

24<sup>th</sup> December, 2018

The National Stock Exchange of India Limited  
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**

**Sub: Notice of the Meetings of Equity Shareholders & Creditors convened pursuant to the Order of National Company Law Tribunal (NCLT)**

Dear Sir,

In terms of Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with corresponding circulars and notifications issued thereunder, please be informed that pursuant to the directions of the Principal Bench of the Hon'ble National Company Law Tribunal, New Delhi, vide order dated 06.12.2018, Meetings of the Equity Shareholders of Havells India Limited ("Transferee Company" or "Company"), its Unsecured Creditors and Secured Creditors are being convened on 28th January, 2019, Monday, at 10:30 am, 12:30 pm and 2:00 pm respectively, to consider, and, if thought fit, to approve with or without modification(s), the proposed Scheme of Amalgamation of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ("Transferor Companies") with Havells India Limited.

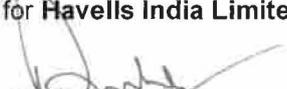
Further, the Company has also provided remote e-voting and postal ballot facility to its shareholders. The remote e-voting shall commence on 28th December, 2018 Friday at 8:30 am and end on 27th January, 2019, Sunday, 5:00 pm.

We are enclosing herewith the following Notices being despatched and published by the Company:-

1. Copy of the Notice of the NCLT convened Meeting of the Equity Shareholders
2. Copy of the Notice of the NCLT convened Meeting of the Unsecured Creditors
3. Copy of the Notice of the NCLT convened Meeting of the Secured Creditors
4. Newspaper clippings in connection with the aforesaid NCLT convened Meetings, published on 21st December, 2018 in the Business Standard (English) and Jansatta (Hindi)

Thanking you.

Yours faithfully,  
for **Havells India Limited**

  
**(Sanjay Kumar Gupta)**  
Company Secretary

Encl.: A/a

**HAVELLS INDIA LTD.**

Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, U.P (INDIA)

Tel: +91-120-3331000, Fax: +91-120-3332000

E-mail: marketing@havells.com, www.havells.com

Registered Office: 904, 9th Floor, Surya Kiran Building,  
K.G. Marg, Connaught Place, New Delhi - 110001, (INDIA)

Consumer Care No.:

1800 103 1313, 1800 11 0303 (All Connections), 011-4166 0303 (Landline)

CIN: L31900DL1983PLC016304

GSTIN: 09AAACH0351E2Z2



# HAVELLS INDIA LIMITED

CIN : L31900DL1983PLC016304

Regd. Office : 904, 9th Floor, Surya Kiran Building, K.G. Marg, Connaught Place, New Delhi-110 001

Corp. Office : QRG Towers, 2D, Sector-126, Expressway, Noida, U.P.-201 304

Tel. : 0120-3331000, Fax : 0120-3332000, Email : investors@havells.com, Website : www.havells.com

## NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF HAVELLS INDIA LIMITED

(convened pursuant to the order dated 06.12.2018 passed by the National Company Law Tribunal, Principal Bench, New Delhi)

### DETAILS OF THE MEETING:

Date	Monday
Day	28.01.2019
Time	10:30 A.M.
Venue	Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110003

### DOCUMENTS ENCLOSED:

Sr. No.	Contents	Page Nos.
1.	Notice of Meeting of the equity shareholders of Havells India Limited convened as per the directions of the National Company Law Tribunal, Principal Bench, New Delhi.	1-5
2.	Explanatory Statement under Section 230 to 232 read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013	6-12
3.	Scheme of Amalgamation between Havells Global Limited (hereinafter referred to as "Transferor/Applicant Company No.1), Standard Electrical Limited hereinafter referred to as "Transferor/Applicant Company No.2), Lloyd Consumer Private Limited (hereinafter referred to as "Transferor/Applicant Company No.3) & Promptec Renewable Energy Solutions Private Limited (hereinafter referred to as "Transferor No. 4/Applicant Company") Havells India Limited (hereinafter referred to as the "Transferee Company/Applicant Company No. 4" or the "Transferee Company") and under Sections 230 to 232 and 234 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Scheme") - <b>Annexure A</b>	13-23
4.	Report adopted by the Directors of the Transferee Company as required under Section 232(2)(c) of the Companies Act, 2013 - <b>Annexure B</b>	24
5.	Certificate dated 20.09.2018 from the Statutory Auditor of Transferee Company i.e. M/s S.R Batliboi & Co. LLP stating that the accounting treatment proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013 - <b>Annexure C</b>	24-25
6.	Confirmation regarding filing of draft Scheme of Amalgamation with the Registrar of Companies on 3 <sup>rd</sup> December, 2018 vide Challan No. H30926836 - <b>Annexure D</b>	26
7.	The complete Audited Financial Statements for the year ending 31.03.2018 of Transferee Company are available in the Annual Reports section of the Investor Relations Section in the website of the Transferee Company <a href="https://www.havells.com/en/discover-havells/investor-relation/financials/annual-reports.html">https://www.havells.com/en/discover-havells/investor-relation/financials/annual-reports.html</a>	
8.	Pre and Post Scheme shareholding pattern of the Transferor Companies and Transferee Company – <b>Annexure E</b>	26-27
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12.	Postal Ballot Form with instructions and self-addressed postage prepaid Business Reply Envelope	

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION NO. CA(CAA) 160(PB)/2018

In the matter of the Companies Act, 2013;

And

In the matter of application under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)

And

In the matter of Scheme of Amalgamation of Havells Global Limited ('**Transferor Company No.1**'), Standard Electrical Limited ('**Transferor Company No.2**'), Lloyd Consumer Private Limited ('**Transferor Company No.3**') & Promptec Renewable Energy Solutions Private Limited ('**Transferor Company No.4**') with Havells India Limited ('**Transferee Company**' or '**Company**').

