



HAVELLS

9th June, 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 u/c 31(d) and Results of the Postal Ballot u/c 35A

Dear Sir,

In terms of Clause 31(d) of the Listing Agreement, we enclose herewith, a copy of the proceedings held today i.e. 9th June, 2014, approving the following Special/ Ordinary Resolution(s) sought to be passed by means of a Postal Ballot under section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, notice whereof was sent to the Stock Exchanges vide Company's letter dated 5th May, 2014:

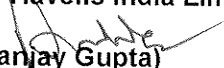
- 1) Special Resolution for Acceptance of Deposits from Members and/ or Public u/s 73 and 76 of the Companies Act, 2013;
- 2) Special Resolution u/s 180(1)(c) of the Companies Act, 2013 for Limits of Borrowings;
- 3) Special Resolution u/s 180(1)(a) of the Companies Act, 2013 for Providing Security in connection with the borrowings of the Company;
- 4) Special Resolution u/s 188 of the Companies Act, 2013 for Transactions with Related Parties;
- 5) Special Resolution u/s 197 of the Companies Act, 2013 for Payment of Commission to Non-Executive Independent Directors of the Company;
- 6) Special resolution for Variation in the Terms of Remuneration of Shri Qimat Rai Gupta, Chairman and Managing Director, u/s 196,197,198 & 203 read with Schedule V to the Companies Act, 2013;
- 7) Ordinary Resolution for Variation in the Terms of Remuneration of Shri Anil Rai Gupta, Joint Managing Director, u/s 196,197,198 & 203 read with Schedule V to the Companies Act, 2013; and
- 8) Special Resolution u/s 62(1)(b) of the Companies Act, 2013 and clause 7 and 17.1 of the SEBI(ESOP and ESPS) Guidelines, 1999 for amending Havells Employees Stock Option Plan 2013 to include Part B – "Havells Employees Stock Purchase Plan 2014" and rename it as "Havells Employees Long Term Incentive Plan 2014" and related modifications thereto.

Also enclosed are the Results of voting conducted through postal ballot on the above-referred Special/ Ordinary Resolution(s) passed u/s 110 of the Act read with Rules framed thereunder alongwith voting details as required under clause 35A of the Listing Agreement.

The above is for your information and records.

Thanking you.

Yours faithfully,
for **Havells India Limited**


(Sanjay Gupta)
Company Secretary

Encl.: A/a

HAVELLS INDIA LTD.

Corporate Office: QRG Towers, 2D, Sector 125, Expressway, Noida - 201304, India
Tel: (91)-170-4771000 Fax: (91)-120-4773000

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

Registered Office: 1, Raj Nandan Marg, Colaba, Mumbai - 400 006, India

CIN:L31900DL1983PLC016304

PROCEEDINGS HELD ON 9TH JUNE, 2014 AT THE CORPORATE OFFICE OF THE COMPANY VIZ. HAVELLS INDIA LIMITED AT QRG TOWERS, 2D, SECTOR 126, EXPRESSWAY, NOIDA – 201 304 (UP) AT 4.00 PM

Present

Shri Anil Rai Gupta	-	Joint Managing Director
Shri Sanjay Gupta	-	Company Secretary
Shri S. Venkitaraman, PCS	-	Scrutinizer

The Company Secretary, Shri Sanjay Gupta, stated that the Board of Directors pursuant to Resolutions passed on 23rd April, 2014 accorded its consent to pass the following Resolutions under 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):

- 1) Special Resolution for Acceptance of Deposits from Members and/ or Public u/s 73 and 76 of the Companies Act, 2013;
- 2) Special Resolution u/s 180(1)(c) of the Companies Act, 2013 for Limits of Borrowings;
- 3) Special Resolution u/s 180(1)(a) of the Companies Act, 2013 for Providing Security in connection with the borrowings of the Company;
- 4) Special Resolution u/s 188 of the Companies Act, 2013 Transactions with Related Parties;
- 5) Special Resolution u/s 197 of the Companies Act, 2013 for Payment of Commission to Non-Executive Independent Directors of the Company;
- 6) Special resolution for Variation in the Terms of Remuneration of Shri Qimat Rai Gupta, Chairman and Managing Director, u/s 196, 197, 198 & 203 read with Schedule V to the Companies Act, 2013;
- 7) Ordinary Resolution for Variation in the Terms of Remuneration of Shri Anil Rai Gupta, Joint Managing Director, u/s 196, 197, 198 & 203 read with Schedule V to the Companies Act, 2013; and
- 8) Special Resolution u/s 62(1)(b) of the Companies Act, 2013 and clause 7 and 17.1 of the SEBI(ESOP and ESPS) Guidelines, 1999 for amending Havells Employees Stock Option Plan 2013 to include Part B – "Havells Employees Stock Purchase Plan 2014" and rename it as "Havells Employees Long Term Incentive Plan 2014" and related modifications thereto.

Further, the Board of Directors appointed Shri S Venkitaraman, Practicing Company Secretary, to act as the Scrutinizer in respect of the subject voting through Postal Ballot.

The Company offered e-voting facilities also to its members enabling them to cast their votes electronically. The Company had signed an agreement with the National Securities Depository Limited (NSDL) to enable the members to cast their votes electronically pursuant to Clause 35B of the Listing Agreement.

