	6608986	NA	100	NA
Public-Others	7357034	304318	4.14	304019	299	99.90	0.10
Total	124820751	83904888	67.22	83904589	299	99.999	0.001

**Includes Body Corporate

Mode of Voting : e-Voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	NA	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	8297117	3710132	69.10	30.90
Public-Others	7357034	9448	0.13	9448	NA	100	NA
Total	124820751	12016697	9.63	8306565	3710132	69.13	30.87

**Includes Body Corporate

Mode of Voting : Poll & e-Voting (Consolidated)

Promoter/Public	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	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	18616235	46	14906103	3710132	80.07	19.93
Public-Others	7357034	313766	4.26	313467	299	99.90	0.10
Total	124820751	95921585	76.85	92211154	3710431	96.13	3.87

**Includes Body Corporate

(9) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Appointment of Dr Adarsh Kishore:**Mode of Voting : Poll**

Promoter/Public	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	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	6608986	16.33	6608986	NA	100	NA
Public-Others	7357034	304318	4.14	303818	500	99.83	0.17
Total	124820751	83904888	67.22	83904388	500	99.999	0.001

**Includes Body Corporate

4

Mode of Voting : e-Voting

Promoter/Public	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	76991584	NA	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	12007249	NA	100	NA
Public-Others	7357034	9413	0.13	9368	45	99.52	0.48
Total	124820751	12016662	9.63	12016617	45	99.99	0.01

**Includes Body Corporate

Mode of Voting : Poll & e-Voting (Consolidated)

Promoter/Public	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	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	18616235	46	18616235	NA	100	NA
Public-Others	7357034	313731	4.26	313186	545	99.82	0.18
Total	124820751	95921550	76.85	95921005	545	99.999	0.001

**Includes Body Corporate

4

(10) Details of the voting result as per clause 35A of the Listing Agreement in respect of Special Resolution passed for Change in period of office of Shri Qimat Rai Gupta:

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	6608986	16.33	6608986	NA	100	NA
Public-Others	7357034	304318	4.14	304270	48	99.98	0.002
Total	124820751	83904888	67.22	83904840	48	99.999	0.001

**Includes Body Corporate

Mode of Voting : e-Voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	NA	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	12007249	NA	100	NA
Public-Others	7357034	9606	0.13	9556	50	99.48	0.52
Total	124820751	12016855	9.63	12016805	50	99.99	0.01

**Includes Body Corporate

Mode of Voting : Poll & e-Voting (Consolidated)

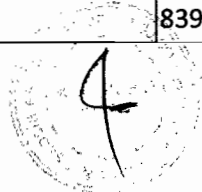
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	18616235	46	18616235	NA	100	NA
Public-Others	7357034	313924	4.27	313826	98	99.97	0.03
Total	124820751	95921743	76.85	95921645	98	99.999	0.001

**Includes Body Corporate

(11) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Change in period of office of Shri Anil Rai Gupta:**Mode of Voting : Poll**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	6608986	16.33	6608986	NA	100	NA
Public-Others	7357034	304318	4.14	304070	248	99.92	0.08
Total	124820751	83904888	67.22	83904640	248	99.999	0.001

**Includes Body Corporate



Mode of Voting : e-Voting

Promoter/Public	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	76991584	NA	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	12007249	NA	100	NA
Public-Others	7357034	9606	0.13	9556	50	99.48	0.52
Total	124820751	12016855	9.63	12016805	50	99.99	0.01

**Includes Body Corporate

Mode of Voting : Poll & e-Voting (Consolidated)

Promoter/Public	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	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	18616235	46	18616235	NA	100	NA
Public-Others	7357034	313924	4.27	313626	298	99.91	0.09
Total	124820751	95921743	76.85	95921445	298	99.999	0.001

**Includes Body Corporate

4

(12) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Change in period of office of Shri Rajesh Gupta:

Mode of Voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	6608986	16.33	6608986	NA	100	NA
Public-Others	7357034	304318	4.14	302650	1668	99.45	0.55
Total	124820751	83904888	67.22	83903220	1668	99.99	0.01

