

HAVELLS INDIA LIMITED

Regd. Office : 1, Raj Narain Marg, Civil Lines, Delhi - 110 054
Corp. Office : 'QRG Towers', 2D, Sector 126, Expressway, Noida -201 304 (U.P.)
Tel. # 0120-4771000; Fax # 0120-4772000; Email: investors@havells.com



NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 ("the Act") 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) ("the Rules") that the Resolutions appended below are proposed to be passed by the Members as Special Resolutions by way of Postal Ballot by giving their assent/ dissent. The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto alongwith a Postal Ballot Form.

1. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

Increase in the limit of shareholding by registered Foreign Institutional Investors ("FIIs") to 40% in the paid-up share capital of the Company

"RESOLVED THAT pursuant to the provisions of Foreign Exchange Management Act, 1999, and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable rules, regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any concerned authority while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include a duly authorized committee of the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors ("FIIs") registered with the Securities and Exchange Board of India ("SEBI") to acquire and hold on their own account and on behalf of each of their sub-accounts registered with SEBI, equity shares up to an aggregate limit of 40% (Forty Percent) of the paid up equity share capital for the time being, provided, however, that the equity shareholding of each FII shall not exceed such limits as are or as may be prescribed, from time to time, under applicable laws, rules and regulations.

RESOLVED FURTHER THAT Shri Surjit Gupta, Director, Shri Anil Rai Gupta, Joint Managing Director and Shri Sanjay Kumar Gupta, Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Director(s) or officer of the Company."

2. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

Alteration of 'Objects Clause' of the Memorandum of Association of the Company

"RESOLVED THAT pursuant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "the Act"), including any statutory modification or re-enactment thereof for the time being in force, read with Section 192A of the Act and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the "Objects Clause" of the Memorandum of Association of the Company be and is hereby altered by adding a new Sub-clause i.e. Sub-clause 5. immediately after the existing Sub-clause 4. under Clause III(A) viz. "Main Objects" of the Memorandum of Association of the Company, as under:

5. "To carry on the business as manufacturers, producers, processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockists, agents, factors, dealers, distributors, hirers or otherwise deal in every description of household and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hoods (chimneys), hobs and other consumer durables and FMCG products."

RESOLVED FURTHER THAT Shri Surjit Gupta, Director, Shri Anil Rai Gupta, Joint Managing Director and Shri Sanjay Kumar Gupta, Company Secretary of the Company be and are hereby severally authorized to accept such terms and conditions, alterations, suggestions, stipulations, amendments or modification as may be required or suggested by the Registrar of Companies or such other Statutory Authority(ies) in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Shri Surjit Gupta, Director, Shri Anil Rai Gupta, Joint Managing Director and Shri Sanjay Kumar Gupta, Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be deemed necessary and settle any/ or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by them in the best interests of the Company and its shareholders."

3. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

Commencement of new business

"RESOLVED THAT pursuant to the provisions of Section 149 (2A) and other applicable provisions of the Companies Act, 1956 (hereinafter referred to as "the Act"), including any statutory modification or re-enactment thereof for the time being in force, read with Section 192A of the Act and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include a duly authorized committee of the Board of Directors), as they deem fit from time to time, for commencement of the business proposed in Sub-clause 5. covered under the Objects Clause III (A) of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT Shri Surjit Gupta, Director, Shri Anil Rai Gupta, Joint Managing Director and Shri Sanjay Kumar Gupta, Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things as are necessary and expedient in connection with the commencement of new business including filing of necessary e-forms with Registrar of Companies and such other regulatory authorities as may be necessary and expedient."

