



HAVELLS INDIA LIMITED

Regd. Office: 1, Raj Narain Marg, Civil Lines, Delhi-110054
Corp. Office: 'QRG Towers', 2D, Sector 126, Expressway, Noida-201304 (U.P.)
Tel. # 0120-4771000; Fax # 0120-4772000; Email: investors@havells.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956)

To

The Members of Havells India Limited

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 Resolution appended below is proposed to be passed by the Members as Special Resolution by way of Postal Ballot by giving their assent/ dissent. The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form.

To consider and if deemed fit, to pass with or without modification, the following as a Special Resolution:

"RESOLVED THAT pursuant to section 31 and all other applicable provisions of the Companies Act, 1956, the entire Chapter XXVII, titled "Miscellaneous" containing Articles 76 to 83 be deleted from the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors and/ or any Committee thereof be and is hereby authorized to do all such acts, deeds, things, matters as may be considered necessary and expedient to give effect to the above Resolution."

By order of the Board
For Havells India Limited

Noida
30th July, 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 business specified above is annexed hereto.
2. The Board vide its Resolution passed on 30th July, 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 2nd August, 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 12th September, 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 the Resolution 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 16th September, 2013 at 4 P.M. at the Corporate Office of the Company at QRG towers 2D, Sector 126 Expressway, Noida-201304 and the Resolution 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 the Resolution. 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 will also be displayed at the Company's Registered Office and hosted on the website of the Company www.havells.com besides being communicated to the stock exchanges on which the shares of the Company are listed. The results will also be published through a newspaper advertisement for information of the Members.

7. The existing Memorandum of Association and Articles of Association of the Company will be open 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), SECTION 192A OF THE COMPANIES ACT, 1956

The Members may note that a Shareholders Agreement ("the Agreement") dated 23 November, 2007 was executed by the Company with Seacrest Investment Limited, a Warburg Pincus group company, a private company established under the Mauritius Companies Act having its registered office in Mauritius for issue and allotment of Equity shares and Warrants convertible into shares. Accordingly, the Articles of Association of the Company were amended at that time to include the provisions of the Agreement.

Since the entity has sold its entire stake in the shares of the Company, its rights stand terminated as per the terms of the aforesaid Agreement and therefore it is proposed to amend the Articles and delete the provisions which were entered pursuant to the Agreement.

The Board of Directors in its meeting held on 30th July, 2013, approved the amendments in the Articles of Association of the Company by deleting the entire Chapter XXVII, titled "Miscellaneous" containing Articles 76 to 83 (which was inserted at the time of execution of the Agreement).

Pursuant to the provisions of Section 31 of the Companies Act, 1956 alteration of Articles of Association requires approval of the Members of the Company by passing a Special Resolution to that effect.

The Board of Directors thus recommends the Resolution as set out in the accompanying Notice for the approval of Members of the Company as a Special Resolution.

None of the Directors is concerned or interested in the Resolution.

By order of the Board
For Havells India Limited

Noida
30th July, 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 12th September, 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.
- Members are requested not to send any other paper (other than Board Resolution/ Authority as mentioned in the 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.
Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - i. 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 at 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. (i) above, to cast vote.
2. The voting period ends on the close of day of 12th September, 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



HAVELLS INDIA LIMITED

Regd. Office: 1, Raj Narain Marg, Civil Lines, Delhi-110054
Corp. Office: 'QRG Towers', 2D, Sector 126, Expressway, Noida-201304 (U.P.)
Tel. # 0120-4771000; Fax # 0120-4772000; Email: investors@havells.com

POSTAL BALLOT FORM

5. I/ We hereby exercise my/ our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/ our assent or dissent to the Resolution by placing tick (✓) mark in the appropriate box below:

Description	No. of Shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
Special Resolution pursuant to Section 31 of the Companies Act, 1956 to amend Articles of Association of the Company			

Place :

Date :

(Signature of the Shareholder)

Notes:

1. Last date for receipt of Postal Ballot Form by Scrutinizer is 12th September, 2013.
2. Please read the instructions printed over leaf carefully before completing this Form.

ELECTRONIC VOTING PARTICULARS

EVEN	USER ID	PASSWORD