The Company Secretary further stated that the Company, on 7th May, 2014 dispatched / e-mailed to all its shareholders, a Notice dated 23rd April, 2014 under section 110 of the Companies Act, 2013, for obtaining the consent of the shareholders to the Special/ Ordinary Resolution(s) as set out therein by means of Postal Ballot.

It was further informed that the postal ballot form sent physically or electronically with the notice was to be returned by the shareholders to reach the Scrutinizer latest by 6th June, 2014. The Company Secretary further stated that Scrutinizer, Shri S Venkitaraman, had carried out the scrutiny of all the postal ballot forms received upto the close of working hours (5 P.M.) on 6th June, 2014 and that he had submitted his Report thereon, of even date i.e. 9th June, 2014, addressed to the Chairman of the Company.

For HAVELLS INDIA LIMITED

HAVELLS INDIA LTD.
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Registered Office: T. Raj Narain Marg, Civil Lines, Delhi - 110 054 (India)
CIN:L31900DL1983PLC016304

Based on the above Report, Shri Anil Rai Gupta, Joint Managing Director, declared the result of the voting exercise as follows:

SUMMARY OF RESULTS OF POSTAL BALLOT:

(1) Result of Postal Ballot for Acceptance of Deposits from Members and/ or Public u/s 73 and 76 of the Act

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

Particulars		Physical	Electronic	Total
a)	Total postal ballot forms received	70	396	466
b)	Total number of votes casted	20695203	87416769	108111972
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	20695203	87416769	108111972
e)	Total no. of votes with assent for the Resolution	20371973	80399542	100771515
f)	Total no. of votes with dissent for the Resolution	323230	7017227	7340457

% of total votes casted in favor of the Resolution: 93.21%

% of total votes casted against the Resolution: 6.79%

The following Resolution was thereafter declared to have been duly passed with requisite majority:

Acceptance of Deposits from Members and/ or Public u/s 73 and 76 of the Companies Act, 2013

“RESOLVED THAT pursuant to the provisions of Section 73 and Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to invite/ accept/ renew/ receive money by way of unsecured/ secured deposits, or in any other form, from public and/ or members of the Company, in any form or manner, through circular, advertisement or through any other permissible mode, up to permissible limits prescribed under applicable provisions of law and on such terms and conditions as the Board of Directors of the Company in its sole discretion deem fit and necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors and/ or any Committee thereof be and is hereby authorized to do all such acts, deeds, things and matters as the Board of Directors and/ or any Committee thereof may in its absolute discretion consider necessary, proper, expedient, desirable or appropriate for such invitation/ acceptance/ renewal/ receipt as aforesaid.”

(2) Result of Postal Ballot for Limits of Borrowings u/s 180(1)(c) of the Act

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

Particulars		Physical	Electronic	Total
a)	Total postal ballot forms received	70	397	467

For HAVELLS INDIA LIMITED

HAVELLS INDIA LTD.

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Company Secretary

b)	Total number of votes casted	20695203	87882935	108578138
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	20695203	87882935	108578138
e)	Total no. of votes with assent for the Resolution	20695203	87881413	108576616
f)	Total no. of votes with dissent for the Resolution	0	1522	1522

% of total votes casted in favor of the Resolution: 99.99%

% of total votes casted against the Resolution: 0.01%

The following Resolution was thereafter declared to have been duly passed with requisite majority:

Limits of Borrowings u/s 180(1)(c) of the Companies Act, 2013

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and in supersession of all earlier Resolutions passed in this regard under the Companies Act (earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company and / or any Committee thereof to borrow at its discretion, either from the Company’s Bank or any other Indian or Foreign Bank(s), Financial Institution(s) and / or any other Lending Institutions or persons from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers / FIs in the ordinary course of business) with or without security on such terms and conditions as they may think fit shall exceed the aggregate of the paid-up capital and free reserves of the Company that is to say, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board of Directors but shall not exceed the sum of Rupees 2500 Crores (Rupees Two Thousand Five Hundred Crores only) at any one time.”

(3) Result of Postal Ballot for Providing Security u/s 180(1)(a) of the Act in connection with borrowings of the Company

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

Particulars		Physical	Electronic	Total
a)	Total postal ballot forms received	70	394	464
b)	Total number of votes casted	20695203	87882742	108577945
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	20695203	87882742	108577945
e)	Total no. of votes with assent for the Resolution	20695203	87881469	108576672
f)	Total no. of votes with dissent for the Resolution	0	1273	1273

% of total votes casted in favor of the Resolution: 99.99%

% of total votes casted against the Resolution: 0.01%

The following Resolution was thereafter declared to have been duly passed with requisite majority:

For HAVELLS INDIA LIMITED

Company Secretary

HAVELLS INDIA LTD.

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Providing Security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to other approvals, if applicable or required under any statute(s) / rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act (earlier in force), the Board of Directors of the Company and / or any Committee thereof be and are hereby authorised and shall be deemed to have always been so authorised to create such mortgages/ charges/ hypothecation and/ or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and /or movable properties, current and / or fixed assets, tangible or intangible assets, book debts and / or claims of the Company wheresoever situate, present and future such charge to rank either pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created / to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks and other Lending Institution, and / or to such other persons, if any, from whom the Company has / or proposed / proposes to borrow money/ sums of moneys by way of Term Loans, Cash Credits, Overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered / to be entered into by the Board of Directors/ any Committee thereof of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.”

