

15th July, 2015

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 of 32nd Annual General Meeting and Declaration of Voting Results as per clause 35A of the Listing Agreement

Dear Sir,

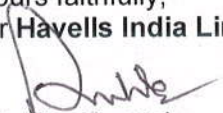
Pursuant to relevant provisions of the Listing Agreement, please find enclosed herewith the proceedings of the 32nd Annual General Meeting of the Company held on 13th July, 2015 at 10:00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003.

Also enclosed is the Consolidated Report of the Scrutinizer containing the Agenda wise Results/ details in the prescribed format u/c 35A, of the Remote e-voting conducted during the period from 10th July, 2015 to 12th July, 2015 and the Voting conducted in the AGM by way of Physical Ballot process as well as electronically (E-voting) at the venue of the AGM. As per the Scrutinizer's Report, which has been countersigned by the Chairman of the Company, all Resolutions as set out in the Notice of 32nd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,
for **Havells India Limited**



(Sanjay Gupta)
Company Secretary

Encl.: A/a

CC **National Securities Depository Limited – For information and website updation**
Trade World, A Wing, 4th & 5th Floors
Kamla Mills Compound
Lower Parel
Mumbai- 400 013

(ISIN : INE176B01034)

PROCEEDINGS OF THE 32ND ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 13TH JULY, 2015 AT 10:00 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE, LODHI ROAD, PRAGATI VIHAR, NEW DELHI – 110 003

Chairman, other Directors and Officers took the chair.

Company Secretary welcomed the Shareholders and requested the Chairman, Shri Anil Rai Gupta to chair the meeting.

Chairman welcomed all the Shareholders, Directors and others at the 32nd AGM and introduced the persons sitting at the Dais.

The Chairman explained that Shri Puneet Bhatia and Shri T V Mohandas Pai, who were appointed as Additional Directors during the year, and Dr Adarsh Kishore, Independent Director, were pre-occupied with other commitments and therefore could not attend the AGM.

The quorum being present Chairman declared the meeting open.

Thereafter the Notice of AGM and Directors Report were taken as read by the Shareholders of the Company.

Before the Chairman presented his speech, a moment of silence was observed as a mark of respect to Shri Qimat Rai Gupta, founder Chairman of the Company who passed away during the year in November, 2014.

Thereafter the Company Secretary read the Auditors' Report.

After the Auditor's Report was read by the Company Secretary, the Chairman informed the Members that the Company had provided Remote E-voting facility to all the Members entitled to cast their vote (i.e. persons who were Members on 6th July, 2015, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 10th July, 2015 to 12th July, 2015 as per the provisions of Companies Act, 2013 read with Rules framed thereunder. He informed that Ms Balika Sharma was appointed as the Scrutinizer for the purpose of carrying out the remote e-voting process in a fair and transparent manner.

Further, in terms of the Companies Act, 2013 and the Listing Agreement, Members attending the AGM who had not already cast their vote by Remote E-voting were also provided the option to exercise their right to vote at the venue of the AGM either by Physical Ballot or E-voting, on all the 14 Resolutions of Ordinary and Special businesses as set out in the Notice of AGM. Ms Balika Sharma, Practising Company Secretary was appointed as the Scrutinizer for independently carrying out the poll and the e-voting at the venue of the AGM.

The Members were informed that the Results would be declared after considering the Remote e-voting, Voting by Ballot and E-voting by Members present in the AGM. They were also informed that the Results would be submitted to the Stock Exchanges (NSE and BSE) on 15th July, 2015 and placed on the website of the Company.



HAVELLS INDIA LTD.

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

Registered Office: 1, Raj Narain Marg, Civil Lines, Delhi - 110 054 (India)

CIN:L31900DL1983PLC016304

The Chairman then explained the objective and implications of the Resolutions before putting them to vote at the Meeting.

Each of the 14 Resolutions was proposed and seconded by a Member (details being given in the outcome of AGM provided in the format set out u/c 35A).

During the course of Meeting, on two occasions, the Chairman being interested in respect of Item Nos. 3 and 11, which pertained to the appointment and remuneration of the Chairman and Managing Director, entrusted the conduct of the proceedings to Shri Ameet Kumar Gupta, Dis-Interested Director, and resumed the Chair after those respective items of business were transacted.

Before ordering the Poll, the Chairman invited the Shareholders for their queries and observations.

Thereafter the Chairman ordered the Poll requesting all the Members present to cast their votes using the ballot papers handed over to them in this regard or electronically.

The Chairman thanked the shareholders and others for attending the Meeting.

The Company Secretary proposed a vote of thanks to the Chair and the meeting ended.



