



4th December, 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: 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. 4th December, 2015, 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 sent to the Stock Exchanges vide Company's letter dated 29th October, 2015:

1. Approval of Havells Employees Stock Purchase Scheme 2015 and its implementation through Trust
2. Authorization for Havells Employees Welfare Trust to subscribe to shares for and under the Havells Employees Stock Purchase Scheme 2015
3. Provisioning of money by the Company to the Havells Employees Welfare Trust/ Trustees for subscription of shares under the Havells Employees Stock Purchase Scheme 2015

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

PROCEEDINGS HELD ON FRIDAY THE 4TH DAY OF DECEMBER, 2015 AT THE CORPORATE OFFICE OF THE COMPANY VIZ. HAVELLS INDIA LIMITED AT QRG TOWERS, 2D, SECTOR 126, EXPRESSWAY, NOIDA – 201 304 (UP) AT 4.00 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 23rd September, 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 the Havells Employees Stock Purchase Scheme 2015 and its implementation through Trust.
2. Special Resolution for the Authorization for Havells Employees Welfare Trust to subscribe to Shares for and under the Havells Employees Stock Purchase Scheme, 2015.
3. Special Resolution for Provisioning of money by the Company to the Havells Employees Welfare Trust/Trustees for Subscription of Shares under the Havells Employees Stock Purchase Scheme, 2015.

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 02nd November, 2015 dispatched / e-mailed to all its shareholders, a Notice dated 23rd September, 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 sent physically or electronically with the notice was to be returned by the shareholders to reach the Scrutinizer latest by 2nd December, 2015. The Company Secretary further stated that Scrutinizer, Ms. Balika Sharma, had carried out the scrutiny of all the postal ballot forms received upto the close of working hours (5 P.M.) on 2nd December, 2015 and that she had submitted her Report thereon, of even date i.e. 4th December, 2015, addressed to the Chairman of the Company.

For HAVELLS INDIA LIMITED



HAVELLS SYLVANIA Crabtree STANDARD Secretary

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

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

SUMMARY OF RESULTS OF POSTAL BALLOT:

(1) Result of Postal Ballot for Approval of the Havells Employees Stock Purchase Scheme 2015 and its implementation through Trust -SPECIAL RESOLUTION

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **79,931**

	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	46	561	607
b)	Total number of votes casted	15,24,074	48,95,92,253	49,11,16,327
c)	Less: Invalid no. of votes casted	125	0	125
d)	Valid no. of votes casted (Net)	15,23,949	48,95,92,253	49,11,16,202
e)	Total no. of votes with assent for the Resolution	15,23,949	45,00,58,184	45,15,82,133
f)	Total no. of votes with dissent for the Resolution	0	3,95,34,069	3,95,34,069

% of total votes casted in favor of the Resolution: **91.95%**

% of total votes casted against the Resolution: **8.05%**

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

APPROVAL OF THE HAVELLS EMPLOYEES STOCK PURCHASE SCHEME 2015 AND ITS IMPLEMENTATION THROUGH TRUST

“RESOLVED THAT pursuant to the provisions of Section 62 read with Section 67 of the Companies Act, 2013 (“Act”), Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act read with rules framed thereunder, the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended/re-enacted from time to time (“Regulations”), the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed, the provisions of the Articles of Association of the Company, and any other applicable laws (collectively “Applicable Laws”), approval of the members be and is hereby granted to the Employee Stock Purchase Scheme of the Company i.e. “Havells Employees Stock Purchase Scheme 2015” (“ESPS 2015”), to be implemented through the subsisting trust i.e., “Havells Employees Welfare Trust” of the Company or any other trust that may be set up by the Company (“Trust”), for the benefit of the Employees as defined under ESPS 2015, by way of issue and/ or grant of fully paid up Equity Shares of the Company to Eligible Employees in terms thereof, from the shares to be issued by the Company from time to time in accordance with law for the purposes of the ESPS 2015, and/ or any subsisting shares already available with the Trust, at such price or prices, in one or more tranches, and on such terms and conditions, as may be in accordance with ESPS 2015 and the Act, the Regulations and Applicable Laws, such that the shares to be allotted/ transferred to the Eligible Employees, present and future, under ESPS 2015 shall not exceed an overall limit of 1% of the current paid-up capital of the Company (i.e. not more than 62,45,877 (Sixty Two Lakhs Forty Five Thousand Eight Hundred and Seventy Seven) Equity Shares of Re. 1/- each.

