

8th November, 2017

The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra East, Mumbai – 400051

Kind Attn: Mr Sandeep Dhamal, Assistant Manager – Listing Compliance

Sub: News Clarification

Dear Sir,

This is in response to your email dated 7th November, 2017 seeking clarification on the recent news item appearing in The Indian Express dated November 06, 2017.

In this regard, we wish to state that during the last week, The Indian Express, had approached the Company and asked few queries on the acquisition of lighting business of Sylvania made in the year 2007, to which the Company had responded providing similar facts and material which were shared by the Company with the stock exchanges in a detailed Press Release on 13th March, 2007 (copy attached). The financials and other details of the subsidiary companies as mandated under various laws including the then Companies Act 1956 (now the Companies Act, 2013) were also part of the subsequent annual reports published by the Company and are available in the public domain.

The Company's response to the Indian Express is reiterated herein below for the information of the Exchange:-

Havells India Limited acquired the global Lighting business of Sylvania which was present across Europe, Latin America and Asia in April 2007. The investment was committed with a view of business expansion with global presence. To facilitate such acquisition and its financing, we established the Holding Companies as is the norm for such overseas ventures. The 50 odd subsidiaries were already part of the Sylvania Holding structure due to business presence in 40 odd countries and thus part of the acquisition. The holding structure of Sylvania was duly filed with the Reserve Bank of India as per extant regulations.

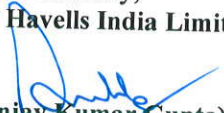
The overseas investment by Havells has been into Sylvania and its related assets. The tax has been duly paid in the respective jurisdictions as may be applicable. The business of Sylvania, its performance over the period is all in public domain. The business was successfully managed for over 7 years but because of the disruption in the lighting industry with the invasion of LED and the low growth phase across Europe and Latam, it was decided to release the resources and management bandwidth from such geographies and focus on domestic business. The stake sale in Havells Malta to INESA UK Limited, an affiliate of Shanghai Acoustics Co. Limited, China, was in order to facilitate the smooth transfer of the Sylvania entities to the purchaser.

The entire transaction at Havells Sylvania is to facilitate bonafide business transactions in accordance with local regulations and practices.

In the given matter, which is a story published by a newspaper daily, nothing is reportable in the subject matter from the Company's side under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement Regulations) 2015.

Thanking you.

Yours faithfully,
For Havells India Limited


(Sanjay Kumar Gupta)
Company Secretary

Encl: As above.

HAVELLS INDIA LTD.

Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, U.P (INDIA)
Tel: +91-120-3331000, Fax: +91-120-3332000
E-mail: marketing@havells.com, www.havells.com
Registered Office: 904, 9th Floor, Surya Kiran Building,
K.G. Marg, Connaught Place, New Delhi - 110001. (INDIA)
Consumer Care No.:
1800 103 1313, 1800 11 0303 (All Connections), 011-4166 0303 (Landline)
CIN: L31900DL1983PLC016304
GSTIN: 09AAACH0351E2Z2

March 13, 2007

The Listing Department
The National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex
Bandra (E)
Mumbai-400051
Fax : 022-26598237/ 238

The Listing Department
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax : 022-22723121 / 2037

Dear Sirs,

Re: Acquisition of SLI Sylvania by Havell's India Limited ("Company")

The Board of Directors, at their meeting held on even date, i.e. March 13, 2007, approved the proposed acquisition of the **SLI Sylvania** Lighting business by the Company's indirect subsidiary, Havell's Netherlands B.V. (the **Purchaser**). The same shall be done through purchase of entire issued share capital of target companies, i.e. SLI Lighting Products, Inc., SLI Europe BV and Lighthouse Investment Holdings Limited. The total consideration for the transaction is Euro 227.50 million only. The Board has also approved the Share Purchase Agreement (SPA) to be entered for this transaction and where Havell's India Limited will act as a Guarantor.

The financing arrangements for this acquisition are being finalized with Barclays Capital and its syndicates. For a portion of the said financing, Havell's will be providing a guarantee to the lenders and will also create security over its movable and immovable assets (subject to obtainment of requisite regulatory approvals).

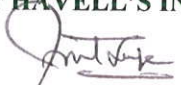
Presently it is anticipated that the acquisition shall be completed in the second quarter of 2007, subject to satisfaction of certain agreed conditions precedent.

This announcement is not intended to and does not constitute, or form part of, or any offer or invitation to purchase any securities or the solicitation of any vote or approval in any jurisdiction.

The press release in relation to this acquisition, released in New Delhi, India today is enclosed herewith.

Submitted for your information.

Yours faithfully,
For **HAVELL'S INDIA LIMITED**


(ANIL GUPTA)
JOINT MANAGING DIRECTOR

Encl.: a/a

HAVELL'S INDIA LTD.

