

RESULT OF POSTAL BALLOT

Result of the voting conducted through Postal Ballot on the Special Resolutions passed under section 192A of the Companies Act, 1956 read with the Companies (passing of the Resolution by Postal Ballot) Rules, 2011 (including any statutory modification or re-enactment thereof for the time being in force) for the purpose of Increasing the limit of shareholding by registered FIIs to 40%, Alteration of Object Clause and Commencement of new business.

The Company had appointed Shri S Venkitaraman , Company Secretary in Whole Time Practice, as the scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Shri S Venkitaraman has submitted his report dated April 8, 2013 to the Company.

The details of Resolutions passed by Postal ballot are as under:

Details of Resolution	Special Resolution for: 1. Increasing the limit of shareholding by registered FIIs upto 40% 2. Alteration of Object Clause of the Memorandum of Association 3. Commencement of new business.
Resolutions required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	February 21, 2013
Record date for reckoning voting rights	February 22, 2013
Date of Dispatch of notice	March 7, 2013
Total No. of shareholders on record date	29126

(I) RESULT OF POSTAL BALLOT FOR INCREASING THE LIMIT OF FIIs TO 40% IN THE PAID UP SHARE CAPITAL OF THE COMPANY:

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **29126**

	Particulars	Physical	Electronic	Total
(a)	Total postal ballot forms received	318	112	430
(b)	Total number of votes casted	5743935	75595528	81339463
(c)	Less: Invalid no. of votes casted	1368443	0	1368443
(d)	Valid no. of votes casted (Net)	4375492	75595528	79971020
(e)	Total no. of votes with assent for the resolution	4375409	75592081	79967490
(f)	Total no. of votes with dissent for the Resolution	83	3447	3530

HAVELLS INDIA LTD.

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Registered Office: 1, Raj Narain Marg, Civil Lines, Delhi - 110 054 (India)
Customer Care: Toll Free 1800 103 1313 (MTNL/BSNL), 011-4166 0303 (Landline)

% of total votes casted in favor of the Resolution: **99.996%**

% of total votes casted against the Resolution: **0.004%**

(II) RESULT OF POSTAL BALLOT FOR ALTERATION OF 'OBJECT CLAUSE' OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **29126**

	Particulars	Physical	Electronic	Total
(a)	Total postal ballot forms received	316	111	427
(b)	Total number of votes casted	5743925	75595521	81339446
(c)	Less: Invalid no. of votes casted	1368443	0	1368443
(d)	Valid no. of votes casted (Net)	4375482	75595521	79971003
(e)	Total no. of votes with assent for the resolution	4375408	75591975	79967383
(f)	Total no. of votes with dissent for the Resolution	74	3546	3620

% of total votes casted in favor of the Resolution: **99.995%**

% of total votes casted against the Resolution: **0.005%**

(III) RESULT OF POSTAL BALLOT FOR COMMENCEMENT OF NEW BUSINESS:

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **29126**

	Particulars	Physical	Electronic	Total
(a)	Total postal ballot forms received	317	111	428
(b)	Total number of votes casted	5743935	74395597	80139532
(c)	Less: Invalid no. of votes casted	1368443	0	1368443
(d)	Valid no. of votes casted (Net)	4375492	74395597	78771089
(e)	Total no. of votes with assent for the resolution	4375418	74392126	78767544
(f)	Total no. of votes with dissent for the Resolution	74	3471	3545

% of total votes casted in favor of the Resolution: **99.995%**

% of total votes casted against the Resolution: **0.005%**

(IV) Details of the voting result as per clause 35A of the Listing Agreement for the Resolution passed against increasing the limit of FII's to 40% in the paid up share capital 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	76812852	76812852	100%	76812852	0	100%	0
Public – Institutional holders	33457605	3069705	9.17%	3069705	0	100%	0
Public- Others	14504355	88463	0.61%	84933	3530	96.01%	3.99%
Total	124774812	79971020	64.09%	79967490	3530	99.996%	0.004%

The Number of votes polled in favour of the Special Resolutions is 79967490 (99.996% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

(V) Details of the voting result as per clause 35A of the Listing Agreement for the Resolution passed against Alteration of 'Object Clause' of the Memorandum of Association 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	76812852	76812852	100%	76812852	0	100%	0

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Public – Institutional holders	33457605	3069705	9.17%	3069705	0	100%	0
Public- Others	14504355	88446	0.61%	84826	3620	95.91%	4.09%
Total	124774812	79971003	64.09%	79967383	3620	99.995%	0.005%

The Number of votes polled in favour of the Special Resolutions is 79967383 (99.995% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

(VI) Details of the voting result as per clause 35A of the Listing Agreement for the Resolution passed against Commencement of New Business:

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	76812852	75612852	98.44%	75612852	0	100%	0
Public – Institutional holders	33457605	3069705	9.17%	3069705	0	100%	0
Public- Others	14504355	88532	0.61%	84987	3545	96%	4%
Total	124774812	78771089	63.13%	78767544	3545	99.995%	0.005%

* Under these columns, the valid votes polled are mentioned.

The Number of votes polled in favour of the Special Resolutions is 78767544 (99.995% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

For Havells India Limited



(Anil Rai Gupta)

Joint Managing Director

Place: Delhi

Date: 9th April, 2013

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