

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY WAY OF POSTAL BALLOT AS PER THE RESULTS ANNOUNCED ON 7TH AUGUST, 2014 AT THE CORPORATE OFFICE OF HAVELLS INDIA LIMITED AT QRG TOWERS, 2D, SECTOR – 126, EXPRESSWAY, NOIDA (U.P.) AT 4:00 P.M.

Sub-division of each Equity Share of Rs. 5/- each into 5 Equity Shares of Re. 1/- each

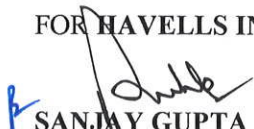
“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 26 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any authority and subject to such conditions as may be agreed to by the Board of Directors (hereinafter referred to as the “Board” which term shall also include the Share Allotment and Transfer Committee of the Board), consent of the Members be and is hereby accorded to sub-divide each Equity Share of the nominal value of Rs. 5/- (Rupees Five only) each in the Capital of the Company fully paid up, into 5 Equity Shares of Re. 1/- (Rupee One only) each fully paid up and all the Equity shares of Rs. 5/- (Rupees Five only) each fully paid, of the Company, be sub-divided accordingly, with effect from the Record Date as may be fixed for the purpose.

RESOLVED FURTHER THAT upon Sub-division as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of Rs. 5/- (Rupees Five only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, either call back the existing Share Certificate(s) from the Shareholders or without requiring the surrender of the existing Share Certificate(s), directly issue and despatch the new Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s) subject to the provisions laid down in the Companies (Issue of Share Certificates) Rules, 1960 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered in the best interest of the Company.”

CERTIFIED TRUE COPY

FOR HAVELLS INDIA LIMITED


SANJAY GUPTA
COMPANY SECRETARY



Date: 7th August, 2014