

Balika Sharma & Associates
(Company Secretary In Practice)

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E mail : balikasharma@gmail.com

Consolidated Scrutinizer(s) Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
Havells India Limited
1 Raj Narain Marg,
Civil Lines,
Delhi – 110054

Dear Sir,

Subject: Consolidated Scrutinizer's Report on Remote E-voting and voting at the AGM through Physical Ballot Forms / E-voting

1. I, Balika Sharma, Proprietor of Balika Sharma & Associates, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Havells India Limited pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the Remote E-voting process and to scrutinize the Physical Ballot Forms received from the shareholders as well as the E-voting done, if any, at the venue of AGM in respect of the below mentioned resolutions passed at the 32nd Annual General Meeting of the Company held on July 13, 2015 at 10:00 a.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003.
2. The shareholders of the company holding shares as on the "cut-off" date of 6th July, 2015, were entitled to vote on the proposed resolutions as set out in item nos. 1 to 14 in the Notice of the 32nd AGM of Havells India Limited.
3. The facility provided for Remote E-voting which commenced on Friday, July 10, 2015 at 8:30 a.m. remained open for 3 days and ended on Sunday, July 12, 2015 at 5:00 p.m. The NSDL Remote E-voting facility was blocked thereafter.

The facility for E-Voting was also provided at the venue of the AGM which commenced on Monday, July 13, 2015 at 10:00 a.m.

4. After the conclusion of voting at the Annual General Meeting, the votes cast at the meeting were counted and thereafter the votes cast through Remote E-Voting/ E-voting were then unblocked in the presence of two witnesses Ms. Nikita Gupta (Flat No. 237, Bharat Apartment, Sector - 13,

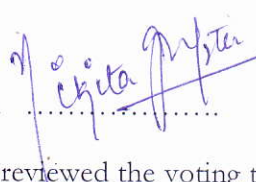


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Rohini, New Delhi-110085) and Ms. Pinki (209/B-3 Railway colony DayaBasti Delhi-110035), who are not in the employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence.

1. Name: Nikita Gupta 

2. Name: Pinki Mehra 

5. I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data download from the National Securities Depository Limited (NSDL) E-voting system and the ballot forms received respectively.
6. I now submit the Consolidated Report as under on the Result of the voting through electronic means and the physical mode in respect of the said Resolutions.

1. Details of the voting result in respect of Ordinary Resolution passed for Adoption of Annual Accounts of the Company as on March 31, 2015:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	384,957,920	100.00	384,957,920	0	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135,486,753	70.39	135,486,753	0	100.00	0.00
Public-Others	4,71,60,723	1,345,057	2.85	1,329,370	15,687	98.83	1.17
Total	62,45,87,780	521,789,730	83.54	521,774,043	15,687	99.9970	0.0030

Invalid Votes Cast – 13060



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2. Details of the voting result in respect of Ordinary Resolution passed for declaration of Dividend payable to Members:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135486753	70.39	135486753	0	100.00	0.00
Public- Others	4,71,60,723	1346423	2.85	1329973	16450	98.78	1.22
Total	62,45,87,780	521791096	83.54	521774646	16450	99.9968	0.0032

Invalid Votes Cast - 11804



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3. Details of the voting result in respect of Ordinary Resolution passed for Re-appointment of Shri Anil Rai Gupta as director, retiring by rotation and being eligible, offering himself for re-appointment:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	40432180	10.50	40432180	0	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135486753	70.39	115597609	19889144	85.32	14.68
Public-Others	4,71,60,723	1345017	2.85	1327531	17486	98.70	1.30
Total	62,45,87,780	177263950	28.38	157357320	19906630	88.77	11.23

Invalid Votes Cast – 12730



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4. Details of the voting result in respect of Ordinary Resolution passed for Re-appointment of Shri Rajesh Gupta as director, retiring by rotation and being eligible, offering himself for re-appointment.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135486753	70.39	134248862	1237891	99.09	0.91
Public-Others	4,71,60,723	104258	0.22	86174	18084	82.65	17.35
Total	62,45,87,780	520548931	83.34	519292956	1255975	99.76	0.24

Invalid Votes Cast – 12665



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5. Details of the voting result in respect of Ordinary Resolution passed for Re-appointment of Statutory Auditors of the Company till the conclusion of the next Annual General Meeting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135451545	70.38	133429332	2022213	98.51	1.49
Public-Others	4,71,60,723	1345549	2.85	1328654	16895	98.74	1.26
Total	62,45,87,780	521,755,014	83.54	519715906	2039108	99.61	0.39

Invalid Votes Cast - 12675



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6. Details of the voting result in respect of Ordinary Resolution passed for Appointment of Smt Pratima Ram, as an Independent Director in terms of the Companies Act, 2013

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135486753	70.39	133758746	1728007	98.72	1.28
Public-Others	4,71,60,723	1343712	2.85	1324201	19511	98.55	1.45
Total	62,45,87,780	521788385	83.54	520040867	1747518	99.76	0.33