By order of the Board
For Havells India Limited

Noida
21st February, 2013

Sanjay Kumar Gupta
Company Secretary

NOTES :

1. An Explanatory Statement pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 in respect of all the businesses specified above is annexed hereto.
2. The Board vide its Resolution passed by circulation on 21st February, 2013 has appointed Shri S. Venkitaraman, FCS No. 3748, CP No. 1928, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the member.
3. The Notice is being sent to all the Members whose names would appear in the Register of Members/ Record of Depositories as on 22nd February, 2013. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.
4. You are requested to carefully read the instructions printed on the back side of the Postal Ballot Form before exercising vote and return the Form duly completed and signed in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer before the close of working hours (5 P.M.) on or before 6th April, 2013. The envelope may also be deposited personally at the address given thereon. Consent or otherwise received thereafter shall be treated as if the reply from the member has not been received. Also no other Form or Photocopy thereof is permitted. However, envelope containing postal ballots if sent by any other modes at the expense of the registered member will also be accepted.
5. **The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot.** E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier. Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek duplicate Form from Corporate Office of the Company and send the same by post at the Corporate Office of the Company addressed to the Scrutinizer.
6. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Board of Directors of the Company, to one of the Directors of the Company, who will, or in his absence any other person so authorized by him will, announce the result of voting by postal ballot on 9th April, 2013 at 4 P.M. at the Registered Office of the Company at 1, Raj Narain Marg, Civil Lines, Delhi - 110 054 and the Resolutions will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to all the Resolutions. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Members who wish to be present at the venue at the time of declaration of the result are welcome to do so. The result of the Postal Ballot shall also be announced through a newspaper advertisement and hosted on the website of the Company www.havells.com.
7. The Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all working days except holidays, between 10 A.M. and 3 P.M. up to the date of declaration of the result of Postal Ballot.
8. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND SECTION 192A OF THE COMPANIES ACT, 1956

ITEM NO. 1

The present foreign investment policy of the Government allows FII's investment in the share capital of an Indian Company with the individual holding limit for an FII being 10% of the share capital of the company and the aggregate limit for FII's investment upto 24% of the share capital of the company. This aggregate limit of 24% can be increased to the sectoral cap/ statutory ceiling, as applicable, by the Indian Company concerned through a resolution by its Board of Directors followed by a special resolution to that effect by its General Body.

With increased participation by FII's, it is desirable to increase the permissible FII's investment limit from 24% to 40% of the share capital of the Company facilitating greater FII's investment in the Company. This would not only provide depth to the Company's shares but will also reflect the Company's commitment to the highest standards of disclosures, transparency, corporate governance, its operational efficiencies, global competitiveness and proven management track record. The Board of your Company, pursuant to its Resolution passed by circulation on 21st February, 2013, has accorded its consent to increase the limit for investment by FII's in the Company to 40% of the paid up equity share capital of the Company.

The Board accordingly recommends the Resolution for approval by the members of the Company as Special Resolution.

None of the Directors of the Company is, in any way, concerned or interested in the said Resolution.

ITEM NO. 2 & 3

The Company today enjoys market dominance across a wide spectrum of products and services, including Industrial & Domestic Circuit Protection Switchgear, Cables, Motors, Fans, Power Capacitors, CFL Lamps, Luminaires for Domestic, Commercial & Industrial applications, Modular Switches etc. The principal objects of the Company as set out in the Objects clause of the Memorandum of Association of the Company include dealing in all types of electrical and electronic goods, power distribution equipments and domestic appliances.

The Indian economy is currently growing at a robust rate and it is expected that the pace of growth will get further momentum in the coming years. With India's economic growth gathering pace, the market presents several attractive opportunities.

To enable the Company to capitalize such opportunities which may arise from time to time and leverage its brand equity, it is proposed to amend the Object Clause of the Memorandum of Association of the Company, giving Havells the power to further add to its portfolio of products.

Section 17 of the Companies Act, 1956 stipulates that the Objects Clause of the Memorandum of Association can be altered by a Special Resolution passed by the Shareholders of the Company. Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 stipulates that the consent of the shareholders of the Company for this purpose shall be obtained by means of Postal Ballot.

Accordingly, the Board of your Company, pursuant to its Resolution passed by circulation on 21st February, 2013, has decided to seek the shareholders' approval by way of Postal Ballot for the amendment to the Object Clause of the Memorandum of Association by adding a new Sub-clause i.e. Sub-clause 5, immediately after the existing Sub-clause 4, under Clause III (A) viz. "Main Objects" of the Memorandum of Association of the Company.

