

Date: 18-12-2019

**The National Stock
Exchange of India Ltd**
Exchange Plaza, 5th Floor
Plot No. C/1, C 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 (being the Target Company – TC), hereby furnish, in the specified Form, the Disclosure upon Settlement of Shares of QRG Investments and Holdings Limited (Promoter Company of TC) in SKG Family Trust. The settlement of shares is pursuant to SEBI Exemption Order No. WTM/ GM/ CFD/ 05/ 2018-19 dated April 11, 2018 and the RBI Approval No. 1753/05.08.000/2019-20 dated 11 November 2019.

Also note that there has been no change in the Total Shareholding of the promoter group after settlement of Shares of Promoter Company of TC.

The above is for your information and records.

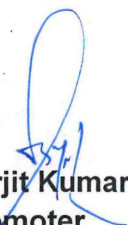
Thanking you.

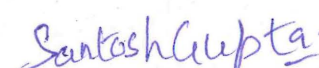
Yours faithfully,

For SKG Family Trust


Surjit Kumar Gupta
Trustee

Promoter
Encl: As above


Surjit Kumar Gupta
Promoter


Santosh Gupta
Promoter

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

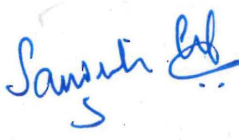
Name of the Target Company (TC)	Havells India Limited
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Pursuant to SEBI Exemption Order WTM/ GM/ CFD/ 05/ 2018-19 dtd April, 11, 2018 and the RBI Approval No. 1753/05.08.000/2019-20 dated 11 November 2019, the disclosure is made upon settlement of shares by Individual Promoters of one of the Promoter Companies of TC, namely, QRG Investments and Holdings 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. Shri Anil Rai Gupta 2. Smt Vinod Gupta 3. Smt Sangeeta Rai Gupta 4. Shri Abhinav Rai Gupta 5. Shri Surjit Kumar Gupta 6. Shri Ameet Kumar Gupta 7. Smt Santosh Gupta 8. Smt Shalini Gupta 9. QRG Enterprises Limited 10. 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



Anil Rai Gupta



Vinod Gupta



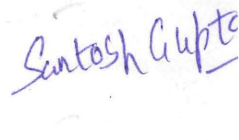
Sangeeta Rai Gupta



Surjit Kumar Gupta



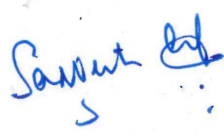
Ameet Kumar Gupta

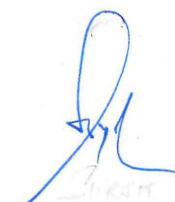
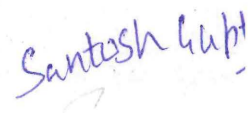


Santosh Gupta

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 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 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 Not Applicable		





AMULJI
 VINODJI
 SANTOSHJI
 SURESHJI
 SURESHJI
 SANTOSHJI

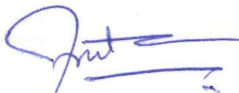
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Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Settlement of Shares pursuant to SEBI Exemption Order WTM/ GM/ CFD/ 05/ 2018-19 dtd April, 11, 2018 and RBI Approval No. 1753/05.08.000/2019-20 dated 11 November 2019
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	17-12-2019
Equity share capital / total voting capital of the TC before the said acquisition / sale	62,58,02,834 Equity Shares
Equity share capital/ total voting capital of the TC after the said acquisition / sale	62,58,02,834 Equity Shares
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

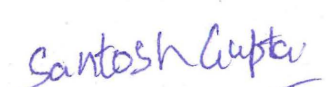

Anil Rai Gupta, Managing Trustee
ARG Family Trust


Vinod Gupta
Promoter


Sangeeta Rai Gupta
Promoter


Surjit Kumar Gupta, Trustee
SKG Family Trust


Surjit Kumar Gupta
Promoter


Santosh Gupta
Promoter

Place: Delhi

Date: 18-12-2019

Per SEBI Exemption Order and RBI Approval

Annex - 1

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

Sr. No.	PRE -Transaction Shareholding			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	Sangeeta Rai Gupta	480,031	39.85	(479,963)	(39.85)	1	Sangeeta Rai Gupta	68	0.01
2	Sangeeta Rai Gupta (on behalf of Guptajee & Co.)	74,537	6.19	-	-	2	Sangeeta Rai Gupta (on behalf of Guptajee & Co.)	74,537	6.19
3	Anil Rai Gupta	10	0.00	-	-	3	Anil Rai Gupta	10	0.00
4	Santosh Gupta	223,220	18.53	(223,188)	(18.53)	4	Santosh Gupta	32	0.00
5	Vinod Gupta (in individual name)	35,306	2.93	(35,238)	(2.93)	5	Vinod Gupta	68	0.01
6	Vinod Gupta (on behalf of Guptajee & Co.)	91,971	7.64	-	-	6	Vinod Gupta (on behalf of Guptajee & Co.)	91,971	7.64
7	Surjit Kumar Gupta	97,643	8.11	(97,611)	(8.10)	7	Surjit Kumar Gupta	32	0.00
8	Ameet Kumar Gupta	10	0.00	-	-	8	Ameet Kumar Gupta	10	0.00
9	QRG Enterprises Limited	201,718	16.75	-	-	9	QRG Enterprises Limited	201,718	16.75
10	Anil Rai Gupta (on behalf of ARG Family Trust)	Nil	Nil	515,201	42.77	10	Anil Rai Gupta (on behalf of ARG Family Trust)	515,201	42.77
11	Surjit Kumar Gupta (on behalf of SKG Family Trust)	Nil	Nil	320,799	26.63	11	Surjit Kumar Gupta (on behalf of SKG Family Trust)	320,799	26.63
	Total	1,204,446	100.00	0	0		Total	1,204,446	100.00

Surjit
ANIL SI

Vinod
VINOD SI

Sangeeta
SANGEETA SI

Surjit
SURJIT SI

Surjit
SURJIT SI

Santosh Gupta
SANTOSH SI