Invalid Votes Cast – 12640



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7. Details of the voting result in respect of Ordinary Resolution passed for Appointment of Shri T V Mohandas Pai, as a Director liable to retire by rotation in terms of the Companies Act, 2013.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	384,957,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	192,469,137	135486753	70.39	132800941	2685812	98.02	1.98
Public-Others	47,160,723	1344392	2.85	1328167	16225	98.79	1.21
Total	624,587,780	521789065	83.54	519087028	2702037	99.48	0.52

Invalid Votes Cast – 12675



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8. Details of the voting result in respect of Ordinary Resolution passed for Appointment of Shri Puneet Bhatia as a Director liable to retire by rotation in terms of the Companies Act, 2013

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	384957920	100.00	384957920	0.00	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135486753	70.39	133358746	2128007	98.43	1.57
Public-Others	4,71,60,723	1345177	2.85	1327357	17820	98.68	1.32
Total	62,45,87,780	521789850	83.54	519644023	2145827	99.59	0.41

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2. Details of the voting result in respect of Ordinary Resolution passed for Appointment of Shri Ameet Kumar Gupta as a Director liable to retire by rotation in terms of the Companies Act, 2013

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	85925200	22.32	85925200	0.00	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135486753	70.39	132800941	2685812	98.02	1.98
Public-Others	4,71,60,723	1344577	2.85	1327406	17171	98.72	1.28
Total	62,45,87,780	222756530	35.66	220053547	2702983	98.79	1.21

Invalid Votes Cast – 12675



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10. Details of the voting result in respect of Ordinary Resolution passed for Appointment of Shri Ameet Kumar Gupta as a Whole-time Director in terms of the Companies Act, 2013.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	38,49,57,920	85925200	22.32	85925200	0.00	100.00	0.00
Public – Institutional holders/ body corporates	19,24,69,137	135486753	70.39	135486753	0.00	100.00	0.00
Public-Others	4,71,60,723	1338072	2.84	1320678	17394	98.70	1.30
Total	62,45,87,780	222750025	35.66	222732631	17394	99.99	0.008

Invalid Votes Cast – 12665



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11. Details of the voting result in respect of Ordinary Resolution passed for Revision in the terms of remuneration of Shri Anil Rai Gupta, Chairman and Managing Director of the Company.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	384,957,920	40432180	10.50	40432180	0	100.00	0.00
Public – Institutional holders/ body corporates	192,469,137	135486753	70.39	135486748	5	100.00	0.00
Public-Others	47,160,723	1344942	2.85	1325414	19528	98.55	1.45
Total	624,587,780	177263875	28.38	177244342	19533	99.99	0.011

Invalid Votes Cast – 12650



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12. Details of the voting result in respect of Ordinary Resolution passed for Re-appointment of Shri Rajesh Gupta as the Whole-time Director (Finance) and Group CFO of the Company

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	384,957,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	192,469,137	135486753	70.39	135486753	0	100.00	0.00
Public-Others	47,160,723	105608	0.22	87679	17929	83.02	16.98
Total	624,587,780	520550281	83.34	520532352	17929	99.997	0.0034

Invalid Votes Cast – 12665



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13. Details of the voting result in respect of Ordinary Resolution passed for Ratification of the Remuneration to be paid to the Cost Auditors of the Company for the financial year 2015-16.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	384,957,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	192,469,137	135486753	70.39	135486753	0	100.00	0.00
Public-Others	47,160,723	1344067	2.85	1327471	16596	98.77	1.23
Total	624,587,780	521788740	83.54	521772144	16596	99.997	0.0032

Invalid Votes Cast – 12650



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14. Details of the voting result in respect of Special Resolution passed to Amend the Articles of the Association of the Company.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	384,957,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	192,469,137	135486753	70.39	135486753	0	100.00	0.00
Public-Others	47,160,723	1345027	2.85	1327647	17380	98.71	1.29
Total	624,587,780	521789700	83.54	521772320	17380	99.997	0.0033

Invalid Votes Cast - 12685

Thanking you,

Yours faithfully

For Balika Sharma & Associates



Balika Sharma
Practising Company Secretary
C. P. No.: 3222
M.NO. FCS 4816
Place: New Delhi
Date: 14.07.2015

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(Company Secretary In Practice)

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14. Details of the voting result in respect of Special Resolution passed to Amend the Articles of the Association of the Company.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	384,957,920	384957920	100.00	384957920	0	100.00	0.00
Public – Institutional holders/ body corporates	192,469,137	135486753	70.39	135486753	0	100.00	0.00
Public-Others	47,160,723	1345027	2.85	1327647	17380	98.71	1.29
Total	624,587,780	521789700	83.54	521772320	17380	99.997	0.0033

Invalid Votes Cast - 12685

Thanking you,

Yours faithfully

For Balika Sharma & Associates

Balika Sharma
Practising Company Secretary
C. P. No.: 3222
M.NO. FCS 4816
Place: New Delhi
Date: 14.07.2015



COUNTER SIGNED BY

(ANIL RAI GUPTA)
CHAIRMAN AND MANAGING DIRECTOR
HAVELLS INDIA LIMITED