Press Release for immediate publication

Havell's To Acquire US\$ 594mn SLI Sylvania lighting business

Amsterdam, Netherlands & New Delhi, India; March 13, 2007: In what will be the largest acquisition by an Indian electrical products company, Havell's Netherlands BV, a Netherlands incorporated subsidiary of Havell's, signed an agreement with SLI Holdings Inc., to acquire SLI Sylvania's lighting business¹ at an aggregate purchase price of US\$300mn.

The acquisition is expected to be financed with non-recourse debt facilities of US\$160mn and recourse facilities of US\$105mn by way of loans/equity through Havell's subsidiaries ("Recourse Borrowers") guaranteed by Havell's India.

Deutsche Bank Group is the financial advisor to Havell's on the transaction. Barclays Capital is acting the lead arranger for the financing.

Key Highlights:

- **US\$300mn all-cash acquisition: Largest ever acquisition by an Indian Electrical company**
- **Sylvania is one of the Largest Lighting Companies globally**
- **The combined turnover of the two entities of nearly US\$ 1 Billion**
- **Post acquisition nearly two-third of Havell's consolidated revenues to come from international markets**
- **SLI Sylvania's 10 manufacturing plants located across Europe, Latin America and Africa comes under Havell's ambit**
- **Havells gets access to a strong brand & distribution network with over 10,000 distributors/ dealers spread across the globe**
- **Some of the leading professional and consumer lighting brands like Sylvania, Concord:marlin, Lumiance, Marlin, Claude and Linolite-Sylvania comes under Havell's fold**

¹ Sylvania Lighting Europe BV, Lighthouse Investment Holdings BVI and SLI Lighting Products Inc, which together with their subsidiaries represent SLI Sylvania's lighting business

Speaking on the occasion, Mr. Qimat Rai Gupta- CMD, Havell's said *"Sylvania's acquisition is a first step towards attaining leading position in the global lighting industry with a strong presence in the developed markets of Europe and high growth Latin American markets. This acquisition will provide us a platform with strong brands and established distribution channels on which Havell's can build on. Further, the management team responsible for SLI Sylvania's turnaround will continue to remain with the business and grow the combined organization"*

Paul Griswold, CEO of SLI Sylvania added "The management team is extremely excited about the Transaction and believes that SLI Sylvania is well-poised to effectively exploit the opportunities ahead with significant synergies to be realized by the combined organization"

Sanjay Agarwal, Managing Director and Head, Global Corporate Finance, India for Deutsche Bank mentioned that "This transformational transaction leapfrogs Havell's into the global league with the sheer scale and breadth of Global footprint acquired and demonstrates the strong execution capabilities of the management team"

SLI Sylvania, which is headquartered in Frankfurt is a leading global designer and provider of the lighting systems for lamps and fixtures. Sylvania is one of the most globally recognized brand for over a century in the electrical industry. SLI Sylvania has 10 manufacturing plants located across Europe, Latin America and Africa with an employee strength of more than 4,000. As per the annual accounts for the year ended Dec 31, 2006, SLI Sylvania generated revenues of US\$594mn and a normalized EBITDA² of US\$ 41.2mn.

This landmark acquisition provides Havells with the opportunity not only to expand its product portfolio in the European, Latin American and other developed markets of the west but also to launch Sylvania in India.

SLI Sylvania is the principal company behind many of the world's best known professional and consumer lighting brands - including Sylvania, Concord:marlin, Lumiance, Marlin, Claude and Linolite-Sylvania. It has been marketing fixtures, lamps and other lighting products to variety of customers including architects, designers, electrical distributors, select retailers, including OEM and other lighting manufacturers.

About Havell's India

² normalised EBITDA is before restructuring costs, one-off costs and management costs incurred/ allocated by the Seller (such management cost is expected to add around US\$3.5mn to SLI Sylvania's annual recurring costs on a going forward basis).

Starting off as an electrical trading company in 1958, Havell's India Ltd. today is an emerging leader and an end-to-end solution provider in the Power Distribution Equipment industry. The company catering to the needs of domestic and industrial market has seven manufacturing units in India.

Havell's reach stretches across 43 branch offices, over 2000 authorized dealers and thousands of approved retail outlets. The company has an enviable clientele, not only in the domestic market, but also in international markets like UK, Malaysia, Singapore, Bangladesh, Sri Lanka, Dubai, Africa, Iran and Iraq. The company is currently exporting to over 50 countries globally.

Havell's is acknowledged as a manufacturer & supplier of the widest range of quality low voltage electrical equipment. With a number of strategic alliances in place, Havell's is the only company that has shown phenomenal growth rate with the help of various joint ventures, acquisitions, mergers and takeovers.

Company's income for the the nine months period ended December 2006 was at Rs. 1109.77 Cr. With a Profit After Tax of Rs.72.70 Crores.

For Further information:

Mr.Harsh Wardan / Mutual PR
9810162711

A.Vijay Narayanan/Havell's India
9810093017