

February 6, 2013

From

1. **Seacrest Investment Ltd,**
c/o Warburg Pincus Asia Ltd,
8th Floor, Newton Tower,
Sir William Newton Street,
Port Louis,
Mauritius
2. **Woodcrest Investment Ltd,**
c/o Warburg Pincus Asia Ltd,
8th Floor, Newton Tower,
Sir William Newton Street,
Port Louis,
Mauritius

To

1. **The General Manager,**
Department of Corporate Services,
BSE Limited,
New Trading Ring,
Rotunda Building, 1st Floor,
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001
Fax: + 91 22 22723121/ 22722037
2. **The Manager,**
Listing Department,
The National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,

Plot No. C/1, G-Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051
Fax: + 91 22 26598237/ 26598238

3. **Company Secretary/Compliance Officer**
Havells India Limited
1, Raj Narain Marg,
Civil Lines,
Delhi-110054
Fax: +91 120 477 2000

Dear Sirs,

Re: Disclosure pursuant to Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. We, Seacrest Investment Ltd (“SIL”) and Woodcrest Investment Ltd (“WIL”) are affiliates of Warburg Pincus LLC (SIL and WIL are hereinafter referred to as the “Shareholders”). The Shareholders are persons acting in concert with respect to our shareholding in Havells India Limited (“Company”). WIL is a sub-account of Warburg Pincus International LLC, which is a SEBI registered foreign institutional investor.
2. In terms of Regulation 29(2) of the Takeover Regulations, we wish to inform you that through a series of sales on the open market segment of the stock exchange on February 5, 2013, SIL has sold 7,000,000 fully paid up equity shares of the Company representing 5.61% of the issued and paid up equity share capital of the Company. The sales on February 5, 2013 have resulted in the Shareholders having sold more than 2% of the equity share capital of the Company thereby necessitating this disclosure.
3. Subsequent to the aforesaid sales, SIL holds 5,820,000 fully paid-up equity shares of the Company representing 4.66% of the issued and paid-up equity share capital of the Company and WIL holds 4,607,600 fully paid-up equity shares of the Company representing 3.69% of the issued and paid-up equity share capital of the Company aggregating 10,427,600 fully paid-up equity shares of the Company representing 8.36% of the issued and paid-up equity share capital of the Company.

4. Please find attached our disclosure under Regulations 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Yours faithfully,

SEACREST INVESTMENT LTD



Authorized Signatory

Name: Sharmila Baichoo

Designation: Director

Place: Port Louis, Mauritius

WOODCREST INVESTMENT LTD



Authorized Signatory

Name: Sharmila Baichoo .

Designation: Director

Place: Port Louis, Mauritius

FORMAT FOR DISCLOSURES UNDER REGULATION 29(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011¹

1	Name of the Target company	Havells India Limited ("Company")		
2	Name(s) of the Acquirer and Persons Acting in Concert (PACs) with the acquirer	1) Seacrest Investment Ltd ("SIL"); and 2) Woodcrest Investment Ltd ("WIL"). SIL and WIL are affiliates of Warburg Pincus LLC (hereinafter together referred to as the "Shareholders") The Shareholders are persons acting in concert with respect to their shareholding in the Company. WIL is a sub-account of Warburg Pincus International LLC, which is a SEBI registered foreign institutional investor.		
3	Whether the acquirer belongs to Promoter/Promoter group	No		
4	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1) The National Stock Exchange of India Limited 2) The BSE Limited		
5	Details of the acquisition / disposal /holding of shares/voting rights/holding of the Acquirer and PAC	No. of shares	% w. r. t. total paid-up capital/voting capital, wherever applicable	% w. r. t. total diluted share/voting capital of the TC*
<u>Before the sale under consideration, holding of:</u>				
(a)	Shares carrying voting rights	17,427,600 fully paid-up equity shares of the Company. ²	13.97%	13.97%

¹ All shareholding figures are correct to 2 decimal places.

² 12,820,000 fully paid up equity shares in the Company representing 10.27% of its equity share capital held by SIL and the balance 4,607,600 fully paid up equity shares of the Company representing 3.69% of its equity share capital held by WIL.

(b)	Voting rights (VRs) otherwise than by shares	Nil	Nil	Nil
(c)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
Total (a + b + c)		17,427,600	13.97%	13.97%
Details of sale:				
(a)	Shares carrying voting rights sold	7,000,000 ³	5.61%	5.61%
(b)	Voting rights (VRs) sold otherwise than by shares	Nil	Nil	Nil
(c)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) sold	Nil	Nil	Nil
Total (a + b + c)		7,000,000	5.61%	5.61%
After the sale, holding of:				

³ Sold by SIL on February 5, 2013.

(a)	Shares carrying voting rights	10,427,600 ⁴	8.36% of the equity share capital of the Company.	8.36% of the equity share capital of the Company.
(b)	Voting rights (VRs) otherwise than by shares	Nil	Nil	Nil
(c)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) after sale	Nil	Nil	Nil
Total (a + b + c)		10,427,600	8.36%	8.36%
6	Mode of sale (e.g. open market/off-market/public issue/rights issue/preferential allotment / <i>inter-se</i> transfer etc.)	Sale of shares by way of open market sales on BSE Limited.		
7	Date of sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	The shares were sold on February 5, 2013		
8	Paid up capital / total voting capital of the target company before the said sale	Rs. 623,874,060/- consisting of 124,774,812 fully paid-up equity shares of face value Rs. 5/- each		
9	Paid up capital/total voting capital of the target company after the said sale	Rs. 623,874,060/- consisting of 124,774,812 fully paid-up equity shares of face value Rs. 5/- each		
10	Total diluted capital/ voting	Rs. 623,874,060/- consisting of 124,774,812 fully paid-up equity shares of face value Rs. 5/- each*		

⁴ 5,820,000 fully paid-up equity shares of the Company representing 4.66% of its equity share capital held by SIL and balance 4,607,600 fully paid-up equity shares of the Company representing 3.69% of its equity share capital held by WIL.

capital of the target company after the said sale	
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** As per the publicly available shareholding pattern disclosed by the Company for the quarter ending December 31, 2012 and available on the websites of The BSE Limited and The National Stock Exchange of India Limited.*

Yours faithfully,

SEACREST INVESTMENT LTD

S. Baichoo

Authorized Signatory

Name: Sharmila Baichoo

Designation: Director

Place: Port Louis, Mauritius

WOODCREST INVESTMENT LTD

S. Baichoo

Authorized Signatory

Name: Sharmila Baichoo

Designation: Director

Place: Port Louis, Mauritius