

18th January, 2016

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: Results of the Postal Ballot and E-voting

Dear Sir,

In terms of the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations) read with corresponding circulars and notifications issued by SEBI, we enclose herewith, a copy of the proceedings held today i.e. 18th January, 2016, approving the following Special Resolution(s) sought to be passed by means of a Postal Ballot under section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, notice whereof was filed with the Stock Exchanges vide Company's letter dated 17th December, 2015:

1. Approval of divestment upto 100% stake in Havells Malta Limited by Havells Holdings Limited, a wholly-owned subsidiary of the Company
2. Approval of divestment upto 100% stake in Havells Exim Limited, a wholly-owned subsidiary of the Company

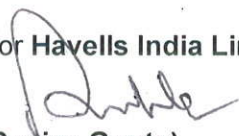
Also enclosed are the Results of voting conducted through postal ballot/ e-voting on the above-referred Special Resolutions passed u/s 110 of the Act read with Rules framed thereunder alongwith voting details as required under Regulation 44 of the SEBI regulations.

The above is for your information and records.

Thanking you.

Yours faithfully,

For **Havells India Limited**


(Sanjay Gupta)
Company Secretary

Encl.: A/a

HAVELLS INDIA LTD.

Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, India

Tel: +91-120-4771000, Fax: +91-120-4772000

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

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

CIN:L31900DL1983PLC016304

PROCEEDINGS OF THE RESULT DECLARED ON MONDAY THE 18TH DAY OF JANUARY, 2016 AT THE CORPORATE OFFICE OF THE COMPANY VIZ. HAVELLS INDIA LIMITED AT QRG TOWERS, 2D, SECTOR 126, EXPRESSWAY, NOIDA – 201 304 (UP) AT 3.00 PM

Present

Shri Anil Rai Gupta	-	Chairman and Managing Director
Shri Sanjay Kumar Gupta	-	Company Secretary
Ms. Balika Sharma, PCS	-	Scrutinizer

The Company Secretary, Shri Sanjay Kumar Gupta, stated that the Board of Directors pursuant to Resolutions passed on 10th December, 2015 accorded its consent to pass the following Resolutions under section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force):

1. Special Resolution for Approval of Divestment upto 100% Stake in Havells Malta Limited by Havells Holdings Limited, a wholly-owned subsidiary of the Company.
2. Special Resolution for Approval of Divestment upto 100% Stake in Havells Exim Limited, a wholly-owned subsidiary of the Company.

Further, the Board of Directors appointed Ms. Balika Sharma, Practicing Company Secretary, to act as the Scrutinizer in respect of the subject voting through Postal Ballot.

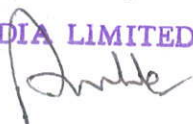
The Company offered e-voting facilities also to its members enabling them to cast their votes electronically. The Company had signed an agreement with the National Securities Depository Limited (NSDL) to enable the members to cast their votes electronically pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force).

The Company Secretary further stated that the Company, on 18th December, 2015 dispatched / e-mailed to all its shareholders, a Notice dated 11th December, 2015 under section 110 of the Companies Act, 2013, for obtaining the consent of the shareholders to the Special Resolutions as set out therein by means of Postal Ballot.

It was further informed that the postal ballot form(s) sent physically or electronically with the notice was to be returned by the shareholders to reach the Scrutinizer latest by 17th January, 2016. The Company Secretary further stated that Scrutinizer, Ms. Balika Sharma, had carried out the scrutiny of all the postal ballot forms received either through e-voting or physically upto the close of working hours (5 P.M.) on 17th January, 2016 and that she had submitted her Report thereon, of even date i.e. 18th January, 2016, addressed to the Chairman of the Company.

Based on the above Report, Shri Anil Rai Gupta, Chairman and Managing Director, declared the results of the voting exercise as follows:

For HAVELLS INDIA LIMITED



Company Secretary

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SUMMARY OF RESULTS OF POSTAL BALLOT:

(1) Result of Postal Ballot for Approval of Divestment upto 100% Stake in Havells Malta Limited by Havells Holdings Limited, a wholly-owned subsidiary of the Company - SPECIAL RESOLUTION

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **74,751**

	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	87	711	798
b)	Total number of votes casted	28,24,482	54,14,87,147	54,43,11,629
c)	Less: Invalid no. of votes casted	215	0	215
d)	Valid no. of votes casted (Net)	28,24,267	54,14,87,147	54,43,11,414
e)	Total no. of votes with assent for the Resolution	28,24,217	54,14,05,126	54,42,29,343
f)	Total no. of votes with dissent for the Resolution	50	82,021	82,071

