

Date: 21st December 2018

Securities and Exchange Board of India
SEBI Bhavan BKC
Plot No. C4 – A, 'G' Block
Bandra – Kurla Complex
Bandra (East)
Mumbai – 400051
Maharashtra

Sub: Report pursuant to SEBI Exemption Order granted u/r 11(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

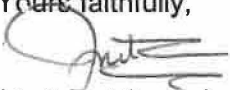
In compliance of captioned SEBI Exemption Order No. WTM/ GM/ CFD/ 05/ 2018-19 dated April, 11, 2018, granted u/r of the SEBI (SAST) Regulations, 2011, the undersigned being part of the Promoter Group of the Company, hereby furnish the REPORT [based on the format u/r 10(7)] post settlement of shares of Havells India Limited being the Target Company (TC) and QRG Enterprises Limited (Promoter Company of TC), in the following manner:-

- (i) Settlement of shares by Smt Vinod Gupta & Smt Sangeeta Rai Gupta in ARG Family Trust
- (ii) Settlement of shares by Shri Surjit Kumar Gupta & Smt Santosh Gupta in SKG Family Trust

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,


(Anil Rai Gupta)
Managing Trustee
ARG Family Trust

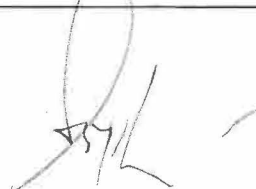

(Surjit Kumar Gupta)
Trustee
SKG Family Trust

Encl: As above

Format under Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(i) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	General Details	
	a.	Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.} Name: ARG Family Trust Address: QRG Niwas, 1, Raj Narain Marg, Civil Lines, Delhi – 110054 Telephone No.: 0120-3331407 Email Id: molly.jacob@havells.com Name: SKG Family Trust Address: 78-A/1, New Friends Colony (East), New Delhi - 110065 Telephone No.: 0120-3331407 Email Id: molly.jacob@havells.com
	b.	Whether sender is the acquirer (Y/N) Yes
	c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization) NA
	d.	Name, address, Tel no. and e-mail of the sender, if sender is not the acquirer NA
2	Compliance of Regulation 10(7) – NOT APPLICABLE	
	a.	Date of report
	b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition
	c.	Whether the report is accompanied with fees as required under Regulation 10(7)
(The present report is being filed pursuant to SEBI Exemption Order WTM / GM / CFD / 05 / 2018-19 dated 11th April, 2018.)		
3	Compliance of Regulation 10(5) – NOT APPLICABLE	
	a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed, at least 4 working days before the date of the proposed acquisition
	b.	Date of Report
(The present report is being filed pursuant to SEBI Exemption Order WTM / GM / CFD / 05 / 2018-19 dated 11th April, 2018.)		

4	Compliance of Regulation 10(6) – NOT APPLICABLE			
	a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days after the date of the proposed acquisition	(The present report is being filed pursuant to SEBI Exemption Order WTM / GM / CFD / 05 / 2018-19 dated 11 th April, 2018.)	
	b.	Date of Report		
5	Details of the Target Company (TC)			
	a.	Name & address of TC	Havells India Limited 904, 9 th Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001	
	b.	Name of the Stock Exchange(s) where the shares of the TC are listed	1. The National Stock Exchange of India Ltd. 2. BSE Limited	
6	Details of the acquisition			
	a.	Date of acquisition	Settled on 18 December 2018	
	b.	Acquisition price per share (in Rs.)	Not applicable	
	c.	Regulation which would have triggered an open offer, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 3(2)	
	d.	Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition	After the acquisition
			No. of Shares	% w.r.t total share capital of TC
			No. of Shares	% w.r.t Total share capital of TC
		Name of the acquirer(s) / PAC (**)	Please refer to Annex-1 & Annex-2.	
	e.	Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition	After the acquisition
			No. of Shares	% w.r.t total share capital of TC
			No. of Shares	% w.r.t total share capital of TC
		Name of the seller(s)(**)	Please refer to Annex-1 & Annex-2.	

7	Information specific to the exemption category to which the instant acquisition belongs- Regulation 10(1)(a)(i) – NOT APPLICABLE	
a.	Provide the names of the seller(s)	
b.	Specify the relationship between the acquirer(s) and the seller(s).	
c.	Confirm whether the acquirer(s) and the seller(s) are 'immediate relatives' as defined in the Regulation 2(l).	
d.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	
e.	If the shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	
f.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (d) or (e) above as applicable.	
g.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	
h.	1) Whether the acquirers as well as sellers have complied (during 3 years prior to the date of acquisition) with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). 2) If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made and furnish copies of the same.	
i.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(i) with respect to exemptions has been duly complied with.	