Havells India Limited [CIN: L31900DL1983PLC016304], )  
A company incorporated under the Companies Act, 1956 )  
having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, )  
K G Marg, Connaught Place, New Delhi-110001 )

...**Transferee Company**

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF HAVELLS INDIA LIMITED**

Notice is hereby given that by an order dated 06.12.2018 (the "**Order**"), the Hon'ble Principal Bench of the National Company Law Tribunal ("**Hon'ble Tribunal**" or "**NCLT**") has directed that a Meeting of the equity shareholders of the Transferee Company, be convened and held at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003 on 28.01.2019 at 10:30 A.M. IST to consider, and, if thought fit, to approve with or without modification(s), the proposed Scheme of Amalgamation of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ("**Transferor Companies**") with Havells India Limited ("**Transferee Company**" or "**Company**").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the equity shareholders of the Transferee Company will be held at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003 on 28.01.2019 at 10:30 A.M. IST ("**Meeting**"), at which place, day, date and time the said equity shareholders of the Transferee Company are requested to attend.

Copies of the said Scheme and the Explanatory Statement under Section 230 to Section 232 of the Companies Act, 2013 read with Rule 6(3) of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016, can be obtained free of charge at the Registered Office of the Transferee Company between 10.30 A.M. to 12:30 noon on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting.

Persons entitled to attend and vote at the Meeting, may vote in person, by proxy, through ballot (including postal) or through electronic means, provided that all proxies in the prescribed form, duly completed, stamped and signed or authenticated by the concerned person, are deposited at the registered office of the Transferee Company not later than 48 hours before the scheduled time of the Meeting. Form of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Transferee Company.

The Hon'ble Tribunal has appointed Mr. Jaideep Tandan, Advocate as the Chairman of the Meeting and failing him Ms. Shivani Gupta, Advocate as the Alternate Chairman of the said Meeting including for any adjournment(s) thereof. The Hon'ble Tribunal has also appointed Mr. Ananda Rao Karoda, a Practising Company Secretary, as the Scrutinizer for the Meeting, including for any adjournment(s) thereof. The abovementioned Scheme, if approved by the equity shareholders, will be subject to the subsequent approval of the Hon'ble Tribunal.

**TAKE NOTICE** that the following resolutions are proposed under *Section 230 to Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)*, for the purpose of considering, and if thought fit, approving, with or without modification, the proposed scheme of amalgamation between Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ("**Transferor Companies**") and Havells India Limited ("**Transferee Company**").

**"RESOLVED THAT** pursuant to the provisions of *Section 230 to Section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)*, and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Principal Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Principal Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the Scheme of Amalgamation of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ('**Transferor Companies**') with Havells India Limited ('**Transferee Company**' or '**Company**') ('**Scheme**') placed before this Meeting, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the National Company Law Tribunal, Principal Bench while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper".

**TAKE FURTHER NOTICE THAT** pursuant to the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, if any, the Transferee Company has also provided the facility of postal ballot and e-voting.

Accordingly, the equity shareholders may cast votes through ballot (including postal) or electronically (i.e. e-voting). The Transferee Company has engaged the services of National Securities Depository Services Limited ("NSDL") for the purpose of providing e-voting facility to all its equity shareholders. The equity shareholders desiring to exercise their votes by postal ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and in the notice and return the Postal Ballot Form duly completed in the attached self-addressed, postage pre-paid Business Reply Envelope, so as to reach the scrutinizer not later than 5:00 P.M. on 27.01.2019. If any postal ballot is received after 5:00 P.M. on 27.01.2019, it will be considered that no reply from the equity shareholder has been received. The equity shareholders desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions set out in the notes below under the heading "Voting through electronic means".

A copy of the statement under Section 232(2) of the Act read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Merger Rules") ("Explanatory Statement"), the Scheme and other enclosures including Form of Proxy and the Attendance Slip are enclosed and form part of the notice.

