

### 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 11<sup>th</sup> 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 18<sup>th</sup> 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 <sup>th</sup> December, 2015
Record date for reckoning voting rights	04 <sup>th</sup> December, 2015
Date of Dispatch of Notice	18 <sup>th</sup> 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 <sup>th</sup> December, 2015
Record date for reckoning voting rights	04 <sup>th</sup> December, 2015
Date of Dispatch of Notice	18 <sup>th</sup> December, 2015
Total No. of shareholders on record date	74,751



*[Signature]*  
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: 18<sup>th</sup> January, 2016



For Havells India Limited

(Anil Kar Gupta)

Chairman and Managing Director

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