For HAVELLS INDIA LIMITED

Company Secretary

HAVELLS SYLVANIA

Crabtree

STANDARD

HAVELLS INDIA LTD.

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CIN:L31900DL1983PLC016304

RESOLVED FURTHER THAT the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) or the officers who may be authorized by the Board in this regard, be and are hereby authorized to make any modifications, changes, variations, alterations or revisions to the ESPS 2015, as it may deem fit, from time to time and/ or amend, modify, alter, vary, suspend, withdraw or revive the ESPS 2015 from time to time in conformity with the provisions of the Act, the Regulations and other Applicable Laws, circulars and guidelines, provided that such variation, amendment, modification or alteration is not detrimental to the material interest of the employees of the Company with regard to the shares that may have already been granted.

RESOLVED FURTHER THAT the new Equity Shares be allotted in accordance with ESPS 2015 either to the Trust which shall transfer to the employees covered under the ESPS 2015 or directly to the employees covered under the ESPS 2015.

RESOLVED FURTHER THAT all the new equity shares to be issued and allotted under ESPS 2015 as aforesaid shall rank *pari-passu* including dividend inter-se with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under ESPS 2015 on the stock exchanges as per the provisions of the Listing Agreement with the stock exchanges concerned, the SEBI Guidelines and other applicable laws and regulations.”

(2) Result of Postal Ballot for Authorization for Havells Employees Welfare Trust to subscribe to Shares for and under the Havells Employees Stock Purchase Scheme, 2015 - SPECIAL RESOLUTION

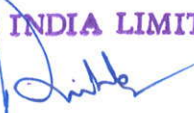
Total No. of shareholders to whom Postal Ballot Form(s) were sent: **79,931**

	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	46	560	606
b)	Total number of votes casted	15,24,074	48,96,20,202	49,11,44,276
c)	Less: Invalid no. of votes casted	125	0	125
d)	Valid no. of votes casted (Net)	15,23,949	48,96,20,202	49,11,44,151
e)	Total no. of votes with assent for the Resolution	15,23,949	45,18,18,335	45,33,42,284
f)	Total no. of votes with dissent for the Resolution	0	3,78,01,867	3,78,01,867

% of total votes casted in favor of the Resolution: **92.30%**

% of total votes casted against the Resolution: **7.70%**

For HAVELLS INDIA LIMITED


Company Secretary

HAVELLS INDIA LTD.

Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, India
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The following Resolution was thereafter declared to have been duly passed with requisite majority:

AUTHORIZATION FOR HAVELLS EMPLOYEES WELFARE TRUST TO SUBSCRIBE TO SHARES FOR AND UNDER THE HAVELLS EMPLOYEES STOCK PURCHASE SCHEME 2015

“RESOLVED THAT pursuant to the provisions of Section 62 and Section 67 of the Companies Act, 2013 (“Act”) and all other applicable provisions of the Act read with rules framed thereunder, SEBI (Share Based Employee Benefits) Regulations, 2014, as amended/ re-enacted from time to time (“Regulations”), the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed, the provisions of the Articles of Association of the Company, and any other applicable laws (collectively “Applicable Laws”), the Havells Employees Welfare Trust or any other trust that may be set up by the Company (“Trust”) be and is hereby authorized to acquire by way of subscription, shares of the Company and/ or to appropriate and allocate any subsisting shares already available with the Trust towards Havells Employees Stock Purchase Scheme, 2015 of the Company (“ESPS 2015”), and to subscribe, hold, transfer, grant, allot and deal in the shares of the Company, in a single tranche or in multiple tranches, at such price(s) as may be decided from time to time, for purposes of ESPS 2015 and for the said purpose to do all such acts, deeds and things as may be incidental or ancillary or required in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

(3) Result of Postal Ballot for Provisioning of money by the Company to the Havells Employees Welfare Trust/Trustees for Subscription of Shares under the Havells Employees Stock Purchase Scheme, 2015 -SPECIAL RESOLUTION

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **79,931**

	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	46	561	607
b)	Total number of votes casted	15,24,074	48,96,18,629	49,11,42,703
c)	Less: Invalid no. of votes casted	125	0	125
d)	Valid no. of votes casted (Net)	15,23,949	48,96,18,629	49,11,42,578
e)	Total no. of votes with assent for the Resolution	15,23,949	45,18,00,188	45,33,24,137
f)	Total no. of votes with dissent for the Resolution	0	3,78,18,441	3,78,18,441

% of total votes casted in favor of the Resolution: **92.30%**

% of total votes casted against the Resolution: **7.70%**

For HAVELLS INDIA LIMITED

Company Secretary

HAVELLS INDIA LTD.