% of total votes casted in favour of the Resolution: **99.98%**

% of total votes casted against the Resolution: **0.02%**

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

APPROVAL OF DIVESTMENT UPTO 100% STAKE IN HAVELLS MALTA LIMITED BY HAVELLS HOLDINGS LIMITED, A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto) and the Rules made thereunder ("**the Act**") and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and other applicable laws, to the extent applicable and subject to requisite approvals including the approval of the RBI (Reserve Bank of India), the lenders and all concerned statutory and regulatory authorities and departments, person or persons, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the Members of the Company hereby approve the divestment (in one or more tranches) upto 100% (one hundred percent) of the equity shares of Havells Malta Limited ("**HML**") held by Havells Holdings Limited ("**HHL**" / "**Seller**"), a wholly-owned subsidiary of the Company to Shanghai Feilo Acoustics Co. Ltd. or any of its Affiliates ("**Buyer**" / "**FEILO**") for a consideration and such other terms and conditions as contained in the Share Holders Agreement ("**SHA**") and Share Purchase Agreement ("**SPA**") entered among, *inter alia*, the Buyer, the Seller and HML.

RESOLVED FURTHER THAT Shri Anil Rai Gupta, Chairman and Managing Director, Shri Surjit Kumar Gupta and Shri Ameet Kumar Gupta, Directors of the Company and Shri Rajiv Goel, Executive President of the Company, be and are hereby authorised severally to do all such acts, deeds, matters and things as may be necessary and to make all such filings and applications for the statutory / regulatory and other approvals as may be required to complete the aforesaid transaction, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

For **HAVELLS INDIA LIMITED**

[Signature]
Company Secretary

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RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard be and are hereby noted, ratified and approved.”

(2) Result of Postal Ballot for Approval of Divestment upto 100% Stake in Havells Exim Limited, a wholly-owned subsidiary of the Company - SPECIAL RESOLUTION

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **74,751**

	Particulars	Physical	Electronic	Total
a)	Total postal ballot forms received	87	716	803
b)	Total number of votes casted	28,24,482	54,14,88,422	54,43,12,904
c)	Less: Invalid no. of votes casted	215	0	215
d)	Valid no. of votes casted (Net)	28,24,267	54,14,88,422	54,43,12,689
e)	Total no. of votes with assent for the Resolution	28,24,217	54,14,06,373	54,42,30,590
f)	Total no. of votes with dissent for the Resolution	50	82,049	82,099

% of total votes casted in favour of the Resolution: **99.98%**

% of total votes casted against the Resolution: **0.02%**

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

APPROVAL OF DIVESTMENT UPTO 100% STAKE IN HAVELLS EXIM LIMITED, A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto) and the Rules made thereunder (“**the Act**”) and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and other applicable laws, to the extent applicable and subject to requisite approvals including the approval of the RBI (Reserve Bank of India), the lenders and all concerned statutory and regulatory authorities and departments, person or persons, if and to the extent necessary, and such other approvals, permissions and sanctions as may be required, the Members of the Company hereby approve the divestment (in one or more tranches) upto 100% (one hundred percent) of the shares held by the Company (“**Seller**”) in Havells Exim Limited, a 100% (one hundred percent) subsidiary of the Company (“**Exim**”) to Shanghai Feilo Acoustics Co. Ltd or any of its Affiliates (“**Buyer**”/ “**FEILO**”) for a consideration and such other terms and conditions as contained in the Share Purchase Agreement entered among, *inter- alia*, the Buyer, Seller and Exim.

RESOLVED FURTHER THAT Shri Anil Rai Gupta, Chairman and Managing Director, Shri Surjit Kumar Gupta and Shri Ameet Kumar Gupta, Directors of the Company and Shri Rajiv Goel, Executive President of the Company, be and are hereby authorised severally to do all such acts, deeds, matters and things as may be necessary and to make all such filings and applications for the statutory / regulatory and other approvals as may be required to complete the aforesaid transaction, and to settle any question

For **HAVELLS INDIA LIMITED**

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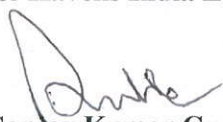
CIN:L31900DL1983PLC016304

Company Secretary

that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard be and are hereby noted, ratified and approved.”

For **Havells India Limited**


(Sanjay Kumar Gupta)
Company Secretary

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RESULTS OF POSTAL BALLOT

Result of the voting conducted through Postal Ballot / E-voting on the Special Resolution(s) passed under section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) for the Special Resolutions mentioned in the Postal Ballot Notice dated 11th December, 2015 are as under:

The Company had appointed Ms. Balika Sharma, Practising Company Secretary, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Ms. Balika Sharma has submitted her report dated 18th January, 2016 to the Company.