**Dated this 17 day of December, 2018.**

**Place – Noida**

**For Havells India Limited**

**Sd/-**

**(Sanjay Kumar Gupta)**

**Vice President & Company Secretary**

**Membership No. – FCS 3348**

**Regd. Office – 904, 9<sup>th</sup> Floor, Surya Kiran Building,  
K.G. Marg, Connaught Place  
New Delhi – 110001**

**NOTES:**

1. Only an equity shareholder of the transferee company (i.e. Havells India Limited) (hereinafter referred to as "Equity Shareholder(s)") as on the cut-off date i.e. 07.12.2018, is entitled to vote either in person, by proxy, through postal ballot or through electronic means.
2. An Equity Shareholder is entitled to attend and vote at the meeting, either in person or by proxy or through an authorized representative, as the case may be. Where a body corporate which is an Equity Shareholder authorises any person to act as its representative at the meeting, a copy of the resolution of the board of directors or other governing body of such body corporate authorizing such person to act as its representative at the meeting, and certified to be a true copy by a director, the manager, the secretary, or other authorized officer of such body corporate shall be lodged with the Transferee Company.
3. An Equity Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be an Equity Shareholder of the Transferee Company. The proxies to be effective should be deposited at the registered office of the Transferee Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting.
4. Equity shareholders are requested to note that pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Transferee Company carrying voting rights. An equity shareholder holding more than ten percent of the total share capital of the Transferee Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. An Equity Shareholder or his/ her proxy is requested to bring the copy of the notice to the Meeting and produce the Attendance Slip duly completed, signed at the entrance of the Meeting venue.
6. An Equity Shareholder (in case such Equity Shareholder is an individual) or the authorized representative of the Equity Shareholder (in case such Equity Shareholder is a body corporate) or the proxy should carry their valid and legible identity proof (i.e. a PAN Card / Aadhaar Card / Passport / Driving License / Voter ID Card).
7. The notice, the Explanatory Statement together with the documents accompanying the same, are being sent to all those Equity Shareholders whose names appear in the register of members / list of beneficial owners as received from Registrar and Transfer Agent of the Company ("**Link Intime India Private Limited**") as on 07.12.2018. In respect those Equity Shareholders whose email IDs are available with the Transferee Company and the Depository Participants, these documents will be sent electronically by email to them. These documents shall also be available on the Transferee Company's website, i.e. [www.havells.com](http://www.havells.com), and on the website of NSDL at <http://www.evoting.nsd.com/>, besides being on the websites of the stock exchanges where the equity shares of the Transferee Company are listed, namely, the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
8. Mr. Ananda Rao Karoda, has been appointed by the NCLT to act as Scrutinizer for the Meeting.
9. Equity Shareholders/proxies are requested to kindly take note of the following:
  - (i) Copies of this notice will not be distributed at the venue of the meeting;
  - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
  - (iii) In all correspondence with the Transferee Company and/or the R&T Agent, Folio No. /DP ID and Client ID no. must be quoted.
  - (iv) No gift or gift coupons will be distributed at the meeting.
  - (v) In case of joint holders, only such joint holder whose name appears first in the order of names will be entitled to vote, unless the first joint holder is not available, in which case, the person whose name is next in order will be entitled to vote;

10. It may be noted that the voting facility through ballot / polling paper will be provided at the Meeting venue.
11. In compliance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and other applicable provisions, if any, of the Act and of SEBI Listing Regulations, the Transferee Company will be offering Postal Ballot and e-voting facility to the shareholders to cast their votes (for or against) on the resolutions set forth in the notice.
12. The voting rights of an Equity Shareholder shall be in proportion to such Equity Shareholder's holding in the Transferee Company as on 07.12.2018.
13. Kindly note that each Equity Shareholder can opt for only one mode for voting i.e. either by Postal Ballot or by E-voting. If you opt for E-voting, then please do not vote by Postal Ballot and vice versa. In case Equity Shareholders cast their vote, via both modes i.e. Postal Ballot as well as E-voting, then voting done through E-voting shall prevail and Postal Ballot of that shareholder shall be treated as invalid.
14. The E-Voting Event Number, User ID and Password along with the detailed instruction are set out below under the section "Voting through electronic means".
15. The facility for physical voting through Ballot Paper shall be made available at the Meeting and the Equity Shareholders attending the Meeting who have not cast their vote either by Postal Ballot or by e-voting shall be able to vote at the Meeting through 'Ballot Paper'.
16. The voting rights for the purposes of e-voting and ballot shall be reckoned on the basis of the paid-up value of the equity shares registered in the name of the equity shareholders as on 07.12.2018.
17. It is clarified that casting of votes by e-voting or postal ballot does not disentitle an equity shareholder from attending the Meeting. However, any equity shareholder who has voted through e-voting or postal ballot cannot vote at the Meeting.
18. The voting period for postal ballot and e-voting commences on 28th December, 2018, Wednesday at 8:30 A.M. and ends on 27th January, 2019, Sunday at 5:00 P.M. During this period, the equity shareholders holding equity shares either in physical form or in dematerialized form, as on 07.12.2018, being the cut-off date, may cast their vote (for or against) electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolutions is cast by an Equity Shareholder, such Equity Shareholder will not be allowed to change it subsequently.
19. The Transferee Company is offering e-voting facility as an alternate, for all Equity Shareholders to enable them to cast their vote electronically instead of dispatching Postal Ballot. In case an Equity Shareholder desires to exercise his/her vote by using e-voting facility then he/she has to carefully follow the instructions under the heading "Voting through Electronic Means".
20. In terms of the directions contained in the Order, the quorum for the Meeting shall be 200 Equity Shareholders in number or 75% in value in terms of the total equity share capital of the Transferee Company. Further, in case the aforesaid quorum for the Meeting is not present, then the Meeting shall be adjourned by half an hour and thereafter, the Equity Shareholders present and voting shall be deemed to constitute the quorum. For the purposes of computing the quorum, the valid proxies shall also be considered.
21. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the Equity Shareholders of the Transferee Company if the resolutions mentioned in the notice have been approved by a majority of persons representing three-fourths in value of the equity shareholding of the Transferee Company, who have casted their vote through electronic means or otherwise.
22. In terms of the directions contained in the Order, the advertisement of the Meeting will be / has been published in the Business Standard (Delhi and Bangalore edition in English) and Jansatta (Delhi edition in Hindi) indicating the day, date, place and time of the Meeting and stating that the copies of the Scheme, the Explanatory Statement and the Form of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Transferee Company.