**Includes Body Corporate

Mode of Voting : e-Voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	NA	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	12007249	NA	100	NA
Public-Others	7357034	9606	0.13	9561	45	99.53	0.47
Total	124820751	12016855	9.63	12016810	45	99.99	0.01

**Includes Body Corporate

Mode of Voting : Poll & e-Voting (Consolidated)

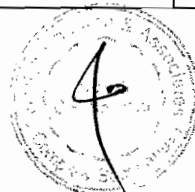
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	18616235	46	18616235	NA	100	NA
Public-Others	7357034	313924	4.27	312211	1713	99.45	0.55
Total	124820751	95921743	76.85	95920030	1713	99.99	0.01

**Includes Body Corporate

(13) Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Ratification of the Remuneration to be paid to Cost Auditors:**Mode of Voting : Poll**

Promoter/Public	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	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	6608986	16.33	6608986	NA	100	NA
Public-Others	7357034	304318	4.14	303770	548	99.82	0.18
Total	124820751	83904888	67.22	83904340	548	99.999	0.001

**Includes Body Corporate



Mode of Voting : e-Voting

Promoter/Public	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	76991584	NA	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	11084147	27.39	11084147	NA	100	NA
Public-Others	7357034	9606	0.13	9561	45	99.53	0.47
Total	124820751	11093753	8.89	11093708	45	99.99	0.01

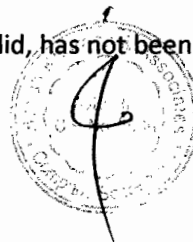
**Includes Body Corporate

Mode of Voting : Poll & e-Voting (Consolidated)

Promoter/Public	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	76991584	76991584	100	76991584	NA	100	NA
Public – Institutional holders**	40472133	17693133	43.71	17693133	NA	100	NA
Public-Others	7357034	313924	4.27	313331	593	99.81	0.19
Total	124820751	94998641	76.11	94998048	593	99.999	0.001

**Includes Body Corporate

Note – Votes cast through poll process and declared as invalid, has not been taken into consideration in the above stated poll and consolidated result column.



Balika Sharma & Associates
(Company Secretary In Practice)

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E mail : balikasharma@gmail.com

Scrutinizer(s) Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman

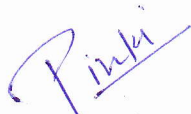
Annual General Meeting of the Equity Shareholders **Havells India Limited** to be held on 9th day of July, 2014 at 10.00 a.m. at Sri Sathya Sai International, Centre Pragati Vihar, Lodhi Road, New Delhi – 110 003

Dear Sir,

I, Balika Sharma, Practicing Company Secretary, having office at Flat No.211 Pocket A/3, Sector-7, Rohini, New Delhi-110085, have been appointed as scrutinizer of Havells India Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned Resolution(s), at the Annual General Meeting of the Equity Shareholders of Havells India Limited to be held on 9th day of July, 2014 at 10.00 a.m. at Sri Sathya Sai International, Centre Pragati Vihar, Lodhi Road, New Delhi – 110 003. We submit our report as under:

1. The e-voting period remained open from 3rd July, 2014 (8.30 a.m.) to 5th July, 2014 (5.00 p.m.)
2. The Shareholders holding shares as on the "cut off" date i.e. 23rd May 2014 were entitled to vote on the proposed Resolutions (item no. 1 to 13 as set out in the Notice of the AGM of Havells India Limited)
3. The votes were unblocked on 5th July, 2014 around 6:30 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 (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



Balika Sharma & Associates
(Company Secretary In Practice)

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Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>).

5. The result of the e-voting is as under:

5.1 Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Adoption of Annual Accounts of the Company:

Promoter / Public	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	76991584	NIL	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	13078561	32.31	13078561	0	100.00	0.00
Public-Others	7357034	9616	0.13	9571	45	99.53	0.47
Total	124820751	13088177	10.49	13088132	45	99.99	0.01

** Includes body corporates

5.2 Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Declaration of Final Dividend:

Promoter / Public	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	76991584	NIL	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	13109809	32.39	13109809	0	100	0
Public-Others	7357034	9616	0.13	9616	0	100	0
Total	124820751	13119425	10.51	13119425	0	100	0