(4) Result of Postal Ballot for Transactions with Related Parties u/s 188 of the Act

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

Total No. of shareholders to whom Postal Ballot Form(s) were sent: 27814				
	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	70	376	446
b)	Total number of votes casted	20695203	10888304	31583507
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	20695203	10888304	31583507
e)	Total no. of votes with assent for the Resolution	20371973	3908427	24280400
f)	Total no. of votes with dissent for the Resolution	323230	6979877	7303107

% of total votes casted in favor of the Resolution: 76.88%

% of total votes casted against the Resolution: 23.12%

The following Resolution was thereafter declared to have been duly passed with requisite majority:

Transactions with Related Parties u/s 188 of the Companies Act, 2013

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2014 upto the maximum per annum amounts as appended below:

For HAVELLS INDIA LIMITED

Company Secretary

HAVELLS INDIA LTD.

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(Rs. in crores)

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) WEF 1 ST APRIL 2014					
	Transactions defined u/s 188(1) of Companies Act, 2013				Others
	Sale, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property	Donation (for CSR - Corporate Social Responsibility initiatives of the Company)
NAME OF RELATED PARTIES :-					
COMPANIES:					
QRG ENTERPRISES LIMITED	On actual basis.	5.00	0.10	60.00	-
QRG CENTRAL HOSPITAL & RESEARCH CENTRE LIMITED	Exempted being in the ordinary course of business and on arm's length basis.	-	-	-	-
QRG MEDICARE LIMITED		-	-	-	-
QRG CORPORATE SERVICES LIMITED		-	-	-	-
SYLVANIA INDIA LIMITED		-	-	-	-
AJANTA MERCANTILE LIMITED		-	-	-	-
TRUST / SOCIETY / FIRM / LLP:					
QRG FOUNDATION		-	-	-	10.00
GUPTAJEE & CO.		-	-	15.00	-
QRG WELLNESS LLP		-	-	-	-
THE VIVEKANANDA ASHRAMA		-	-	-	1.00
SUBSIDIARIES / STEP-DOWN SUBSIDIARIES / JOINT-VENTURE:					
HAVELLS HOLDINGS LIMITED along with all its SUBSIDIARY COMPANIES i.e. STEP-DOWN SUBSIDIARIES of Havells India Limited		10.00	-	6.00	-
HAVELLS EXIM LIMITED		-	-	2.00	-
JIANGSU HAVELLS SYLVANIA LIGHTING COMPANY LIMITED		5.00	-	1.00	-
DIRECTORS / KMPs / RELATIVES OF DIRECTORS AND KMPs / OTHER FIRMS AND COMPANIES in which directors have some interest as per the provisions of section 2(76) of the Companies Act, 2013		-	-	-	-

For HAVELLS INDIA LIMITED

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CIN:L31900DL1983PLC016304

Company Secretary

HAVELLS SYLVANIA

Grabtree STANDARD

RESOLVED FURTHER THAT to give effect to this Resolution the Board of Directors and/ or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things, as may be necessary in its absolute discretion deem necessary, proper desirable and to finalise any documents and writings related thereto.”

(5) Result of Postal Ballot for Payment of Commission to Non-Executive Independent Directors u/s 197 of the Act

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

Particulars		Physical	Electronic	Total
a)	Total postal ballot forms received	70	391	461
b)	Total number of votes casted	20695203	87881136	108576339
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	20695203	87881136	108576339
e)	Total no. of votes with assent for the Resolution	20695203	87878676	108573879
f)	Total no. of votes with dissent for the Resolution	0	2460	2460

% of total votes casted in favor of the Resolution: 99.99%

% of total votes casted against the Resolution: 0.01%

The following Resolution was thereafter declared to have been duly passed with requisite majority:

Payment of Commission to Non-Executive Independent Directors of the Company u/s 197 of the Companies Act, 2013

RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act') and allied Rules thereto, if any, and subject to maximum of 1% of the net profits of the Company, calculated in accordance with the provisions of section 198 of the Act, consent be and is hereby accorded to pay an annual commission of Rs. 5 lakhs to each of the Non-Executive Independent Directors of the Company for a period of 5 financial years commencing 1st April, 2013, in addition to the fee payable to such Directors for attending the Board and other meetings or reimbursement of expenses, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors and/ or any Committee thereof be and is hereby authorized to do all such acts, deeds, things and matters as the Board of Directors and/ or any Committee thereof may in its absolute discretion consider necessary, proper, expedient, desirable or appropriate.”

(6) Result of Postal Ballot for Variation in Terms of Remuneration of Shri Qimat Rai Gupta, Chairman and Managing Director of the Company, u/s 196,197,198 & 203 read with Schedule V to the Act

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

For HAVELLS INDIA LIMITED

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Company Secretary

Particulars				Total
		Physical	Electronic	
a)	Total postal ballot forms received	70	387	457
b)	Total number of votes casted	20695203	70696107	91391310
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	20695203	70696107	91391310
e)	Total no. of votes with assent for the Resolution	20695203	70695340	91390543
f)	Total no. of votes with dissent for the Resolution	0	767	767

% of total votes casted in favor of the Resolution: 99.99%

% of total votes casted against the Resolution: 0.01%

The following Resolution was thereafter declared to have been duly passed with requisite majority:

Variation in the Terms of Remuneration of Shri Qimat Rai Gupta, Chairman and Managing Director (CMD)