#### **VOTING THROUGH POSTAL BALLOT**

23. A Postal Ballot Form along with self-addressed postage Business Reply Envelope is provided in loose leaf form. The Equity Shareholders voting in physical form are requested to carefully read the instructions printed in the enclosed Postal Ballot Form. The Equity Shareholders who have received the notice by e-mail and who wish to vote through Postal Ballot Form can seek a duplicate Postal Ballot Form from the Transferee Company. The Equity Shareholders who have not received the postal ballot form may apply to the Transferee Company and obtain a duplicate copy. Equity shareholders shall fill in the requisite details and send the duly completed and signed Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope to the scrutinizer so as to reach the scrutinizer before 5:00P.M. on 27<sup>th</sup> January, 2019, Sunday. Any Postal Ballot Form received after such period shall be treated as if the reply from the equity shareholder has not been received.
24. The Postal Ballot Form should be completed and signed by the Equity Shareholder (as per specimen signature registered with the Transferee Company and/or furnished by the depositories). In case, shares are jointly held, this form should be completed and signed by the first named Equity Shareholder and, in his / her absence, by the next named Equity Shareholder. Holder(s) of Power of Attorney ("PoA") on behalf of an Equity Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Transferee Company or enclosing a copy of the PoA authenticated by a notary. In case of equity shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution / authorization giving the requisite authority to the person voting on the Postal Ballot Form.
25. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. There will be only one Postal Ballot Form for every registered folio / client ID irrespective of the number of joint shareholders.
26. The vote on postal ballot cannot be exercised through proxy

## 27. INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

The details of the process and manner for remote e-voting are explained herein below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

### Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com)
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com)  
If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the

Scrutinizer by e-mail to [raoka55@gmail.com](mailto:raoka55@gmail.com) or [investors@havells.com](mailto:investors@havells.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)/[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone no. +91 22 24994545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email address: [investors@havells.com](mailto:investors@havells.com)
28. The Chairman shall, at the Meeting at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those equity shareholders who are present at the Meeting but have not cast their votes either by availing the e-voting facility or postal ballot facility.
29. The Scrutinizer will submit his report to the Chairperson or the Alternate Chairperson (as the case may be) after completion of the scrutiny of the postal ballots, e-votes and the polling / ballot paper submitted by the equity shareholders. The scrutinizer's decision on the validity of the votes shall be final. The results of the voting on the resolutions set out in the notice shall be endeavoured to be announced on the date of Meeting itself or latest by 30<sup>th</sup> January, 2019. The results of the voting along with the Scrutinizer's Report shall be displayed on the website of the Transferee Company, [www.havells.com](http://www.havells.com) and NSDL's website, besides being on the websites of stock exchanges where the equity shares of the Transferee Company are listed, namely, the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com))
30. Route map to reach the venue for the Meeting is attached with this Notice.
31. All relevant documents referred to in the above Notice and other documents have been kept open for inspection by equity shareholders of the Transferee Company at its Registered Office between 10:30 a.m. to 12:30 noon on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION NO. CA(CAA) 160(PB)/2018

In the matter of the Companies Act, 2013;

And

In the matter of application under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)

And

In the matter of Scheme of Amalgamation of Havells Global Limited ('**Transferor Company No.1**'), Standard Electrical Limited ('**Transferor Company No.2**'), Lloyd Consumer Private Limited ('**Transferor Company No.3**') & Promptec Renewable Energy Solutions Private Limited ('**Transferor Company No.4**') with Havells India Limited ('**Transferee Company**' or '**Company**').

Havells India Limited [CIN: L31900DL1983PLC016304], )  
A company incorporated under the Companies Act, 1956 )  
having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, )  
K G Marg, Connaught Place, New Delhi-110001 )

... **Transferee Company**

**EXPLANATORY STATEMENT UNDER SECTIONS 230 TO SECTION 232 READ WITH RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 FOR THE MEETING OF EQUITY SHAREHOLDERS OF HAVELLS INDIA LIMITED, CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, PRINCIPAL BENCH**

1. This statement is being furnished pursuant to Sections 230 to 232 of the Companies Act, 2013 ("**Act**") read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Merger Rules**") (the "**Explanatory Statement**").
2. Pursuant to an Order dated 06.12.2018 ("**Order**"), passed by the Hon'ble National Company Law Tribunal, Principal Bench ('Hon'ble Tribunal' or 'NCLT') in the Company Application No. CA(CAA) 160 (PB)/2018, a meeting of the equity shareholders of Havells India Limited ("**Transferee Company**") is being convened on 28.01.2019 at 10:30 A.M. IST at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 ("**Meeting**") for the purpose of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation between of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ("**Transferor Company**") and Havells India Limited ("**Transferee Company**") ("**Scheme**").
3. A copy of the Scheme is attached herewith as **Annexure A**. The proposed Scheme is envisaged to be effective from the Appointed Date 01.04.2018 but shall be made operative from the Effective Date (as defined in the Scheme).