Further, pursuant to Section 149(2A) of the Companies Act, 1956, approval of the shareholders is necessary by way of Special Resolution before commencement of any new business. Accordingly, approval of the shareholders is sought for commencement and carrying out of all or any of the new business and activities as proposed in Sub-clause 5, covered under the Objects Clause III (A) of the Memorandum of Association of the Company.

The Board thus recommends the Special Resolutions as set out in the Item Nos. 2 & 3 of the Notice for approval by the shareholders.

None of the Directors of the Company is concerned or interested in the aforesaid Special Resolutions except to the extent of shares held by them in the Company.

By order of the Board
For Havells India Limited

Noida
21st February, 2013

Sanjay Kumar Gupta
Company Secretary

INSTRUCTIONS

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A member desiring to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope before the close of working hours (5 P.M.) on or before 6th April, 2013. The postage will be borne and paid by the Company.
2. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in pt. (1) above.
4. This Postal Ballot Form should be completed and signed by the member or members, in case of joint holding as per the specimen signature registered with the Company/ Depository Participant by the first named member and in his absence, by the next named joint holder.
5. Incomplete, unsigned and incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. In case the shares are held by Body Corporate/ Trust, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with the attested specimen signature of the authorised signatories.
7. Members are requested not to send any other paper (other than Board Resolution/Authority as mentioned in item no. 6 above) along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

1. The Company also offers e-voting facility. Please see the instructions below for details.
- A. **In case of shareholders receiving e-mail from NSDL:**
 - a. Open e-mail and open PDF file viz; "HAVELLS e-voting.pdf" with your Client ID or Folio No. as password containing your user ID and password for e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - c. Click on "Shareholder - Login"
 - d. Put user ID and password as initial password noted in step (a) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of "e-voting" opens. Click on "e-voting: --- Active Voting Cycles."
 - g. Select "EVEN" of Havells India Limited.
 - h. Now you are ready for "e-voting" as "Cast Vote" page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail : s.venkitaraman@yahoo.in with a copy marked to evoting@nsdl.co.in.
- B. **In case of shareholders' receiving Postal Ballot Form by Post:**
 - a. Initial password is provided at the bottom of the Postal Ballot Form. Please follow all steps from Sl. No. (b) to Sl. No. (j) above, to cast vote.
2. **The voting period ends on the close of day of 6th April, 2013. The e-voting module will be disabled for voting thereafter by NSDL.**
3. If you are already registered with NSDL for e-voting then you can use your existing User ID and password for casting your vote.
4. You can update your mobile number and email ID in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-voting system in future.
5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the "downloads" section of www.evoting.nsdl.com

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HAVELLS

POSTAL BALLOT FORM

5. I/ We hereby exercise my/ our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company by sending my/ our assent or dissent to the Resolutions by placing tick (v) marks in the appropriate boxes below:

Sl. No.	Description	No. of Shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1.	Special Resolution for increasing the limit of shareholding by registered Foreign Institutional Investors ("FIIs") to 40% in the paid-up share capital of the Company pursuant to the provisions of Foreign Exchange Management Act, 1999, and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.			
2.	Special Resolution pursuant to section 17 of the Companies Act, 1956 for altering the 'Objects Clause' of the Memorandum of Association of the Company by adding a new Sub-clause i.e. Sub-clause 5. immediately after the existing Sub-clause 4. under Clause III (A) viz. "Main Objects" of the Memorandum of Association of the Company.			
3.	Special Resolution pursuant to Section 149(2A) of the Companies Act, 1956 for commencement and carrying out of all or any of the new business and activities as proposed in Sub-clause 5. covered under the Objects Clause III (A) of the Memorandum of Association of the Company.			

Notes :

1. Last date for receipt of Postal Ballot Form by Scrutinizer is 6th April, 2013.

2. Please read the instructions printed over leaf carefully before completing this form.

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN	User Id	Password