“RESOLVED THAT in modification of the earlier Resolution passed by the shareholders at the Annual General Meeting of the Company held on 5th July, 2013 and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent be and is hereby accorded for varying the terms and conditions of remuneration being paid to Shri Qimat Rai Gupta, Chairman and Managing Director of the Company, as enumerated herein below:

1. Period	From 1 st April, 2014 to 31 st March, 2019
2. Remuneration	
Salary	Rs. 20,00,000/- basic salary per month w.e.f 1 st April, 2014 upto maximum basic salary of Rs. 30,00,000/- per month
Commission	1.00% of the Profit before Tax
Perquisites: For this purpose perquisites are classified into three categories A, B and C:	
Category 'A'	
a)	Medical Reimbursement : Expenses incurred, including Medical Insurance, for self and family subject to a ceiling of one month's salary in a year or three month's salary over the period of three years.
b)	Bonus: As per policies and rules of the Company.
c)	Club Fees : Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
d)	Personal Accident Insurance/ Term Life Insurance Premium not exceeding Rs. 25,000/- p.a.
Category 'B'	
a)	Company's contribution towards Provident Fund, Superannuation Fund.
b)	Gratuity payable shall not exceed one months' salary for each completed year of service.
c)	Leave Entitlement: As per Company's Policy.

For HAVELLS INDIA LIMITED

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Company Secretary

Category 'C'
The Company shall provide a car with chauffeur and telephone at the residence. Provisions of the car for use in Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
Other allowances, benefits and perquisites admissible as per Rules of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or any Committee thereof be and is hereby authorised to alter or vary any or all of the terms, conditions and/ or to increase the remuneration of Shri Qimat Rai Gupta as approved subject to a maximum monthly basic salary of Rs. 30,00,000/- and perquisites including the monetary value thereof within the limits specified in Schedule V to the Companies Act, 2013, without any further reference to the Company in general meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company and/ or any Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard."

(7) Result of Postal Ballot for Variation in Terms of Remuneration of Shri Anil Rai Gupta, Joint Managing Director of the Company, u/s 196,197,198, 203 read with Schedule V to the Act

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	70	391	461
b)	Total number of votes casted	20695203	70697395	91392598
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	20695203	70697395	91392598
e)	Total no. of votes with assent for the Resolution	20695203	70696391	91391594
f)	Total no. of votes with dissent for the Resolution	0	1004	1004

% of total votes casted in favor of the Resolution: 99.99%

% of total votes casted against the Resolution: 0.01%

The following Resolution was thereafter declared to have been duly passed with requisite majority:

Variation in the Terms of Remuneration of Shri Anil Rai Gupta, Joint Managing Director (JMD)

"RESOLVED THAT in modification of the earlier Resolution passed by the shareholders at the Annual General Meeting of the Company held on 5th July, 2013 and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent be and is hereby accorded for varying the terms and

For HAVELLS INDIA LIMITED

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Registered Office: 1, Raj Narain Marg, Connaught Place, Delhi - 110 054 (India)

CIN:L31900DL1983PLC016304

Company Secretary

conditions of remuneration being paid to Shri Anil Rai Gupta, Joint Managing Director of the Company, as enumerated herein below:

1. Period	From 1 st April, 2014 to 31 st March, 2019
2. Remuneration	
Salary	Rs. 15,00,000/- basic salary per month w.e.f 1 st April, 2014 upto maximum basic salary of Rs. 25,00,000/- per month
Commission	0.75% of the Profit before Tax
Perquisites: For this purpose perquisites are classified into three categories A, B and C:	
Category 'A'	
a)	Medical Reimbursement : Expenses incurred, including Medical Insurance, for self and family subject to a ceiling of one month's salary in a year or three month's salary over the period of three years.
b)	Bonus: As per policies and rules of the Company.
c)	Club Fees : Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
d)	Personal Accident Insurance/ Term Life Insurance Premium not exceeding Rs. 25,000/- p.a.
Category 'B'	
a)	Company's contribution towards Provident Fund, Superannuation Fund.
b)	Gratuity payable shall not exceed one months' salary for each completed year of service.
c)	Leave Entitlement: As per Company's Policy.
Category 'C'	
The Company shall provide a car with chauffeur and telephone at the residence. Provisions of the car for use in Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.	
Other allowances, benefits and perquisites admissible as per Rules of the Company, from time to time.	

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or any Committee thereof be and is hereby authorised to alter or vary any or all of the terms, conditions and/ or to increase the remuneration of Shri Anil Rai Gupta as approved subject to a maximum monthly basic salary of Rs. 25,00,000/- and perquisites including the monetary value thereof within the limits specified in Schedule V to the Companies Act, 2013, without any further reference to the Company in general meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board of Directors of the Company and/ or any Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard."

For HAVELLS INDIA LIMITED

Company Secretary

HAVELLS INDIA LTD.