**DETAILS OF THE TRANSFEREE COMPANY AS PER RULE 6(3) OF THE MERGER RULES.**

**4. Details of Transferee Company:**

HAVELLS INDIA Limited (Transferee Company)	
Corporate Identification Number (CIN)	L31900DL1983PLC016304
Permanent Account Number (PAN)	AAACH0351E
Incorporation Date	August 08, 1983
Registered Office address	904, 9 <sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi -110001.
Stock Exchange(s) where securities of the Transferee Company is listed	(i) BSE Limited; and (ii) National Stock Exchange Limited

**5. Summary of the Main Objects as per the Memorandum of Association of the Transferee Company:**

- To carry on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centers, power control centers, distribution boards, rising mains, bus trucking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cutouts, wires and cables all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories including chokes, starters, switches and condensers.*
- To carry on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting and otherwise dealing in electronic and audio-visuals goods of every nature and description such as Television, Tape recorders, Radios, Records Players, Video Sets, Stereo system, decks, loud speakers, amplifier, gramophones, records, tapes, watches, clocks, walkie talkies, cameras, cassettes, transistors, assemblers and distributor, electronic flash guns, electronic digital goods, microwave ovens, radio paging systems, computers, miniaturised circuits goods, micro modules, inter-communication sets, microphones, dictaphones, telecommunication requisites, wireless/laboratory/testing*

equipments, electronic consumer and domestic goods, musical and visual appliances, apparatus, instruments, equipments and devices for amusement and entertainment, electronic goods required in any trade, industry or manufacture such as photographic, surgical, medical films, nautical, aeronautical, electrical defence industry and including equipment's, instruments and goods used in generation, transmission and receiving of any impulses such as and sound, light, electronic and electrical impulses and all kind of electronic accessories, appliances, implements, components, instruments, equipments stores and spares, spare parts, devices, contrivances, apparatus and supplies related to or connected with the aforesaid, and all such electronic goods adapted, invented and discovered in future.

- iii. To carry on business of electrical engineers and manufacture of all kinds of heavy and light electrical machinery and equipment's and apparatus for any purpose and to install, sell, hire or otherwise deal with the same in any manner whatsoever.
- iv. To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell, and generally deal in all kinds of sanitary fitting and bathroom fitting such as brass fittings, steel fittings and tiles and ceramic ware.
- v. To carry on the business as manufacturers, producers, processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockist, agents, factors, dealers, distributors, hirers or otherwise deal in every description of households and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hood (chimneys), hobs and other consumer durables and FMCG products.
- vi. To manufacture, set-up, buy, sell, store, distribute, generate, develop, advise, repair and deal in all kinds and sources of energy such as electrical, mechanical and light derived from conventional and non-conventional method, natural and other sources including renewable energy, in particular form the use of oil, gas, coal, water and other sources of energy such as Solar, Geothermal, Wind, Bio Gas, Gobar Gas, Waste and other residual product thereof and also to use, purchase, acquire, supply, distribute and apply the same for electrical, electronic and other products which the company deals in presently or may deal in future.

**6. Main business carried on by the Transferee Company:**

The Transferee Company is engaged *inter alia* in the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting, fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution, boxes, cutouts, wires and cables all aluminium conductor and aluminium conductor steel reinforced, transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories, including chokes, starters, switches and condensers.

**7. Details of change of name, registered office and objects of the Transferee Company during the last five years:**

- a) **Change of Name:** There has been no change in the name of the Transferee Company during the last five years.
- b) **Change of Registered Office:** There was a change in the Registered office address of the Transferee Company in last five years. With effect from 1<sup>st</sup> January, 2017, the registered address of the Transferee Company is 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi 110001.
- c) **Change of Objects:** The Objects clause of the Transferee Company was last changed in the AGM of the Transferee Company held in 2018 wherein an additional object was added in the Objects clause.

**8. Details of the capital structure of the Transferee Company including authorized, issued, subscribed and paid-up share capital:**

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
100,05,00,000 Equity Shares having face value of Re. 1/- each	1,00,05,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
62,54,72,910 Equity Shares having face value of Re. 1/- each, fully paid	62,54,72,910/-

**9. Names of the Directors and Promoters of the Transferee Company along with their addresses are mentioned herein below:**

DIRECTORS		
Sr. No.	Name of Director	Address of the Director
1	Sh. Anil Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
2	Sh. Surjit Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
3	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
4	Sh. Rajesh Kumar Gupta	4A, Under Hill Lane, Civil Lines, Delhi – 110 054
5	Sh. Surender Kumar Tuteja	S-307, IIInd Floor, Panchsheel Park, New Delhi – 110 017
6	Sh. Vijay Kumar Chopra	4A, Harmony Tower, Dr. E Moses Road, Worli, Mumbai - 400 018
7	Dr. Adarsh Kishore	Badarika Farm House, Behind Railway Officers' Colony, Near Jagatpura Railway Station, Jaipur – 302 025
8	Smt. Pratima Ram	Apt 32, Maple A, Prestige Greenwoods, Varthur Raod, Nagavarampalaya, C.V. Raman Nagar, Bengaluru – 560 093
9	Sh. Mohandas Tellicheery Venkataraman Pai	521, The Embassy Ali Asker Road, Bangalore – 560 052
10	Sh. Puneet Bhatia	House No. 525A, Magnolias Apartment, DLF Golf Course, DLF Phase-V, Galleria, Gurgaon (Haryana) – 122009
11	Sh. Vellayan Subbiah	Old No.7, New No.12, Valliammai Achi Road, Kotturpuram Chennai 600085
12	Sh. Jalaj Ashwin Dani	48, Home Villa Krishna Sanghi Path, Gamdevi, Mumbai – 400 007
13	Sh. Upendra Kumar Sinha	K-94, Second Floor, Hauz Khas Enclave, New Delhi – 110 016

