

16th August, 2018

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E)
Mumbai- 400 051

NSE Symbol: HAVELLS

Kind Attn: Mr Sandeep Dhamal, Deputy Manager, Listing Compliance

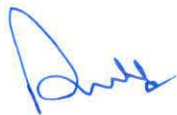
Sub: Reply to Clarification Sought

Dear Sir,

This is in response to your email dated 14th August, 2018 seeking clarification on announcement made by the Company viz. Havells India Limited about the exercise of Call Option and the investment made by it into Promptec Renewable Energy Solutions Private Limited (a subsidiary of the Company where the Company held around 69% stake, hereinafter referred to as "Promptec") and which consequently became a 100% wholly-owned subsidiary of the Company with effect from 8th August, 2018.

In this regard, the present details sought by your good office are given hereunder to be read with the earlier intimations furnished by the Company on 20th April, 2015 (enclosing a detailed press release when the Company initially acquired 51% stake in Promptec) and 13th June, 2016 (when the Company subsequently acquired upto 70% stake) :-

1. Nature of consideration - whether cash consideration or share swap and details of the same:
The purchase of remaining Equity Shares (representing 31% stake) was made in consideration of cash.
2. Cost of acquisition or the price at which the shares are acquired:
An aggregate sum of Rs. 16,65,58,911 (Rupees Sixteen Crores Sixty Five Lakhs Fifty Eight Thousand Nine Hundred Eleven only) was paid to acquire the remaining 31% stake in Promptec.
3. Indicative time period for completion of the acquisition:
Promptec, in its Board Meeting held on 8th August, 2018, approved the transfer of remaining 31% shares in favour of Havells India Limited. By virtue of the said transfer of shares, Promptec became 100% subsidiary of Havells India Limited.



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

4. Brief details of any governmental or regulatory approvals required for the acquisition:
None.
5. Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity):
Havells India Limited held 69% stake in Promptec before the remaining 31% shares acquisition on 8th August, 2018. By virtue of Call option exercised by it in terms of Shareholders' Agreement dated 22nd April, 2015, it had acquired the remaining 31% shares from the shareholders of Promptec.

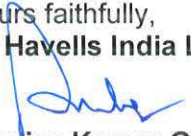
The business of Promptec is in line with the main business of Havells India Limited.

6. Industry to which the entity being acquired belongs:
Manufacturer of LED and Solar Lighting products
7. Whether the acquisition would fall within related party transactions and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length".
Yes, present transaction was a related party transaction since Promptec was a subsidiary of Havells India Limited. The promoters/ promoter group/ group companies did not have any other interest apart from the holding-subsidiary relationship subsisting between the two companies. The transaction has been done on agreed terms as stipulated in the Shareholders' Agreement dated 22nd April, 2015.

The above is for your information and records.

Thanking you.

Yours faithfully,
for **Havells India Limited**


(Sanjay Kumar Gupta)
Company Secretary

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