



HAVELLS INDIA LIMITED

Regd. Office: 1, Raj Narain Marg, Civil Lines, Delhi – 110 054, CIN: L31900DL1983PLC016304

Corp. Office: 'QRG Towers', 2D, Sector 126, Expressway, Noida – 201 304 (U.P.)

Tel. # 0120-3331000; Fax # 0120-3332000; Email: investors@havells.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

To
The Members of Havells India Limited

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("the Rules") that the Resolutions appended below are proposed to be passed by the Members as Special Resolutions by way of Postal Ballot by giving their assent/ dissent thereto for the purpose of Sub-division of nominal value of each Equity Share of Rs. 5/- (Rupees Five only) each into 5 Equity Shares of Re. 1/- (Rupee One only) each and the consequent amendment to the Memorandum of Association of the Company.

The Explanatory Statement pertaining to all the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

In the event the draft Resolutions as set out are assented to by requisite majority of Members by means of a Postal Ballot, they shall be deemed to have been passed as Special Businesses at an Extraordinary General Meeting. The Special Resolutions shall be declared as passed if the numbers of votes cast in their favour are not less than three times the number of votes cast, if any, against the said Resolutions. The date of the announcement of result of Postal Ballot shall be considered to be the date of Extraordinary General Meeting and the date of passing of the said Resolutions.

Please carefully read the instructions printed on the enclosed Postal Ballot Form and return the Form duly completed in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer before the close of working hours on 4th August, 2014.

ITEM NO. 1

Sub-division of each Equity Share of Rs. 5/- each into 5 Equity Shares of Re. 1/- each

To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 26 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which term shall also include the Share Allotment and Transfer Committee of the Board), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the nominal value of Rs. 5/- (Rupees Five only) each in the Capital of the Company fully paid up, into 5 Equity Shares of Re. 1/- (Rupee One only) each fully paid up and all the Equity shares of Rs. 5/- (Rupees Five only) each fully paid, of the Company, be sub-divided accordingly, with effect from the Record Date as may be fixed for the purpose.

RESOLVED FURTHER THAT upon Sub-division as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of Rs. 5/- (Rupees Five only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, either call back the existing Share Certificate(s) from the Shareholders or without requiring the surrender of the existing Share Certificate(s), directly issue and despatch the new Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s) subject to the provisions laid down in the Companies (Issue of Share Certificates) Rules, 1960 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered in the best interest of the Company."

ITEM NO. 2

Alteration of Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:

"RESOLVED THAT upon the Resolution for Sub-division of the Nominal Face Value of Equity Shares being duly passed and pursuant to the provisions of Section 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, the existing Clause V of the Memorandum of Association of the Company as to the Share Capital be and is hereby deleted and in its place and stead the following Clause V shall be substituted:

"V The Authorised Share Capital of the Company is Rs. 100,05,00,000/- (Rupees One Hundred Crores Five Lakhs only) divided into 100,05,00,000 (One Hundred Crores Five Lakhs only) Equity Shares of Re. 1/- (Rupee One only) each."

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered in the best interest of the Company."

By order of the Board
For Havells India Limited

Sanjay Kumar Gupta
Company Secretary

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.
2. The Board vide its Resolution passed on 30th June, 2014 has appointed Ms. Balika Sharma, FCS No. F4816, CP No. 3222, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage prepaid envelope, so as to reach the Scrutinizer within a period of 30 days from the date of despatch of notice i.e. before the close of working hours on **4th August, 2014**.
4. The Notice is being sent to all the Members, whose names would appear in the Register of Members/ Record of Depositories as on the close of working hours on 27th June, 2014 i.e. the cut-off date. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
5. **The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot.** E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier. Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from Corporate Office of the Company and send the same by post to the Corporate Office of the Company addressed to the Scrutinizer. Members may contact Shri Sanjay Gupta, Company Secretary, for any grievances connected with voting by postal ballot including voting by electronic means at the Corporate Office of the Company at 'QRG Towers', 2D, Sector 126, Expressway, Noida - 201 304 (U.P.), Tel. # 0120-3331000.
6. The Scrutinizer will submit her Report after completion of the scrutiny, addressed to the Chairman on 7th August, 2014. The Chairman will, or in his absence any other person so authorized by him will, announce the result of voting by postal ballot on 7th August, 2014 at 4:00 P.M. at the Corporate Office of the Company at QRG Towers, 2D, Sector 126, Expressway, Noida - 201 304 (U.P.) and the Resolutions will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Members who wish to be present at the venue at the time of declaration of the result are welcome to do so. The results of the Postal Ballot along with the scrutinizer's report will also be displayed at the Company's Registered Office and hosted on the website of the Company www.havells.com besides being communicated to the stock exchanges on which the shares of the Company are listed.