Corporate Office: QRG Towers, 2D, Sector 13C, Expressway, Noida - 201304, India
Tel: +91-120-4771000, Fax: +91-120-4772000
E-mail: marketing@havelis.com, www.havelis.com
Registered Office: 1, Raj Nandan Marg, Civil Lines, Delhi - 110 054 (India)

CIN:L31900DL1983PLC016304

(8) Result of Postal Ballot for Amending Havells Employees Stock Option Plan 2013 to include Part B - Havells Employees Stock Purchase Plan 2014 and rename it as Havells Employees Long-Term Incentive Plan, 2014 u/s 62(1)(b) of the Act and clause 7 & 17.1 of the SEBI (ESOP and ESPS) Guidelines, 1999

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

	Particulars	Physical		Electronic	Total
a)	Total postal ballot forms received	70	395		465
b)	Total number of votes casted	20695203	87881199		108576402
c)	Less: Invalid no. of votes casted	0	0		0
d)	Valid no. of votes casted (Net)	20695203	87881199		108576402
e)	Total no. of votes with assent for the Resolution	20139053	79763035		99902088
f)	Total no. of votes with dissent for the Resolution	556150	8118164		8674314

% of total votes casted in favor of the Resolution: 92.01%

% of total votes casted against the Resolution: 7.99%

The following Resolution was thereafter declared to have been duly passed with requisite majority:

Amendment to the Havells Employees Stock Option Plan 2013 to include Part B – “Havells Employees Stock Purchase Plan 2014” and to rename it as “Havells Employees Long Term Incentive Plan 2014” and related modifications thereto

“RESOLVED THAT in accordance with the provisions contained in the Memorandum and Articles of Association of the Company and pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the provisions contained in the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (“the SEBI Guidelines”) (including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee including the Nomination and Remuneration Committee which the Board may, at its discretion authorize to exercise certain or all of its powers, including the powers, conferred by this Resolution), consent and approval of the Members of the Company be and is hereby accorded to the Board, to grant, offer, issue, and allot shares through the Havells Employees Welfare Trust (“EW Trust”) or otherwise, under “Part B – Havells Employees Stock Purchase Plan 2014” to the existing Havells Employees Stock Option Plan 2013 (“Plan/ Part A”), hereinafter Part A and Part B shall be together referred to as Havells Employees Long Term Incentive Plan 2014 (“LTIP”), such that the shares to be allotted to the Eligible Employees, present and future, under LTIP shall not exceed the overall limit of 1% of the then paid up capital of the Company (i.e. not more than 12,47,748 (Twelve Lacs Forty Seven Thousand Seven Hundred and Forty Eight) Equity shares of Rs. 5/- each) for which approval was earlier granted by the Members vide special resolution passed by way of postal ballot on 23rd March, 2013.

For HAVELLS INDIA LIMITED

Company Secretary

HAVELLS INDIA LTD.

Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, India
Tel: +91-120-4771000, Fax: +91-120-4772000
E-mail: marketing@havells.com, www.havells.com
Registered Office: 1, Raj Narsim Marg, Con. Links, Delhi - 110 054 (India)

CIN:L31900DL1983PLC016304

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby granted to Part B of LTIP, and the Board, be and is hereby authorised to do all acts as it may in its absolute discretion deem necessary to give effect to Part B of LTIP including incur expenses in relation to the same.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby granted to the amendment(s) and variation(s) to various clauses of the Part A, as may be decided by the Board, in terms of Clause 7 of the SEBI Guidelines, provided that such amendment(s)/variation(s) are not detrimental to the interests of the employees of the Company.

RESOLVED FURTHER THAT the existing Plan (now Part A) shall remain in force with modified terms to include Part B i.e. Havells Employees Stock Purchase Plan 2014 under the LTIP and the Board/ Nomination and Remuneration Committee, as the case may be, shall implement the same from time to time in accordance and in compliance with the SEBI Guidelines.

RESOLVED FURTHER THAT without prejudice to the generality of the above, but subject to the terms as approved by the Members, the EW Trust be and is hereby authorised to implement Part B of LTIP under the supervision of the Nomination and Remuneration Committee of the Board.

RESOLVED FURTHER THAT the new equity shares be allotted in accordance with the Part B of LTIP either to the EW Trust which shall transfer to the employees covered under the LTIP or directly to the employees covered under the LTIP.

RESOLVED FURTHER THAT all the new equity shares to be issued and allotted under Part B as aforesaid shall rank *pari-passu* including dividend inter-se with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the LTIP on such terms and conditions as contained in the relevant explanatory statement to this Notice and make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the said LTIP from time to time in its sole discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company and any other applicable laws and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the Part B of LTIP on the stock exchanges as per the provisions of the Listing Agreement with the stock exchanges concerned, the SEBI Guidelines and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard.

For HAVELLS INDIA LIMITED

Company Secretary

HAVELLS INDIA LTD.

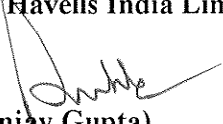
Corporate Office: QRG Towers, 20, Sector 126, Expressway, Noida - 201304, India
Tel: +91-120-4771000, Fax: +91-120-4772000
E-mail: marketing@havelis.com, www.havelis.com
Registered Office: 1, Raj Narain Marg, Civil Lines, Delhi - 110 054 (India)

CIN:L31900DL1983PLC016304

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any Committee, including the Nomination and Remuneration Committee, with power to further delegate to any executive(s)/ officer(s) of the Company to grant options under Part A or to allot shares under Part B to any Eligible Employee including but not limited to recall/cancel the options granted under Part A with equal allotment of shares as per the terms of Part B, with adjustment in lock-in period, as required, and to do all such acts, deeds, matters and things as also to execute such documents, writings etc., at any stage including at the time of listing of securities, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that all such acts, deeds, matters and things done and executed by the Board in relation to the grant or vesting of the options / shares as described above, be and are hereby ratified by the Company.

RESOLVED FURTHER THAT all acts and deeds done by the Board till date to further the objective of this Resolution be and are hereby ratified and approved.”