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

Signature:

(Anil Rai Gupta)

Managing Trustee, ARG Family Trust

(Surjit Kumar Gupta)

Trustee, SKG Family Trust

Date: 21st December 2018

Place: Delhi

NOTE:

- (*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately and then collectively in a group.

Per SEBI Exemption Order

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

Annex - 1

Sr. No.	PRE - Settlement Shareholding			CHANGE		Sr. No.	POST - Settlement Shareholding		
	Shareholder's Name (TRANSFEROR)	No. of Shares	%	No. of Shares	%		Shareholder's Name (ACQUIRER)	No. of Shares	%
1	Sangeeta Rai Gupta	14,028,560	2.24	(14,028,560)	(2.24)	1	Sangeeta Rai Gupta	Nil	Nil
2	Santosh Gupta	7,781,380	1.24	(7,781,380)	(1.24)	2	Santosh Gupta	Nil	Nil
3	Vinod Gupta	30,950,240	4.95	(30,950,240)	(4.95)	3	Vinod Gupta	Nil	Nil
4	Anil Rai Gupta (on behalf of ARG Family Trust)	18,862,400	3.02	44,978,800	7.19	4	Anil Rai Gupta (on behalf of ARG Family Trust)	63,841,200	10.21
5	Qimat Rai Gupta	13,584,000	2.17	-	-	5	Qimat Rai Gupta	13,584,000	2.17
6	Surjit Kumar Gupta	28,650,800	4.58	(28,650,800)	(4.58)	6	Surjit Kumar Gupta	Nil	Nil
7	QRG Enterprises Limited	189,858,880	30.35	-	-	7	QRG Enterprises Limited	189,858,880	30.35
8	QRG Investments and Holdings Limited	68,741,660	10.99	-	-	8	QRG Investments and Holdings Limited	68,741,660	10.99
9	Surjit Kumar Gupta (on behalf of SKG Family Trust)	Nil	Nil	36,432,180	5.82	9	Surjit Kumar Gupta (on behalf of SKG Family Trust)	36,432,180	5.82
	Total	372,457,920	59.55	0	0		Total	372,457,920	59.55

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

Annex - 2

Sr. No.	PRE - Settlement Shareholding			CHANGE		Sr. No.	POST - Settlement Shareholding		
	Shareholder's Name (TRANSFEROR)	No. of Shares	%	No. of Shares	%		Shareholder's Name (ACQUIRER)	No. of Shares	%
1	Sangeeta Rai Gupta (in individual name)	547,043	17.51	(546,975)	(17.51)	1	Sangeeta Rai Gupta	68	0.00
2	Sangeeta Rai Gupta (on behalf of GuptaJee & Co.)	263,834	8.45	-	-	2	Sangeeta Rai Gupta (on behalf of GuptaJee & Co.)	263,834	8.45
3	Santosh Gupta	15,425	0.49	(15,393)	(0.49)	3	Santosh Gupta	32	0.00
4	Vinod Gupta (in individual name)	1,098,893	35.18	(1,098,825)	(35.18)	4	Vinod Gupta	68	0.00
5	Vinod Gupta (on behalf of GuptaJee & Co.)	119,800	3.84	-	-	5	Vinod Gupta (on behalf of GuptaJee & Co.)	119,800	3.84
6	Surjit Kumar Gupta	940,009	30.10	(939,977)	(30.09)	6	Surjit Kumar Gupta	32	0.00
7	QRG Investments and Holdings Limited	134,267	4.30	-	-	7	QRG Investments and Holdings Limited	134,267	4.30
8	Rajesh Kumar Gupta	4,167	0.13	-	-	8	Rajesh Kumar Gupta	4,167	0.13
9	Anil Rai Gupta (on behalf of ARG Family Trust)	Nil	Nil	1,645,800	52.69	9	Anil Rai Gupta (on behalf of ARG Family Trust)	1,645,800	52.69
10	Surjit Kumar Gupta (on behalf of SKG Family Trust)	Nil	Nil	955,370	30.59	10	Surjit Kumar Gupta (on behalf of SKG Family Trust)	955,370	30.59
	Total	3,123,438	100.00	-	-		Total	3,123,438	100.00