**HAVELLS**

PROCEEDINGS HELD ON 16TH SEPTEMBER, 2013 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 Resolution passed on 30th July, 2013 accorded its consent to pass the Resolution 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 amending Articles of Association of the Company. 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 also offered e-voting facilities 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 13th August, 2013 dispatched / e-mailed to all its shareholders, the Notice dated 30th July, 2013 under section 192A of the Companies Act, 1956, for obtaining the consent of the shareholders to the Special Resolution 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 12th September, 2013. 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 12th September, 2013 and that he has submitted his Report thereon this day on 16th September, 2013 addressed to the Chairman of the Company.

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:

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **32382**

	Particulars			Total
		Physical	Electronic	
(a)	Total postal ballot forms received	86	146	232
(b)	Total number of votes casted	8182727	84491831	92674558
(c)	Less: Invalid no. of votes casted	348745	0	348745
(d)	Valid no. of votes casted (Net)	7833982	84491831	92325813
(e)	Total no. of votes with assent for the Resolution	7833982	84491821	92325803
(f)	Total no. of votes with dissent for the Resolution	0	10	10

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

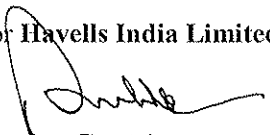
% of total votes casted against the Resolution: **0.00%**

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

“RESOLVED THAT pursuant to section 31 and all other applicable provisions of the Companies Act, 1956, the entire Chapter XXVII. titled “Miscellaneous” containing Articles 76 to 83 be deleted from the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors and/ or any Committee thereof be and is hereby authorized to do all such acts, deeds, things, matters as may be considered necessary and expedient to give effect to the above Resolution.”

For **Havells India Limited**


(Sanjay Gupta)
Company Secretary