For **Havells India Limited**


(Sanjay Gupta)
Company Secretary

HAVELLS INDIA LTD.

Corporate Office: QRG Towers, 2D, Sector 12C, Expressway, Noida - 201304, India
Tel: +91-120-4771000, Fax: +91-120-4772000
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CIN:L31900DL1983PLC016304

RESULT OF POSTAL BALLOT

Result of the voting conducted through Postal Ballot on the Special/ Ordinary Resolution(s) passed under 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 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 9th June, 2014 to the Company.

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

(1) Result of Postal Ballot for Acceptance of Deposits from Members and/ or Public u/s 73 and 76 of the Act

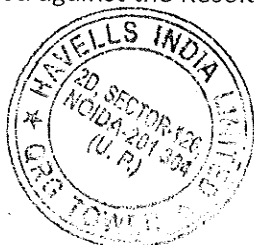
Details of Resolution	Special Resolution for Acceptance of Deposits from Members and/ or Public u/s 73 and 76 of the Companies Act, 2013
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	23 rd April, 2014
Record date for reckoning voting rights	18 th April, 2014
Date of Dispatch of notice	7 th May, 2014
Total No. of shareholders on record date	27814

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

Particulars				Total
		Physical	Electronic	
a)	Total postal ballot forms received	70	396	466
b)	Total number of votes casted	20695203	87416769	108111972
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	20695203	87416769	108111972
e)	Total no. of votes with assent for the Resolution	20371973	80399542	100771515
f)	Total no. of votes with dissent for the Resolution	323230	7017227	7340457

% of total votes casted in favor of the Resolution: 93.21%

% of total votes casted against the Resolution: 6.79%



For HAVELLS INDIA LIMITED
CERTIFIED TRUE COPY
For HAVELLS INDIA LIMITED
Director

Company Secretary

Details of the voting result as per clause 35A of the Listing Agreement in respect of Resolution passed for Acceptance of Deposits from Members and/ or Public u/s 73 and 76 of the Act:

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	0	100%	0
Public – Institutional holders**	38357486	29636482	77.26%	22320398	7316084	75.31%	24.69%
Public- Others	9471681	1483906	15.67%	1459533	24373	98.36%	1.64%
Total	124820751	108111972	86.61%	100771515	7340457	93.21%	6.79%

* Under this column, the valid votes polled are mentioned.

** Includes body corporates

The Number of votes polled in favour of the Special Resolution is 100771515 (93.21% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

(2) Result of Postal Ballot for Limits of Borrowings u/s 180(1)(c) of the Act

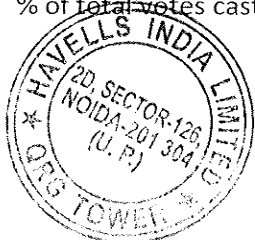
Details of Resolution	Special Resolution for Limits of Borrowings u/s 180(1)(c) of the Companies Act, 2013
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	23 rd April, 2014
Record date for reckoning voting rights	18 th April, 2014
Date of Dispatch of notice	7 th May, 2014
Total No. of shareholders on record date	27814

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	70	397	467
b)	Total number of votes casted	20695203	87882935	108578138
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	20695203	87882935	108578138
e)	Total no. of votes with assent for the Resolution	20695203	87881413	108576616
f)	Total no. of votes with dissent for the Resolution	0	1522	1522

% of total votes casted in favor of the Resolution: 99.99%

% of total votes casted against the Resolution: 0.01%



For HAVELLS INDIA LIMITED

[Signature]
Director

Details of the voting result as per clause 35A of the Listing Agreement in respect of Resolution passed for Limits of Borrowings u/s 180(1)(c) of the Act:

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	0	100%	0
Public – Institutional holders**	38357486	29923813	78.01%	29923813	0	100%	0
Public-Others	9471681	1662741	17.55%	1661219	1522	99.91%	0.09%
Total	124820751	108578138	86.99%	108576616	1522	99.99%	0.01%

* Under this column, the valid votes polled are mentioned.

** Includes body corporates

The Number of votes polled in favour of the Special Resolution is 108576616 (99.99% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

(3) Result of Postal Ballot for Providing Security u/s 180(1)(a) of the Act in connection with borrowings of the Company

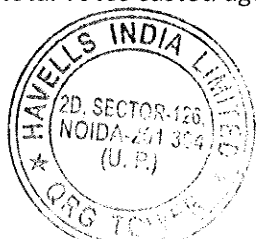
Details of Resolution	Special Resolution for Providing Security u/s 180(1)(a) of the Companies Act, 2013 in connection with borrowings of the Company
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	23 rd April, 2014
Record date for reckoning voting rights	18 th April, 2014
Date of Dispatch of notice	7 th May, 2014
Total No. of shareholders on record date	27814

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	70	394	464
b)	Total number of votes casted	20695203	87882742	108577945
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	20695203	87882742	108577945
e)	Total no. of votes with assent for the Resolution	20695203	87881469	108576672
f)	Total no. of votes with dissent for the Resolution	0	1273	1273

% of total votes casted in favor of the Resolution: 99.99%

% of total votes casted against the Resolution: 0.01%



For HAVELLS INDIA LIMITED

[Signature]
Director

Details of the voting result as per clause 35A of the Listing Agreement in respect of Resolution passed for Providing Security u/s 180(1)(a) of the Act in connection with borrowings 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	76991584	100%	76991584	0	100%	0
Public – Institutional holders**	38357486	30125952	78.54%	30125952	0	100%	0
Public-Others	9471681	1460409	15.42%	1459136	1273	99.91%	0.09%
Total	124820751	108577945	86.99%	108576672	1273	99.99%	0.01%

* Under this column, the valid votes polled are mentioned.

