

Date: 13th July 2018

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

NSE Symbol : HAVELLS

BSE Limited
Phiroze Jeejeebhoy
Towers
Dalal Street
Mumbai- 400 001

Scrip Code : 517354

Havells India Limited
904, 9th Floor,
Surya Kiran Building
K G Marg
New Delhi-110 001

Sub: Disclosure under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

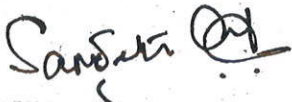
As due compliance of the captioned regulation, the undersigned, belonging to the Promoter Group of the Company viz. Havells India Limited, hereby furnish, in the specified Form, the Disclosure post *inter-se* Gift of Shares of Havells India Limited being the Target Company (TC), QRG Enterprises Limited and QRG Investments and Holdings Limited (Promoter Companies of TC).

There has been no change in the Total Shareholding of the promoter group after such *inter-se* transfer of Shares of TC and Promoter Companies of TC.

The above is for your information and records.

Thanking you.

Yours faithfully,


(Sangeeta Rai Gupta)
Promoter


(Anil Rai Gupta)
Promoter

Encl: As above

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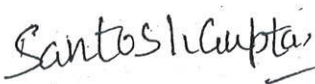
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Thanking you.

Yours faithfully,


(Santosh Gupta)
Promoter


(Ameet Kumar Gupta & Shalini Gupta)
Promoters

Encl: As above

भारतीय प्रतिभूति और विनिमय बोर्ड **Securities and Exchange Board of India**

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Havells India Limited
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	The disclosure is pursuant to <i>Inter-se</i> transfer of Shares (by way of Gift) by Individual Promoters of TC and of Promoter Companies of TC, namely, QRG Enterprises Limited and QRG Investments and Holdings Limited. The Transferee (s)/ Acquirer(s)/ Donee(s) in all of the above cases are:- 1. Smt Sangeeta Rai Gupta or 2. Smt Santosh Gupta Along with PAC, namely:- 1. Shri Anil Rai Gupta 2. Shri Anil Rai Gupta (as Managing Trustee of ARG Family Trust) 3. Smt Vinod Gupta 4. Shri Qimat Rai Gupta (deceased, shares are in the process of transmission to Smt Vinod Gupta (spouse)) 5. Shri Surjit Kumar Gupta 6. Shri Ameet Kumar Gupta 7. Smt Shalini Gupta 8. QRG Enterprises Limited 9. QRG Investments and Holdings Limited
Whether the acquirer belongs to Promoter/Promoter group	Yes.
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	a) The National Stock Exchange of India Ltd b) BSE Limited

Sangeeta Rai Gupta

Santosh Gupta Ameet Kumar Gupta Shalini

भारतीय प्रतिभूति और विनिमय बोर्ड **Securities and Exchange Board of India**

Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of : a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) c) Voting rights (VR) otherwise than by shares d) 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) e) Total (a+b+c+d)	Please refer to Annex-1, Annex-2 & Annex-3 } Not Applicable		
Details of acquisition/sale a) Shares carrying voting rights acquired/sold b) VRs acquired /sold otherwise than by shares 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) acquired/sold d) Shares encumbered / invoked/released by the acquirer e) Total (a+b+c+/-d)	Please refer to Annex-1, Annex-2 & Annex-3 } Not Applicable		
After the acquisition/sale, holding of: a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition e) Total (a+b+c+d)	Please refer to Annex-1, Annex-2 & Annex-3 } Not Applicable		

Santosh Gupta

Santosh Gupta

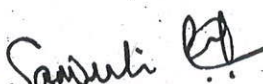
भारतीय प्रतिभूति और विनियम बोर्ड **Securities and Exchange Board of India**

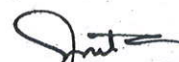
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se Transfer (by way of Gift)
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	12 th July 2018
Equity share capital / total voting capital of the TC before the said acquisition / sale	62,51,48,473 Equity Shares as at 31 st March, 2018
Equity share capital/ total voting capital of the TC after the said acquisition / sale	62,51,48,473 Equity Shares as at 31 st March, 2018
Total diluted share/voting capital of the TC after the said acquisition	Nil

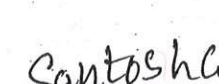
(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

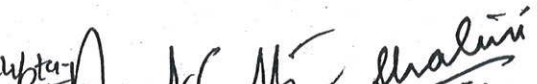
(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer / seller / Authorised Signatory


