

Date: 16th July 2018

The National Stock Exchange of India Ltd
Exchange Plaza,
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

Sub: Report under Regulation 10(6) of Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Ref: Prior Intimation filed u/r 10(5) dated 21st June 2018

Dear Sir,

As due compliance of Regulation 10(6) of the SEBI (SAST) Regulations, 2011, the undersigned being part of the Promoter Group of the Company, hereby furnish the REPORT in the specified format u/r 10(6) post *inter-se* transfer of Shares (by way of Gift) of Havells India Limited being the Target Company (TC), QRG Enterprises Limited and QRG Investments and Holdings Limited (Promoter Companies of TC), in the following manner:-

- (i) *Inter-se* Transfer by way of Gift from Shri Anil Rai Gupta to Smt Sangeeta Rai Gupta, being immediate relatives
- (ii) *Inter-se* Transfer by way of Gift from Shri Ameet Kumar Gupta & Smt Shalini Gupta to Smt Santosh Gupta, being immediate relatives

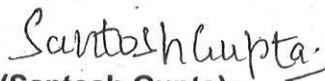
The Shares have been acquired by way of Gift from amongst the promoter group pursuant to the exemption provided in Regulation 10(1)(a)(i) (qualifying persons being immediate relatives) and there has been no change in the Total Shareholding of the promoter group after such *inter-se* transfer of Shares of TC and TC's Promoter Companies.

Thanking you.

Yours faithfully,



(Sangeeta Rai Gupta)
Promoter



(Santosh Gupta)
Promoter

Encl: As above

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Havells India Limited	
2.	Name of the acquirer(s)	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	
3.	Name of the stock exchange where shares of the TC are listed	1. The National Stock Exchange of India Ltd 2. BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	<u>12th July 2018</u> Inter-se Transfer of Shares by way of Gift among immediate relatives who are promoters.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(i)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes. Disclosure u/r 10(5) was made. <u>21st June 2018</u>	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller	1. Anil Rai Gupta 2. (a) Ameet Kumar Gupta (b) Shalini Gupta Please refer to Annex-1, Annex-2 & Annex-3.	
	b. Date of acquisition	<u>12th July 2018</u>	Yes
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above -	Please refer to Annex-1, Annex-2 & Annex-3.	

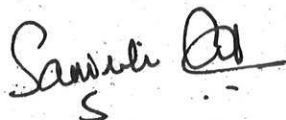
Santosh Gupta

Santosh Gupta

	d.	Total shares proposed to be acquired /actually acquired as a % of diluted share capital of TC	The Shares have been transferred by way of gift <i>inter-se</i> and there has been no change in the total shareholding of promoters post this.			
	e.	Price at which shares are proposed to be acquired / actually acquired	NIL. Shares are transferred by way of Gift.			
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of Shares held	% w.r.t total share capital of TC	No. of Shares held	% w.r.t total share capital of TC
	a	Each Acquirer / Transferee (*) –	Please refer to Annex-1, Annex-2 & Annex-3.			
	b	Each Seller / Transferor –				

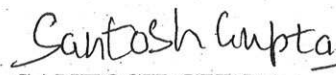
Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.



**SANGEETA RAI GUPTA
ACQUIRER**

DATE: 16th July 2018
PLACE: Delhi


**SANTOSH GUPTA
ACQUIRER**

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

Sr. No.	PRE -Transaction Shareholding (31-03-2018)				Sr. No.	POST -Transaction Shareholding		
	Shareholder's Name (TRANSFEROR / DONOR)	No. of Shares	%	CHANGE 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

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

Sr. No.	PRE -Transaction Shareholding (31-03-2018)				Sr. No.	POST -Transaction Shareholding		
	Shareholder's Name (TRANSFEROR / DONOR)	No. of Shares	%	CHANGE 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

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

Sr. No.	PRE -Transaction Shareholding (31-03-2018)				Sr. No.	POST -Transaction Shareholding		
	Shareholder's Name (TRANSFEROR / DONOR)	No. of Shares	%	CHANGE 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 Gupta

Santosh Gupta