

Date: 24th December 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: Disclosures under Regulation 29(1) & 29(2) of Securities and Exchange
Board of India (Substantial Acquisition of Shares and Takeovers)
Regulations, 2011 filed on 19th December, 2018**

Ref: BSE's email dated 21st December, 2018

Dear Sir,

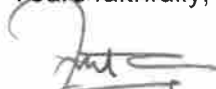
This is with reference to the captioned disclosures filed by the undersigned along with persons acting in concert (PAC), belonging to the Promoter Group of the Company viz. Havells India Limited, upon Settlement of Shares of Havells India Limited being the Target Company (TC) and QRG Enterprises Limited (Promoter Company of TC) in ARG Family Trust.

In response to the above-referred email received from the BSE, the revised disclosures u/r 29(1) and u/r 29(2) are being sent again, duly incorporating the date of settlement, in the field of "date of acquisition" in the prescribed formats.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,



Anil Rai Gupta
Promoter

Encl: As above



Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

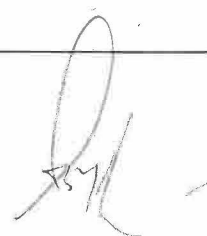
Part-A- Details of the Acquisition

Name of the Target Company (TC)	HAVELLS INDIA LIMITED
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Pursuant to SEBI Exemption Order WTM/ GM/ CFD/ 05/ 2018-19 dtd April, 11, 2018, the disclosure is made upon settlement of shares by Individual Promoters of TC and of Promoter Company of TC, namely, QRG Enterprises Limited to the following being the ACQUIRER(S)/ TRANSFEREE(S) in all the cases:- 1. Shri Anil Rai Gupta (as Managing Trustee of ARG Family Trust) 2. Shri Surjit Kumar Gupta (as Trustee of SKG Family Trust) Along with PAC, namely:- 1. Smt Vinod Gupta 2. Smt Sangeeta Rai Gupta 3. Shri Qimat Rai Gupta [deceased, shares are in the process of transmission to Smt Vinod Gupta (spouse)] 4. Shri Surjit Kumar Gupta 5. Smt Santosh Gupta 6. QRG Enterprises Limited 7. 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

भारतीय प्रतिभूति और विनिमय बोर्ड

Securities and Exchange Board of India

	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Details of the acquisition as follows			
Before the acquisition under consideration, holding of acquirer along with PACs 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 equity 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) e) Total (a+b+c+d)	Please refer to Annex-1 & Annex-2 } Not Applicable		
Details of acquisition a) Shares carrying voting rights acquired b) VRs acquired otherwise than by equity 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 d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) e) Total (a+b+c+/-d)	Please refer to Annex-1 & Annex-2 } Not Applicable		

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

After the acquisition, holding of acquirer along with PACs of: a) Shares carrying voting rights b) VRs otherwise than by equity 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) after acquisition d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) e) Total (a+b+c+d)	Please refer to Annex-1 & Annex-2 } Not Applicable
Mode of acquisition (e.g. open market / public issue / rights issue/ preferential allotment / inter-se transfer/encumbrance, etc.)	Settlement of Shares pursuant to SEBI Exemption Order WTM/ GM/ CFD/ 05/ 2018-19 dtd April, 11, 2018
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not Applicable.
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	<i>18 December 2018</i>
Equity share capital / total voting capital of the TC before the said acquisition	62,54,72,910 Equity Shares ~~as at 30th June, 2018~~
Equity share capital/ total voting capital of the TC after the said acquisition	62,54,72,910 Equity Shares ~~as at 30th June, 2018~~
Total diluted share/voting capital of the TC after the said acquisition	Nil

[Signature]

[Signature]

Signature of the acquirer / Authorised Signatory



Anil Rai Gupta, Managing Trustee
ARG Family Trust



Surjit Kumar Gupta, Trustee
SKG Family Trust

Place: Delhi

Date: 19 December 2018

Note:

- (*) 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.
- (***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

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

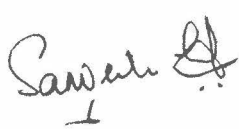
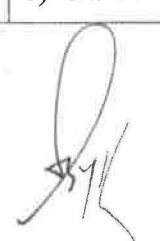
Sr. No.	PRE - Settlement Shareholding			CHANGE		Sr. No.	POST - Settlement Shareholding		
	Shareholder's Name (TRANSFEROR)	No. of Shares	%	No. of Shares	%		Shareholder's Name (ACQUIRER)	No. of Shares	%
1	Sangeeta Rai Gupta (in individual name)	547,043	17.51	(546,975)	(17.51)	1	Sangeeta Rai Gupta	68	0.00
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



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	Pursuant to SEBI Exemption Order WTM/ GM/ CFD/ 05/ 2018-19 dtd April, 11, 2018, the disclosure is made upon settlement of shares by Individual Promoters of TC and of Promoter Company of TC, namely, QRG Enterprises Limited TO THE FOLLOWING BEING THE ACQUIRER(S)/ TRANSFEREE (S) in all the cases. The Transferee (s)/ Acquirer(s) in all of the above cases are:- 1. Shri Anil Rai Gupta (as Managing Trustee of ARG Family Trust) 2. Shri Surjit Kumar Gupta (as Trustee of SKG Family Trust) Along with PAC, namely:- 1. Smt Vinod Gupta 2. Smt Sangeeta Rai Gupta 3. Shri Qimat Rai Gupta [deceased, shares are in the process of transmission to Smt Vinod Gupta (spouse)] 4. Shri Surjit Kumar Gupta 5. Smt Santosh Gupta 6. QRG Enterprises Limited 7. 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







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 } 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 } 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 } Not Applicable	

 Vinod Kumar Saxena





Santosh Gupta



भारतीय प्रतिभूति और विनिमय 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).	Settlement of Shares pursuant to SEBI Exemption Order WTM/ GM/ CFD/ 05/ 2018-19 dtd April, 11, 2018
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	18 December 2018
Equity share capital / total voting capital of the TC before the said acquisition / sale	62,54,72,910 Equity Shares ~~as at 30th June, 2018~~
Equity share capital/ total voting capital of the TC after the said acquisition / sale	62,54,72,910 Equity Shares ~~as at 30th June, 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

Anil Rai Gupta, Managing Trustee
ARG Family Trust

Vinod Gupta
Promoter

Sangeeta Rai Gupta
Promoter

Surjit Kumar Gupta, Trustee
SKG Family Trust

Surjit Kumar Gupta
Promoter

Santosh Gupta
Promoter

Place: Delhi

Date: 19 December 2018

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

[Signature]

Vinod

Santosh

[Signature]

[Signature]

Santosh Gupta