The details of Special Resolutions passed by Postal Ballot are as under:

(1) Result of Postal Ballot for Approval of Divestment upto 100% Stake in Havells Malta Limited by Havells Holdings Limited, a wholly-owned subsidiary of the Company

Details of Resolution	Special Resolution for Approval of Divestment upto 100% Stake in Havells Malta Limited by Havells Holdings Limited, a wholly-owned subsidiary of the Company
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	11 th December, 2015
Record date for reckoning voting rights	04 th December, 2015
Date of Dispatch of Notice	18 th December, 2015
Total No. of shareholders on record date	74,751

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **74,751**

Particulars		Total	
	Physical	Electronic	
a) Total postal ballot forms received	87	711	798
b) Total number of votes casted	28,24,482	54,14,87,147	54,43,11,629
c) Less: Invalid no. of votes casted	215	0	215
d) Valid no. of votes casted (Net)	28,24,267	54,14,87,147	54,43,11,414
e) Total no. of votes with assent for the Resolution	28,24,217	54,14,05,126	54,42,29,343
f) Total no. of votes with dissent for the Resolution	50	82,021	82,071

% of total votes casted in favour of the Resolution: **99.98%**

% of total votes casted against the Resolution: **0.02%**



For HAVELLS INDIA LTD.

Director

Details of the voting result as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Resolution passed for Approval of Divestment upto 100% Stake in Havells Malta Limited by Havells Holdings Limited, a wholly-owned subsidiary of the Company:

Category	Mode of Voting	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	E-Voting	-	384,957,920	100.00	384,957,920	0	100.00	0.00
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot	-	0	0.00	0	0	0.00	0.00
	Total	384,957,920	384,957,920	100.00	384,957,920	0	100.00	0.00
Public – Institutions*	E-Voting	-	149,517,120	85.19	149,436,936	80,184	99.95	0.05
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	429,532	0.24	429,532	0	100.00	0.00
	Total	175,508,885	149,946,652	85.43	149,866,468	80,184	99.95	0.05
Public-Non Institutions	E-Voting	-	7,012,107	10.94	7,010,270	1,837	99.97	0.03
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	2,394,735	3.73	2,394,685	50	99.99	0.01
	Total	64,120,975	9,406,842	14.67	9,404,955	1,887	99.98	0.02
Total		624,587,780	544,311,414	87.15	544,229,343	82,071	99.98	0.02

* Includes Body Corporates

** Under this row, the valid votes polled are mentioned

The Number of votes polled in favour of the Special Resolution is **544,229,343** (99.98% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

(2) Result of Postal Ballot for Approval of Divestment upto 100% Stake in Havells Exim Limited, a wholly-owned subsidiary of the Company

Details of Resolution	Special Resolution for Approval of Divestment upto 100% Stake in Havells Exim Limited, a wholly-owned subsidiary of the Company
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	11 th December, 2015
Record date for reckoning voting rights	04 th December, 2015
Date of Dispatch of Notice	18 th December, 2015
Total No. of shareholders on record date	74,751



For HAVELLS INDIA LTD.
Director

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **74,751**

	Particulars	Physical		Electronic	Total
a)	Total postal ballot forms received	87	716		803
b)	Total number of votes casted	28,24,482	54,14,88,422		54,43,12,904
c)	Less: Invalid no. of votes casted	215	0		215
d)	Valid no. of votes casted (Net)	28,24,267	54,14,88,422		54,43,12,689
e)	Total no. of votes with assent for the Resolution	28,24,217	54,14,06,373		54,42,30,590
f)	Total no. of votes with dissent for the Resolution	50	82,049		82,099

% of total votes casted in favour of the Resolution: **99.98%**

% of total votes casted against the Resolution: **0.02%**

Details of the voting result as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Resolution passed Authorization for Approval of Divestment upto 100% Stake in Havells Exim Limited, a wholly-owned subsidiary of the Company:

Category	Mode of Voting	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	E-Voting	-	384,957,920	100.00	384,957,920	0	100.00	0.00
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot	-	0	0.00	0	0	0.00	0.00
	Total	384,957,920	384,957,920	100.00	384,957,920	0	100.00	0.00
Public – Institutions*	E-Voting	-	149,517,120	85.19	149,436,936	80,184	99.95	0.05
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	429,532	0.24	429,532	0	100.00	0.00
	Total	175,508,885	149,946,652	85.43	149,866,468	80,184	99.95	0.05
Public-Non Institutions	E-Voting	-	7,013,382	10.94	7,011,517	1,865	99.97	0.03
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	2,394,735	3.73	2,394,685	50	99.99	0.01
	Total	64,120,975	9,408,117	14.67	9,406,202	1,915	99.98	0.02
Total		624,587,780	544,312,689	87.15	544,230,590	82,099	99.98	0.02

* Includes Body Corporates

** Under this row, the valid votes polled are mentioned

The Number of votes polled in favour of the Special Resolution is **544,230,590** (99.98% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

Place: Noida

Date: 18th January, 2016



For Havells India Limited

(Anil Raj Gupta)

Chairman and Managing Director

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