** Includes body corporates

The Number of votes polled in favour of the Special Resolution is 108576672 (99.99% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

(4) Result of Postal Ballot for Transactions with Related Parties u/s 188 of the Act

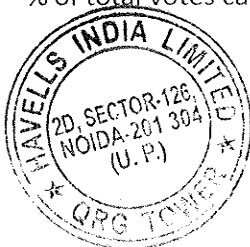
Details of Resolution	Special Resolution for Transactions with Related Parties u/s 188 of the Companies Act, 2013
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	23 rd April, 2014
Record date for reckoning voting rights	18 th April, 2014
Date of Dispatch of notice	7 th May, 2014
Total No. of shareholders on record date	27814

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	70	376	446
b)	Total number of votes casted	20695203	10888304	31583507
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	20695203	10888304	31583507
e)	Total no. of votes with assent for the Resolution	20371973	3908427	24280400
f)	Total no. of votes with dissent for the Resolution	323230	6979877	7303107

% of total votes casted in favor of the Resolution: 76.88%

% of total votes casted against the Resolution: 23.12%



For HAVELLS INDIA LIMITED

[Signature]
Director

Details of the voting result as per clause 35A of the Listing Agreement in respect of Resolution passed for Transactions with Related Parties u/s 188 of the Act:

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	0	0	-	-	-	-
Public – Institutional holders**	38357486	30126052	78.54%	22825896	7300156	75.77%	24.23%
Public-Others	9471681	1457455	15.39%	1454504	2951	99.80%	0.20%
Total	124820751	31583507	25.30%	24280400	7303107	76.88%	23.12%

* Under this column, the valid votes polled are mentioned.

** Includes body corporates

The Number of votes polled in favour of the Special Resolution is 24280400 (93.21% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

(5) Result of Postal Ballot for Payment of Commission to Non-Executive Independent Directors u/s 197 of the Act

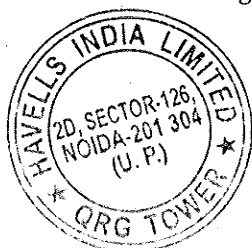
Details of Resolution	Special Resolution for Payment of Commission to Non-Executive Independent Directors u/s 197 of the Companies Act, 2013
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	23 rd April, 2014
Record date for reckoning voting rights	18 th April, 2014
Date of Dispatch of notice	7 th May, 2014
Total No. of shareholders on record date	27814

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	70	391	461
b)	Total number of votes casted	20695203	87881136	108576339
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	20695203	87881136	108576339
e)	Total no. of votes with assent for the Resolution	20695203	87878676	108573879
f)	Total no. of votes with dissent for the Resolution	0	2460	2460

% of total votes casted in favor of the Resolution: 99.99%

% of total votes casted against the Resolution: 0.01%



For HAVELLS INDIA LIMITED

[Signature]
Director

Details of the voting result as per clause 35A of the Listing Agreement in respect of Resolution passed for Payment of Commission to Non-Executive Independent Directors u/s 197 of the Act:

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	0	100%	0
Public – Institutional holders	38357486	30128302	78.55%	30128302	0	100%	0
Public-Others	9471681	1456453	15.38%	1453993	2460	99.83%	0.17%
Total	124820751	108576339	86.99%	108573879	2460	99.99%	0.01%

* Under this column, the valid votes polled are mentioned.

** Includes body corporates

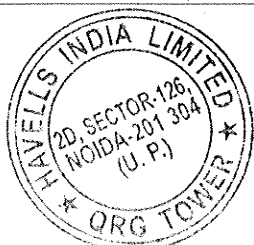
The Number of votes polled in favour of the Special Resolution is 108573879 (99.99% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

(6) Result of Postal Ballot for Variation in Terms of Remuneration of Shri Qimat Rai Gupta, Chairman and Managing Director of the Company, u/s 196,197,198, 203 read with Schedule V to the Act

Details of Resolution	Special Resolution for Variation in Terms of Remuneration of Shri Qimat Rai Gupta, Chairman and Managing Director of the Company, u/s 196,197,198, 203 read with Schedule V of the Companies Act, 2013
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	23 rd April, 2014
Record date for reckoning voting rights	18 th April, 2014
Date of Dispatch of notice	7 th May, 2014
Total No. of shareholders on record date	27814

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

	Particulars	Total	
		Physical	Electronic
a)	Total postal ballot forms received	70	387
b)	Total number of votes casted	20695203	70696107
c)	Less: Invalid no. of votes casted	0	0
d)	Valid no. of votes casted (Net)	20695203	70696107



For HAVELLS INDIA LIMITED

[Signature]
Director

e)	Total no. of votes with assent for the Resolution	20695203	70695340	91390543
f)	Total no. of votes with dissent for the Resolution	0	767	767

% of total votes casted in favor of the Resolution: 99.99%

% of total votes casted against the Resolution: 0.01%

Details of the voting result as per clause 35A of the Listing Agreement in respect of Resolution passed for Variation in Terms of Remuneration of Shri Qimat Rai Gupta, Chairman and Managing Director of the Company, u/s 196,197,198, 203 read with Schedule V to the Act:

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	59806544	77.68%	59806544	0	100%	0
Public – Institutional holders	38357486	30102750	78.48%	30102750	0	100%	0
Public-Others	9471681	1482016	15.65%	1481249	767	99.95%	0.05%
Total	124820751	91391310	73.22%	91390543	767	99.99%	0.01%

* Under this column, the valid votes polled are mentioned.