PROMOTERS		
Sr. No.	Name of Promoter	Address of the Promoter
1	Smt Vinod Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
2	Sh. Anil Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
3	Smt. Sangeeta Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
4	Shri Abhinav Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
5	ARG Family Trust	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
6	Sh. Surjit Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
7	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
8	Smt Santosh Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
9	Smt Shalini Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
10	SKG Family Trust	78-A/1, Friends Colony (East), New Delhi – 110065
11	QRG Enterprises Limited	904, 9 <sup>TH</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi-110001
12	QRG Investments and Holdings Limited	904, 9 <sup>TH</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi-110001

10. **The date of the Board/ Committee Meeting at which the Scheme was approved by the Board of Directors of the Transferee Company, including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:**

Date of Board/ Committee Meeting Approving the Scheme	21 <sup>st</sup> September 2018
Names of the Directors who voted in favour of the resolution	1.Shri Surjit Kumar Gupta 2.Shri Ameet Kumar Gupta 3. Shri Rajesh Kumar Gupta
Names of the Directors who voted against the resolution	None
Names of the Director who did not vote or participate on the resolution	None

11. The amount due to unsecured creditors of the Transferee Company as on August 31, 2018 is INR 11,14,17,15,317.64
12. **Disclosure about effect of amalgamation on material interests of Directors, Key Managerial Personnel (KMP) and debenture trustee:**  
None of the directors nor the key managerial personnel of the Transferee Company have any material interest in the Scheme, save to the extent of shares / directorships / managerial positions held by the directors / key managerial personnel in the Transferee Company, if any. Further the Transferee Company has not appointed any debenture trustee.
13. **Disclosure about the effect of the Scheme on the following persons of the Transferee Company:**

Sr. No.	Persons	Effect of the Scheme
a.	Key managerial personnel	No effect
b.	Directors	No effect
c.	Promoters	No effect
d.	Non-promoter members	No effect
e.	Depositors	Not Applicable
f.	Creditors	No effect
g.	Debenture Holders	Not Applicable
h.	Deposit Trustee and debenture trustee	Not Applicable
i.	Employees of the Company	No effect

**DETAILS OF THE TRANSFEROR COMPANY AS PER RULE 6(3) OF THE MERGER RULES**

14. **Details of Transferor Companies:**

Havells Global Limited (Transferor Company No.1 )	
Corporate Identification Number (CIN)	U31909DL2016PLC302444
Permanent Account Number (PAN)	AADCH9332C
Incorporation Date	04.07.2016
Registered Office address	904, 9th Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi-110001
Stock Exchange(s) where securities of the Transferor Company is listed	Unlisted

Standard Electrical Limited (Transferor Company No.2)	
Corporate Identification Number (CIN)	U31900DL2016PLC305794
Permanent Account Number (PAN)	AAXCS5894A
Incorporation Date	12.09.2016
Registered Office address	904, 9th Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi-110001
Stock Exchange(s) where securities of the Transferor Company is listed	Unlisted

<b>Lloyd Consumer Private Limited (Transferor Company No.3)</b>	
Corporate Identification Number (CIN)	U29309DL2017PTC317324
Permanent Account Number (PAN)	AADCL3103B
Incorporation Date	05.05.2017
Registered Office address	904, 9th Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi-110001
Stock Exchange(s) where securities of the Transferor Company is listed	Unlisted

<b>Promptec Renewable Energy Solutions Private Limited (Transferor Company No.4)</b>	
Corporate Identification Number (CIN)	U40108KA2008PTC047683
Permanent Account Number (PAN)	AAECP8149G
Incorporation Date	04.09.2008
Registered Office address	Shibra Farms, Nagasandra Main Road, 8th Mile, Tumkur Road, Bangalore Karnataka- 560073
Stock Exchange(s) where securities of the Transferor Company is listed	Unlisted

**15. Summary of the Main Objects as per the Memorandum of Association of the Transferor Companies:**

- a. **Transferor Company No.1 inter-alia carries** on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, all type of relays, plate switches, piano type switches, contractors, relays, motor control centre, connectors, capacitors, electric motors, generators, electric magnets, motor control centres, power control centres, distribution board, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fans, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut- outs, wires and cables, all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.S Lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories such as chokes, starters, switches and condensers and also household and industrial appliances, vessels and utensils of all types including kitchenware, lifestyle products, other consumer durables and FMCG products. It also carries on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in electronic and audio-visual goods of every nature and description as well as electronic goods required in any trade, industry, domestic or manufacture as well as all type of component parts, accessories, ancillaries, stores and spares;
- b. **Transferor Company No.2 inter-alia carries** on the business of manufacturing, assembling, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods, light engineering goods and instruments such as all type of switches, plate switches, piano type switches, circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, etc. It also carries on the business of manufacturing, producers, processors, makers, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockist, agents, factors, dealers, distributors, hirers or otherwise deal in every description of household and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hoods (chimneys), hobs and other consumer durables and FMCG products.
- c. **The Transferor Company No.3 inter-alia carries** on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centers, distribution boards, rising mains, bus trunking, etc. It also carries on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing exporting, and otherwise dealing in electronic and audio-visual goods of every nature and description such as Television, Tape recorders, Radios, etc.
- d. **The Transferor Company No.4 inter-alia carries** on the business of analysing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing electrical and electronics products, solutions, components used in renewable energy, general lighting, any other areas of power and energy industry in domestic and international market; it also carries on the business of analysing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing of products, solutions, components used in solar lighting, water heating, LED lighting, general lighting, any other consumer, commercial utilities to cater to domestic and international markets in the renewable energy, power and lighting industry.