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Date of the AGM: **13TH JULY 2015**

Total number of shareholders on Record Date i.e. 6th July, 2015: **74,997**

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: **5 in person**

Public: **356 in person**

No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group: **NONE**

Public: **NONE**

Directors Present:

1. **Shri Anil Rai Gupta: Chairman and Managing Director**
2. **Shri Surjit Gupta: Non-executive Director**
3. **Shri Ameet Kumar Gupta: Whole-time Director**
4. **Shri Rajesh Gupta: Whole-time Director (Finance) and Group CFO**
5. **Shri S B Mathur: Independent Director, Chairman of Audit Committee and Chairman of Stakeholders Relationship/ Grievance Redressal Committee**
6. **Shri S K Tuteja: Independent Director, Chairman of Nomination and Remuneration Committee**
7. **Smt Pratima Ram – Independent Director**
8. **Shri A P Gandhi – Independent Director**
9. **Shri V K Chopra – Independent Director**

Based on the Consolidated Scrutinizer's Report on the results of Remote E-voting conducted as per the provisions of the Companies Act, 2013 read with corresponding Rules framed thereunder, in respect of the AGM and on the basis of results of poll (ballot process) conducted/ voting done electronically on the occasion of the 32nd Annual General Meeting on all the 14 items as set out in the Notice of AGM, the results are summarized as hereunder:

1. **Detail of the Agenda:** Adoption of Annual Accounts of the Company as on 31st March, 2015
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Inderjit Singh and seconded by Smt Manju.)
2. **Detail of the Agenda:** Declaration of Dividend for the financial year ended 31st March, 2015 payable to Members
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Sanjay Johri and seconded by Shri Sushil Singhal.)

3. **Detail of the Agenda:** Re-appointment of Shri Anil Rai Gupta, retiring by rotation and being eligible, offering himself for re-appointment
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Mukesh Kumar Sharma and seconded by Shri Ramanand Jha.)

4. **Detail of the Agenda:** Re-appointment of Shri Rajesh Gupta, retiring by rotation and being eligible, offering himself for re-appointment
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Sunil Garg and seconded by Shri Nitin Kumar Jindal.)

5. **Detail of the Agenda:** Re-appointment of Statutory Auditors of the Company till the conclusion of the next Annual General Meeting
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Pardeep Gupta and seconded by Shri Sanjay Johri.)

6. **Detail of the Agenda:** Appointment of Smt Pratima Ram, as an Independent Director.
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Smt Bhavna Chugh and seconded by Shri Sushil Singhal.)

7. **Detail of the Agenda:** Appointment of Shri T V Mohandas Pai, as a Director liable to retire by rotation.
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Ramanand Jha and seconded by Shri Mukesh Sharma.)

8. **Detail of the Agenda:** Appointment of Shri Puneet Bhatia as a Director liable to retire by rotation.
Resolution required: Ordinary Resolution
Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
 (The Resolution was proposed by Shri Sanjay Johri and seconded by Smt Bhavna Chugh.)

- 9. Detail of the Agenda:** Appointment of Shri Ameet Kumar Gupta as a Director liable to retire by rotation in terms of the Companies Act, 2013.

Resolution required: Ordinary Resolution

Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Sunil Garg and seconded by Shri Ramanand Jha.)
- 10. Detail of the Agenda:** Appointment of Shri Ameet Kumar Gupta as a Whole-time Director in terms of the Companies Act, 2013.

Resolution required: Ordinary Resolution

Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Smt Manju Rani and seconded by Shri Inderjit Singh.)
- 11. Detail of the Agenda:** Revision in the terms of remuneration of Shri Anil Rai Gupta, Chairman and Managing Director of the Company.

Resolution required: Ordinary Resolution

Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Pardeep Gupta and seconded by Shri Mukesh Kumar Sharma.)
- 12. Detail of the Agenda:** Re-appointment of Shri Rajesh Gupta as the Whole-time Director (Finance) and Group CFO of the Company

Resolution required: Ordinary Resolution

Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Sushil Singhal and seconded by Shri Sunil Garg.)
- 13. Detail of the Agenda:** Ratification of the Remuneration to be paid to the Cost Auditors of the Company for the financial year 2015-16.

Resolution required: Ordinary Resolution

Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Shri Nitin Kumar Jindal and seconded by Shri Sushil Singhal.)
- 14. Detail of the Agenda:** Amendment of Articles of Association of the Company.

Resolution required: Special Resolution

Mode of voting: Passed with requisite majority by Remote E-Voting, Votes cast on poll and E-voting at the venue of AGM.
(The Resolution was proposed by Smt Manju and seconded by Shri Inderjit Singh.)