Sangeeta Rai Gupta
Promoter


Anil Rai Gupta
Promoter


Santosh Gupta
Promoter


Ameet Kumar Gupta & Shalini Gupta
Promoters

Place: Delhi
Date: 13 July 2018

Annex - 1

Shareholding Pattern of Target Company (TC) - Havells India Limited

Sr. No.	PRE -Transaction Shareholding (31-03-2018)				CHANGE	Sr. No.	POST -Transaction Shareholding		
	Shareholder's Name (TRANSFEROR / DONOR)	No. of Shares	%	No. of Shares			Shareholder's Name (ACQUIRER / DONEE)	No. of Shares	%
1	Anil Rai Gupta (in individual name)	11,797,340	1.89	(11,797,340)	(1.89)	1	Anil Rai Gupta (in individual name)	Nil	Nil
2	Sangeeta Rai Gupta	2,231,220	0.36	11,797,340	1.89	2	Sangeeta Rai Gupta	14,028,560	2.24
3	Ameet Kumar Gupta	1,566,160	0.25	(1,566,160)	(0.25)	3	Ameet Kumar Gupta	Nil	Nil
4	Santosh Gupta	2,316,720	0.37	5,464,660	0.87	4	Santosh Gupta	7,781,380	1.24
5	Shalini Gupta	3,898,500	0.62	(3,898,500)	(0.62)	5	Shalini Gupta	Nil	Nil
6	Vinod Gupta	30,950,240	4.95	-	-	6	Vinod Gupta	30,950,240	4.95
7	Anil Rai Gupta (on behalf of ARG Family Trust)	18,862,400	3.02	-	-	7	Anil Rai Gupta (on behalf of ARG Family Trust)	18,862,400	3.02
8	Qimat Rai Gupta	13,584,000	2.17	-	-	8	Qimat Rai Gupta	13,584,000	2.17
9	Surjit Kumar Gupta	28,650,800	4.58	-	-	9	Surjit Kumar Gupta	28,650,800	4.58
10	QRG Enterprises Limited	189,858,880	30.37	-	-	10	QRG Enterprises Limited	189,858,880	30.37
11	QRG Investments and Holdings Limited	68,741,660	11.00	-	-	11	QRG Investments and Holdings Limited	68,741,660	11.00
	Total	372,457,920	59.58	0	0		Total	372,457,920	59.58

Annex - 2

Shareholding Pattern of Promoter Company of Target Company (TC) - QRG Enterprises Limited

Sr. No.	PRE -Transaction Shareholding (31-03-2018)				CHANGE	Sr. No.	POST -Transaction Shareholding		
	Shareholder's Name (TRANSFEROR / DONOR)	No. of Shares	%	No. of Shares			Shareholder's Name (ACQUIRER / DONEE)	No. of Shares	%
1	Anil Rai Gupta (in individual name)	539,900	17.29	(539,900)	(17.29)	1	Anil Rai Gupta (in individual name)	Nil	Nil
2	Sangeeta Rai Gupta	7,143	0.23	539,900	17.29	2	Sangeeta Rai Gupta	547,043	17.51
3	Ameet Kumar Gupta	5,429	0.17	(5,429)	(0.17)	3	Ameet Kumar Gupta	Nil	Nil
4	Santosh Gupta	4,100	0.13	11,325	0.36	4	Santosh Gupta	15,425	0.49
5	Shalini Gupta	5,896	0.19	(5,896)	(0.19)	5	Shalini Gupta	Nil	Nil
6	Anil Rai Gupta (on behalf of Guptajee & Co.)	263,834	8.45	-	-	6	Anil Rai Gupta (on behalf of Guptajee & Co.)	263,834	8.45
7	Vinod Gupta (in individual name)	1,098,893	35.18	-	-	7	Vinod Gupta (in individual name)	1,098,893	35.18
8	Vinod Gupta (on behalf of Guptajee & Co.)	119,800	3.84	-	-	8	Vinod Gupta (on behalf of Guptajee & Co.)	119,800	3.84
9	Surjit Kumar Gupta	940,009	30.10	-	-	9	Surjit Kumar Gupta	940,009	30.10
10	QRG Investments and Holdings Limited	134,267	4.30	-	-	10	QRG Investments and Holdings Limited	134,267	4.30
11	Rajesh Kumar Gupta	4,167	0.13	-	-	11	Rajesh Kumar Gupta	4,167	0.13
	Total	3,123,438	100.00	0	0		Total	3,123,438	100.00

Annex - 3

Shareholding Pattern of Promoter Company of Target Company (TC) - QRG Investments and Holdings Limited

Sr. No.	PRE -Transaction Shareholding (31-03-2018)				CHANGE	Sr. No.	POST -Transaction Shareholding		
	Shareholder's Name (TRANSFEROR / DONOR)	No. of Shares	%	No. of Shares			Shareholder's Name (TRANSFEROR / DONOR)	No. of Shares	%
1	Anil Rai Gupta (in individual name)	21,000	1.74	(21,000)	(1.74)	1	Anil Rai Gupta (in individual name)	Nil	Nil
2	Sangeeta Rai Gupta	459,041	38.11	21,000	1.74	2	Sangeeta Rai Gupta	480,041	39.86
3	Santosh Gupta	7,201	0.60	216,019	17.94	3	Santosh Gupta	223,220	18.53
4	Shalini Gupta	216,019	17.94	(216,019)	(17.94)	4	Shalini Gupta	Nil	Nil
5	Anil Rai Gupta (on behalf of Guptajee & Co.)	74,537	6.19	-	-	5	Anil Rai Gupta (on behalf of Guptajee & Co.)	74,537	6.19
6	Vinod Gupta (in individual name)	35,306	2.93	-	-	6	Vinod Gupta (in individual name)	35,306	2.93
7	Vinod Gupta (on behalf of Guptajee & Co.)	91,971	7.64	-	-	7	Vinod Gupta (on behalf of Guptajee & Co.)	91,971	7.64
8	Surjit Kumar Gupta	97,653	8.11	-	-	8	Surjit Kumar Gupta	97,653	8.11
9	QRG Enterprises Limited	201,718	16.75	-	-	9	QRG Enterprises Limited	201,718	16.75
	Total	1,204,446	100.00	0	0		Total	1,204,446	100.00

Sangeeta

Surjit

Santosh Gupta

Shalini