**16. Main business carried on by the Transferor Companies:**

**Transferor Company No.1:**

The Transferor Company No. 1 is primarily engaged in the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments.

**Transferor Company No.2:**

The Transferor Company No. 2 is primarily engaged in the business of manufacturing, assembling, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods.

**Transferor Company No.3:**

The Transferor Company No. 3 is primarily engaged in the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments.

**Transferor Company No.4:**

The Transferor Company No. 4, is engaged in the business of analysing, designing, developing, enhancing, testing, manufacturing, marketing, sales,

servicing electrical and electronic products, solutions, components used in renewable energy, general lighting, any other areas of power and energy industry in domestic and international markets.

**17. Details of change of name, registered office and objects of the Transferor Company during the last five year:**

- a) Change of Name: There has been no change in the name of the Transferor Companies during the last five years.
- b) Change of Registered Office: There was a change in the Registered office address of the Transferor Company No. 1, Transferor Company No. 2 and Transferor Company No. 3 in last five years. In respect of Transferor Company 1 and Transferor Company No. 2, with effect from 1<sup>st</sup> January, 2017 and in respect of Transferor Company No. 3, with effect from 8<sup>th</sup> May, 2017, the registered office address of these companies is 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi 110001.
- c) Change of Objects: There has been no change in the objects of the Transferor Companies during the last five years.

**18. Details of the capital structure of the Transferor Companies including authorized, issued, subscribed and paid-up share capital:**

**Transferor Company No.1**

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
50,000 Equity Shares having face value of Rs. 10/- each	5,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares having face vale of Rs. 10/- each, fully paid	5,00,000/-

**Transferor Company No.2**

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
50,000 Equity Shares having face value of Rs. 10/- each	5,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares having face vale of Rs. 10/- each, fully paid	5,00,000/-

**Transferor Company No.3**

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
50,000 Equity Shares having face value of Rs. 10/- each	5,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares having face vale of Rs. 10/- each, fully paid	5,00,000/-

**Transferor Company No.4**

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
30,00,000 Equity Shares having face value of Rs. 10/- each	3,00,00,000/-
5,50,000 Redeemable Preference Shares of Rs. 10/-	55,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
26,36,226 Equity Shares having face value of Rs. 10/- each, fully paid	2,63,62,260/-

**19. Details of the capital structure of the Transferor Companies post the amalgamation as envisaged under the Scheme:**

Upon the Scheme becoming effective, the Transferor Companies Shall stand dissolved without being wound up.

**20. Names of the Directors and Promoters of the Transferor Companies along with their addresses are mentioned herein below:**

**Transferor Company No.1**

Sr. No.	Name of Promoter/ Director	Address of the Promoter/ Director
<b>DIRECTORS</b>		
1.	Sh. Anil Rai Gupta	QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
2.	Sh. Surjit Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
3.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
<b>PROMOTERS</b>		
4.	Havells India Limited	904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**Transferor Company No. 2**

Sr. No.	Name of Promoter/ Director	Address of the Promoter/ Director
<b>DIRECTORS</b>		
1.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
2.	Sh. Pardeep Kumar Gupta	B-3/283 First Floor Paschim Vihar, Delhi -110063
3.	Smt. Bhavna Banerjee	4/57, Block 4 Old Rajinder Nagar, Delhi - 110060
<b>PROMOTERS</b>		
4.	Havells India Limited	904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**Transferor Company No. 3**

Sr. No.	Name of Promoter/ Director	Address of the Promoter/ Director
<b>DIRECTORS</b>		
1.	Sh. Anil Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
2.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
<b>PROMOTERS</b>		
3.	Havells India Limited	904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**Transferor Company No. 4**

Sr. No.	Name of Promoter/ Director	Address of the Promoter/ Director
<b>DIRECTORS</b>		
1.	Sh. Surjit Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
2.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
3.	Sh. Rajiv Goel	House No 4 GF1 Ground Floor ATS One Hamlet Noida, UP - 201304
<b>PROMOTERS</b>		
4.	Havells India Limited	904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

21. **The date of the board meeting at which the Scheme was approved by the Board of Directors of the Transferor Companies, including the name of the directors who voted in favor of the resolution, who voted against the resolution and who did not vote or participate on such resolution:**

Transferor Companies	Transferor Company No.1	Transferor Company No.2	Transferor Company No.3	Transferor Company No.4
Date of Board Meeting	September 19, 2018	September 19, 2018	September 6, 2018	September 19, 2018
Approving the Scheme				
Names of the Directors who voted in favour of the resolution	1. Shri Surjit Kumar Gupta 2. Shri Ameet Kumar Gupta	1. Shri Ameet Kumar Gupta 2. Shri Pardeep Kumar Gupta 3. Smt Bhavna Banerjee	1. Shri Anil Rai Gupta 2. Shri Ameet Kumar Gupta	1. Shri Surjit Kumar Gupta 2. Shri Ameet Kumar Gupta 3. Shri Rajiv Goel
Names of the Directors who voted against the resolution	None	None	None	None
Names of the Director who did not vote or participate on the resolution	None	None	None	None

22. (i) The amount due to unsecured creditors of the Transferor Company No.1 as on 31.08.2018 is NIL as there are no unsecured creditors.  
(ii) The amount due to unsecured creditors of the Transferor Company No.2 as on 31.08.2018 is NIL as there are no unsecured creditors.  
(iii) The amount due to unsecured creditors of the Transferor Company No.3 as on 31.08.2018 is NIL as there are no unsecured creditors.  
(iv) The amount due to unsecured creditors of the Transferor Company No.4 as on 31.08.2018 is Rs. 11,49,77,112/-.