** Includes body corporates

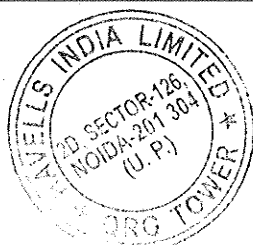
The Number of votes polled in favour of the Special Resolution is 91390543 (99.99% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

(7) Result of Postal Ballot for Variation in Terms of Remuneration of Shri Anil Rai Gupta, Joint Managing Director of the Company, u/s 196,197,198, 203 read with Schedule V to the Act

Details of Resolution	Ordinary Resolution for Variation in Terms of Re-Appointment of Shri Anil Rai Gupta, Joint Managing Director of the Company, u/s 196,197,198, 203 read with Schedule V of the Companies Act, 2013
Resolution required	Ordinary
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	23 rd April, 2014
Record date for reckoning voting rights	18 th April, 2014
Date of Dispatch of notice	7 th May, 2014
Total No. of shareholders on record date	27814

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	70	391	461



For HAVELLS INDIA LIMITED

[Signature]
Director

b)	Total number of votes casted	20695203	70697395	91392598
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	20695203	70697395	91392598
e)	Total no. of votes with assent for the Resolution	20695203	70696391	91391594
f)	Total no. of votes with dissent for the Resolution	0	1004	1004

% of total votes casted in favor of the Resolution: 99.99%

% of total votes casted against the Resolution: 0.01%

Details of the voting result as per clause 35A of the Listing Agreement in respect of Resolution passed for Variation in Terms of Remuneration of Shri Anil Rai Gupta, Joint Managing Director of the Company, u/s 196,197,198, 203 read with Schedule V to the Act:

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	59806544	77.68%	59806544	0	100%	0
Public – Institutional holders	38357486	29920434	78.00%	29920434	0	100%	0
Public-Others	9471681	1665620	17.59%	1664616	1004	99.94%	0.06%
Total	124820751	91392598	73.22%	91391594	1004	99.99%	0.01%

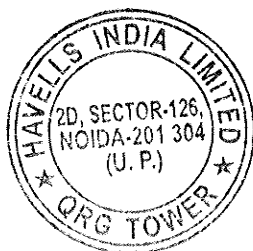
* Under this column, the valid votes polled are mentioned.

** Includes body corporates

The Number of votes polled in favour of the Ordinary Resolution is 91391594 (99.99% of the total valid votes). Thus, the Ordinary Resolution has therefore been approved by the shareholders with the requisite majority.

(8) Result of Postal Ballot for Amending Havells Employees Stock Option Plan 2013 to include Part B - Havells Employees Stock Purchase Plan 2014 and rename it as Havells Employees Long-Term Incentive Plan, 2014 u/s 62(1)(b) of the Act and clause 7 & 17.1 of the SEBI (ESOP and ESPS) Guidelines, 1999

Details of Resolution	Special Resolution for Acceptance of Deposits from Members and/ or Public u/s 73 and 76 of the Companies Act, 2013
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	23 rd April, 2014
Record date for reckoning voting rights	18 th April, 2014
Date of Dispatch of notice	7 th May, 2014
Total No. of shareholders on record date	27814



For HAVELLS INDIA LIMITED

[Signature]
Director

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **27814**

Particulars		Physical	Electronic	Total
a)	Total postal ballot forms received	70	395	465
b)	Total number of votes casted	20695203	87881199	108576402
c)	Less: Invalid no. of votes casted	0	0	0
d)	Valid no. of votes casted (Net)	20695203	87881199	108576402
e)	Total no. of votes with assent for the Resolution	20139053	79763035	99902088
f)	Total no. of votes with dissent for the Resolution	556150	8118164	8674314

% of total votes casted in favor of the Resolution: 92.01%

% of total votes casted against the Resolution: 7.99%

Details of the voting result as per clause 35A of the Listing Agreement in respect of Resolution passed for Amending Havells Employees Stock Option Plan 2013 to include Part B - Havells Employees Stock Purchase Plan 2014 and rename it as Havells Employees Long-Term Incentive Plan, 2014 u/s 62(1)(b) of the Act and clause 7 & 17.1 of the SEBI (ESOP and ESPS) Guidelines, 1999:

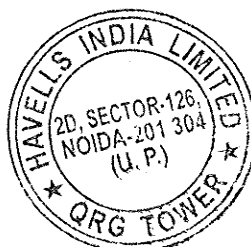
Promoter / Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	76991584	76991584	100%	76991584	0	100%	0
Public – Institutional holders	38357486	30134327	78.56%	21460850	8673477	71.22%	28.78%
Public-Others	9471681	1450491	15.31%	1449654	837	99.94%	0.06%
Total	124820751	108576402	86.99%	99902088	8674314	92.01%	7.99%

* Under this column, the valid votes polled are mentioned.

** Includes body corporates

The Number of votes polled in favour of the Special Resolution is 99902088 (92.01% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

Place: Noida
Date: 9th June, 2014



For Havells India Limited

(Anil Rai Gupta)
Joint Managing Director