7. A copy of the Memorandum of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to the date of declaration of the result of Postal Ballot.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Sub-division of each Equity Share of Rs. 5/- each into 5 Equity Shares of Re. 1/- each

The Equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). In order to facilitate the benefit of more liquidity and broad basing of small investors, the Board of Directors of the Company, in its meeting held on 30th June, 2014, have approved the Sub-division of the nominal value of Equity shares of the Company of Rs. 5/- each into smaller denomination of Re. 1/- each, subject to the approval of Members.

Accordingly, each Equity share of the Company of the nominal value Rs. 5/- each existing on the Record Date, shall stand sub-divided into 5 Equity shares of the nominal value of Re. 1/- each.

The Record Date for the aforesaid Sub-division of Equity shares will be fixed after the approval of shareholders is obtained, pursuant to this Postal Ballot.

The Board recommends the Resolution as set out in Item No. 1 of the accompanying Notice for the approval of Members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 2

Alteration of Memorandum of Association of the Company

The proposed Sub-division of the Equity shares of the Company of Rs. 5/- each into smaller denomination of Re. 1/- each requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorised Share Capital of the Company consequent to the proposed Sub-division i.e. from Rs. 100,05,00,000/- (Rupees One Hundred Crores Five Lakhs only) divided into 20,01,00,000 (Twenty Crores One Lac only) Equity Shares of Rs. 5/- (Rupees Five only) each to Rs. 100,05,00,000/- (Rupees One Hundred Crores Five Lakhs only) divided into 100,05,00,000 (One Hundred Crores Five Lakhs only) Equity Shares of Re. 1/- (Rupee One only) each.

The Board of Directors of your Company has approved this item in its Meeting held on 30th June, 2014 and recommends the Resolution as set out in Item No. 2 of the accompanying Notice for the approval of members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

Noida
30th June, 2014

**By order of the Board
For Havells India Limited**

**Sanjay Kumar Gupta
Company Secretary**

INSTRUCTIONS

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A member desiring to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope before the close of working hours (5 P.M.) on or before 4th August, 2014. The postage will be borne and paid by the Company.
2. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in pt. (1) above.
4. This Postal Ballot Form should be completed and signed by the Member or Members, in case of joint holding as per the specimen signature registered with the Company/ Depository Participant by the first named member and in his absence, by the next named joint holder.
5. Incomplete, unsigned and incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. In case the shares are held by Body Corporate/ Trust, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with the attested specimen signature of the authorised signatories.
7. Members are requested not to send any other paper (other than Board Resolution/Authority as mentioned in the item no. 6 above) along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

1. The Company also offers e-Voting facility. Please see the instructions below for details.

A. In case of shareholders receiving e-mail from NSDL:

- a. Open e-mail and open PDF file viz; "HAVELLS e-Voting.pdf" with your Client ID or Folio No. as password containing your user ID and password for e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- c. Click on "Shareholder - "Login"
- d. Put user ID and password as initial password noted in step (a) above. Click Login .
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of "e-voting" opens. Click on "e-voting: --- Active Voting Cycles."
- g. Select "EVEN" of Havells India Limited
- h. Now you are ready for "e-voting" as "Cast Vote" page opens.
Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail csbalikasharma.h@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case of shareholders receiving Postal Ballot Form by Post

- a. Initial password is provided at the bottom of the Postal Ballot Form. Please follow all steps from Sl. No. (b) to Sl. No. (j) above, to cast vote.
2. The e-voting period commences on 6th July, 2014 (8:30 am) and ends on 4th August, 2014 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 27th June, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 3. If you are already registered with NSDL for e-voting then you can use your existing User ID and password for casting your vote.
 4. You can update your mobile number and email ID in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-voting system in future.
 5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the "downloads" section of www.evoting.nsdl.com.



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POSTAL BALLOT FORM

Sl. No.:

1. Name and Registered Address of the Sole / First named Shareholder

2. Names of Joint Holders, if any

3. Registered Folio No. / DPID No. & Client ID No.* (*applicable to investors holding shares in dematerialized form)

4. No. of Shares held

5. I/ We hereby exercise my/ our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company by sending my/ our assent or dissent to the Resolutions by placing tick (✓) mark in the appropriate boxes below:

S. No	Description	No. of shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
(1)	Special Resolution for Sub-division of each Equity Share of Rs. 5/- each into 5 Equity Shares of Re. 1/- each			
(2)	Special Resolution for Alteration of Memorandum of Association of the Company			

Place:

Date:

(Signature of the Shareholder)

Notes:

1. Last date for receipt of Postal Ballot form by Scrutinizer is 4th August, 2014.
2. Please read the instructions printed over leaf carefully before completing this Form.

ELECTRONIC VOTING PARTICULARS

EVEN	User Id	Password