

RESULT OF POSTAL BALLOT

Result of the voting conducted through Postal Ballot on the Special Resolution 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 amendment of Articles of Association of the Company.

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 16th September, 2013 to the Company.

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

Details of Resolution	Special Resolution pursuant to section 31 of the Companies Act, 1956 to amend Articles of Association of the Company.
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	30 th July, 2013
Record date for reckoning voting rights	2 nd August, 2013
Date of Dispatch of notice	13 th August, 2013
Total No. of shareholders on record date	32382

RESULT OF POSTAL BALLOT FOR AMENDMENT TO ARTICLES OF ASSOCIATION OF THE COMPANY:

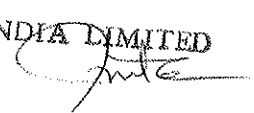
Total No. of shareholders to whom Postal Ballot Form(s) were sent: **32382**

	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 %**

For HAVELLS INDIA LIMITED


Director

Details of the voting result as per clause 35A of the Listing Agreement for the Special Resolution passed u/s 31 of the Companies Act, 1956 for Amendment to Articles 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	76944503	76944503	100	76944503	0	100	0
Public – Institutional holders	39501153	15339631	38.83	15339631	0	100	0
Public- Others	8375095	41679	0.49	41669	10	99.97	0.02
Total	124820751	92325813	73.96	92325803	10	99.99	0.00

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

The Number of votes polled in favour of the Special Resolution is 92325803 (99.99% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

Place: Noida
Date: 16th September, 2013

For Havells India Limited



(Anil Rai Gupta)
Joint Managing Director