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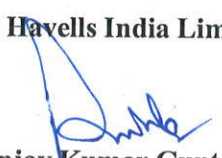
The following Resolution was thereafter declared to have been duly passed with requisite majority:

“RESOLVED THAT pursuant to the provisions of Section 67 of the Companies Act, 2013 (“Act”) and all other applicable provisions of the Act read with rules framed thereunder, SEBI (Share Based Employee Benefits) Regulations, 2014, as amended/re-enacted from time to time (“Regulations”), the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed, the provisions of the Articles of Association of the Company, and any other applicable laws (collectively “Applicable Laws”), consent of the Company be and is hereby accorded to the provision of money by the Company to the Havells Employees Welfare Trust or any other trust that may be set up by the Company (“Trust”) for the purposes of subscribing to and/ or hold the shares of the Company, in one or more tranches, under the Havells Employees Stock Purchase Scheme 2015 of the Company (“ESPS 2015”) subject to the overall limits prescribed under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014.

RESOLVED FURTHER THAT in order to enable the Trust to acquire the aforesaid Equity Shares of the Company, the amount of loan provided by the Company to the Trust, from time to time, shall be worked out based on the total market value of the shares to be allotted in terms of the ESPS 2015.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the Nomination and Remuneration Committee or any other Committee of the Board) or the officers who may be authorized by the Board in this regard, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

For **Havells India Limited**


(Sanjay Kumar Gupta)
Company Secretary

RESULTS OF POSTAL BALLOT

Result of the voting conducted through Postal Ballot 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 23rd September, 2015 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 4th December, 2015 to the Company.

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

(1) Result of Postal Ballot for Approval of the Havells Employees Stock Purchase Scheme 2015 and its implementation through Trust

Details of Resolution	Special Resolution for Approval of the Havells Employees Stock Purchase Scheme 2015 and its implementation through Trust
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	23 rd September, 2015
Record date for reckoning voting rights	16 th October, 2015
Date of Dispatch of Notice	02 nd November, 2015
Total No. of shareholders on record date	79,931

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **79,931**

	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	46	561	607
b)	Total number of votes casted	15,24,074	48,95,92,253	49,11,16,327
c)	Less: Invalid no. of votes casted	125	0	125
d)	Valid no. of votes casted (Net)	15,23,949	48,95,92,253	49,11,16,202
e)	Total no. of votes with assent for the Resolution	15,23,949	45,00,58,184	45,15,82,133
f)	Total no. of votes with dissent for the Resolution	0	3,95,34,069	3,95,34,069

% of total votes casted in favor of the Resolution: **91.95%**

% of total votes casted against the Resolution: **8.05%**



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 the Havells Employees Stock Purchase Scheme 2015 and its implementation through Trust:

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	384,957,920	0	100.00	0.00
Public – Institutions*	E-Voting	-	104,496,066	55.93	64,976,165	39,519,901	62.18	37.82
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	8,000	0.00	8,000	0	100.00	0.00
	Total	186,822,910	104,504,066	55.93	64,984,165	39,519,901	62.18	37.82
Public-Non Institutions	E-Voting	-	138,267	0.26	124,099	14,168	89.75	10.25
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	1,515,949	2.87	1,515,949	0	100.00	0.00
	Total	52,806,950	1,654,216	3.13	1,640,048	14,168	99.14	0.86
Total		624,587,780	491,116,202	78.63	451,582,133	39,534,069	91.95	8.05

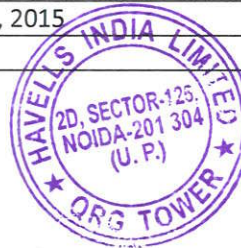
* Includes Body Corporates

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

The Number of votes polled in favour of the Special Resolution is 451,582,133 (91.95% 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 Authorization for Havells Employees Welfare Trust to subscribe to Shares for and under the Havells Employees Stock Purchase Scheme, 2015

Details of Resolution	Special Resolution for Authorization for Havells Employees Welfare Trust to subscribe to Shares for and under the Havells Employees Stock Purchase Scheme, 2015
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	23 rd September, 2015
Record date for reckoning voting rights	16 th October, 2015
Date of Dispatch of Notice	02 nd November, 2015
Total No. of shareholders on record date	79,931



For HAVELLS INDIA LTD.