** Includes body corporates



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5.3 Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Reappointment of Shri Surjit Gupta:

Promoter / Public	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	76991584	NIL	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	11957434	49815	99.59	0.41
Public-Others	7357034	9556	0.13	9511	45	99.53	0.47
Total	124820751	12016805	9.63	11966945	49860	99.59	0.41

** Includes body corporates

5.4 Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Reappointment of Statutory Auditors:

Promoter / Public	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	76991584	NIL	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	11992570	14679	99.88	0.12
Public-Others	7357034	9606	0.13	8561	1045	89.12	10.88
Total	124820751	12016855	9.63	12001131	15724	99.87	0.13

** Includes body corporates



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5.5 Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Reappointment of Shri Avinash Parkash Gandhi:

Promoter / Public	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	76991584	NIL	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	12007249	0	100	0
Public-Others	7357034	9363	0.13	9363	0	100	0
Total	124820751	12016612	9.63	12016612	0	100	0

** Includes body corporates

5.6 Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Reappointment of Shri Vijay Kumar Chopra:

Promoter / Public	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	76991584	NIL	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	8282438	3724811	68.98	31.02
Public-Others	7357034	9400	0.13	9350	50	99.47	0.53
Total	124820751	12016649	9.63	8291788	3724861	69.00	31.00

** Includes body corporates



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5.7 Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Appointment of Shri Sunil Behari Mathur:

Promoter / Public	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	76991584	NIL	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	8282438	3724811	69.98	31.02
Public-Others	7357034	8973	0.12	8923	50	99.44	0.56
Total	124820751	12016222	9.63	8291361	3724861	69.00	31.00

** Includes body corporates

5.8 Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Appointment of Shri Surender Kumar Tuteja:

Promoter / Public	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	76991584	NIL	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	8297117	3710132	69.10	30.90
Public-Others	7357034	9448	0.13	9448	0	100	0
Total	124820751	12016697	9.63	8306565	3710132	69.13	30.87

** Includes body corporates



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5.9 Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Appointment of Dr Adarsh Kishore:

Promoter / Public	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	76991584	NIL	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	12007249	0	100	0
Public-Others	7357034	9413	0.13	9368	45	99.52	0.48
Total	124820751	12016662	9.63	12016617	45	99.99	0.01

** Includes body corporates

5.10 Details of the voting result as per clause 35A of the Listing Agreement in respect of Special Resolution passed for Change in period of office of Shri Qimat Rai Gupta:

Promoter / Public	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	76991584	NIL	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	12007249	0	100	0
Public-Others	7357034	9606	0.13	9556	50	99.48	0.52
Total	124820751	12016855	9.63	12016805	50	99.99	0.01

** Includes body corporates



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5.11 Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Change in period of office of Shri Anil Rai Gupta:

Promoter / Public	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	76991584	NIL	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	12007249	0	100	0
Public-Others	7357034	9606	0.13	9556	50	99.48	0.52
Total	124820751	12016855	9.63	12016805	50	99.99	0.01

** Includes body corporates

5.12 Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Change in period of office of Shri Rajesh Gupta:

Promoter / Public	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	76991584	NIL	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	12007249	29.67	12007249	0	100	0
Public-Others	7357034	9606	0.13	9561	45	99.53	0.47
Total	124820751	12016855	9.63	12016810	45	99.99	0.01

** Includes body corporates



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5.13 Details of the voting result as per clause 35A of the Listing Agreement in respect of Ordinary Resolution passed for Ratification of the Remuneration to be paid to Cost Auditors:

Promoter / Public	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	76991584	NIL	NA	NA	NA	NA	NA
Public – Institutional holders**	40472133	11084147	27.39	11084147	0	100	0
Public-Others	7357034	9606	0.13	9561	45	99.53	0.47
Total	124820751	11093753	8.89	11093708	45	99.99	0.01

** Includes body corporates

6. The register, all other papers and relevant records relating electronic voting shall remain in our safe custody until the chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same are handed over the Company Secretary for safe keeping.

Thanking you,

Yours faithfully

For Balika Sharma & Associates

B. Sharma
Company Secretary: Balika Sharma

C. P. No.: 3222

Place: New Delhi

Date: 08.07.2014