Director

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **79,931**

	Particulars	Physical		Electronic	Total
a)	Total postal ballot forms received	46	560		606
b)	Total number of votes casted	15,24,074	48,96,20,202		49,11,44,276
c)	Less: Invalid no. of votes casted	125	0		125
d)	Valid no. of votes casted (Net)	15,23,949	48,96,20,202		49,11,44,151
e)	Total no. of votes with assent for the Resolution	15,23,949	45,18,18,335		45,33,42,284
f)	Total no. of votes with dissent for the Resolution	0	3,78,01,867		3,78,01,867

% of total votes casted in favor of the Resolution: **92.30%**

% of total votes casted against the Resolution: **7.70%**

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 Havells Employees Welfare Trust to subscribe to Shares for and under the Havells Employees Stock Purchase Scheme, 2015:

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	-	104,524,066	55.95	66,739,266	37,784,800	63.85	36.15
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	8,000	0.00	8,000	0	100.00	0.00
	Total	186,822,910	104,532,066	55.95	66,747,266	37,784,800	63.85	36.15
Public-Non Institutions	E-Voting	-	138,216	0.26	121,149	17,067	87.65	12.35
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	1,515,949	2.87	1,515,949	0	100.00	0.00
	Total	52,806,950	1,654,165	3.13	1,637,098	17,067	98.97	1.03
Total		624,587,780	491,144,151	78.63	453,342,284	37,801,867	92.30	7.70

* Includes Body Corporates

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

The Number of votes polled in favour of the Special Resolution is 453,342,284 (92.30% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.



For HAVELLS INDIA LTD.

[Signature]
Director

(3) Result of Postal Ballot for Provisioning of money by the Company to the Havells Employees Welfare Trust/Trustees for Subscription of Shares under the Havells Employees Stock Purchase Scheme, 2015

Details of Resolution	Special Resolution for Provisioning of money by the Company to the Havells Employees Welfare Trust/Trustees for Subscription of Shares under the Havells Employees Stock Purchase Scheme, 2015
Resolution required	Special
Mode of Voting	Postal Ballot / e-voting
Date of Postal Ballot Notice	23 rd September, 2015
Record date for reckoning voting rights	16 th October, 2015
Date of Dispatch of Notice	02 nd November, 2015
Total No. of shareholders on record date	79,931

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **79,931**

	Particulars	Total	
		Physical	Electronic
a)	Total postal ballot forms received	46	561
b)	Total number of votes casted	15,24,074	48,96,18,629
c)	Less: Invalid no. of votes casted	125	0
d)	Valid no. of votes casted (Net)	15,23,949	48,96,18,629
e)	Total no. of votes with assent for the Resolution	15,23,949	45,18,00,188
f)	Total no. of votes with dissent for the Resolution	0	3,78,18,441

% of total votes casted in favor of the Resolution: **92.30%**

% of total votes casted against the Resolution: **7.70%**

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 Provisioning of money by the Company to the Havells Employees Welfare Trust/Trustees for Subscription of Shares under the Havells Employees Stock Purchase Scheme, 2015

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



For **HAVELLS INDIA LTD.**

[Signature]
Director

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
Public – Institutions*	E-Voting	-	104,524,066	55.95	66,739,266	37,784,800	63.85	36.15
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**		8,000	0.00	8,000	0	100.00	0.00
	Total	186,822,910	104,532,066	55.95	66,747,266	37,784,800	63.85	36.15
Public-Non Institutions	E-Voting	-	136,643	0.26	103,002	33,641	75.38	24.62
	Poll	-	0	0.00	0	0	0.00	0.00
	Postal Ballot**	-	1,515,949	2.87	1,515,949	0	100.00	0.00
	Total	52,806,950	1,652,592	3.13	1,618,951	33,641	97.96	2.04
Total		624,587,780	491,142,578	78.63	453,324,137	37,818,441	92.30	7.70

* Includes Body Corporates

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

The Number of votes polled in favour of the Special Resolution is 453,324,137 (92.30% of the total valid votes). Thus, the Special Resolution has therefore been approved by the shareholders with the requisite majority.

Place: Noida

Date: 4th December, 2015



For Havells India Limited

(Signature)

(Anil Rai Gupta)

Chairman and Managing Director