23. **Disclosure about effect of amalgamation on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee:**

None of the directors nor the key managerial personnel of the Transferor Companies have any material interest in the Scheme, save to the extent of shares / directorships / managerial positions held by the directors / key managerial personnel in the Transferor Companies, if any. Further the Transferor Companies has not appointed any debenture trustee.

24. **Disclosure about the effect of the Scheme on the following persons of the Transferor Companies:**

Sr. No.	Persons	Effect of the Scheme
a.	Key managerial personnel	No effect
b.	Directors	No effect
c.	Promoters	No effect
d.	Non-promoter members	No effect

e.	Depositors	Not Applicable
f.	Creditors	No effect
g.	Debenture Holders	Not Applicable
h.	Deposit Trustee and debenture trustee	Not Applicable
i.	Employees of the Company	All the permanent employees of the Transferor Companies shall become permanent employees of the Transferee Company, with effect from the Appointed Date, without any break in their service

**25. Relationship between the Transferee Company and the Transferor Companies:**

The Transferor Companies are Wholly Owned Subsidiary of the Transferee Company.

**26. Rationale and Benefits of the Scheme**

*"The rationale for the amalgamation of the Transferor Companies into the Transferee Company is, inter alia, as follows:*

- a. *The amalgamation will facilitate consolidation of the businesses of the Transferor Companies and the Transferee Company into a single corporate operation.*
- b. *The amalgamation of the Transferor Companies into the Transferee Company would create synergies of operations besides economies in administrative and managerial costs by combining operations and would result in improved performance for the amalgamated Transferee Company and would enhance the shareholders' value.*
- c. *The amalgamation will improve the management of the Transferee Company by combining the legal entities and the amalgamation will reduce expenditure by eliminating administrative functions and multiple record keeping.*
- d. *In view of aforesaid, the Board of Directors of Transferor Companies and Transferee Company have considered and proposed the amalgamation of entire undertaking and business of Transferor Companies with Transferee Company in order to benefit their respective stakeholders. Accordingly, Board of Directors of Transferor Companies and Transferee Company have formulated this Scheme of Amalgamation for the transfer and vesting of entire undertaking and business of Transferor Companies with and into Transferee Company, pursuant to provisions of Section 230 to Section 232 and other relevant provisions of the Act.*

27. The Scheme does not involve any reduction in the Share Capital or debt restructuring and therefore the requirement to disclose details of capital or debt restructuring is not applicable.

28. Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other government authorities required, received or pending for the proposed scheme of amalgamation – Not Applicable

**29. Investigation or proceedings pending against the Transferor Companies under the Act:**

There are no investigations or proceedings pending against the Company under this Companies Act 2013.

**30. Investigation or proceedings pending against the Transferee Company under the Act:**

There are no investigations or proceedings pending against the Company under this Companies Act 2013.

**31. Inspection of Documents:**

The following documents will be open for inspection at the Registered office of the Transferee Company between 10:30 a.m. to 12:30 noon on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting.

- a. Latest audited financial statements of the Transferee Company including consolidated financial statements;
- b. Copy of the order of Hon'ble Tribunal in pursuance of which the meeting is to be convened;
- c. Copy of Scheme as filed before the Hon'ble Tribunal;
- d. The certificate issued by Auditors of the Transferee Company to the effect that the accounting treatment, if any, proposed in the scheme of amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013

**Dated this 17 day of December, 2018.**

**Place – Noida**

**For Havells India Limited**

**Regd. Office – 904, 9<sup>th</sup> Floor, Surya Kiran Building,  
K.G. Marg, Connaught Place  
New Delhi – 110001**

**Sd/-  
(Sanjay Kumar Gupta)  
Vice President & Company Secretary  
Membership No. – FCS 3348**



# HAVELLS INDIA LIMITED

CIN : L31900DL1983PLC016304

Regd. Office : 904, 9th Floor, Surya Kiran Building, K.G. Marg, Connaught Place, New Delhi-110 001

Corp. Office : QRG Towers, 2D, Sector-126, Expressway, Noida, U.P.-201 304

Tel. : 0120-3331000, Fax : 0120-3332000, Email : investors@havells.com, Website : www.havells.com

## SCHEME OF AMALGAMATION

BY & BETWEEN

1. HAVELLS GLOBAL LTD.
2. STANDARD ELECTRICAL LTD.
3. LLOYD CONSUMER PVT. LTD.
4. PROMPTEC RENEWABLE ENERGY SOLUTIONS PVT. LTD.

.....TRANSFEROR COMPANIES

AND

HAVELLS INDIA LIMITED

..... TRANSFEREE COMPANY

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS  
(Under Sections 230 to 232 of the Companies Act, 2013)

Prepared by:

**M/s. HAMMURABI & SOLOMON PARTNERS**

Advocates & Corporate Law Advisors

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7.	Part F: General Terms and Conditions
8.	Schedule I: List of Tangible and Intangible Assets of Transferor Companies
9.	Schedule II : List of Licenses of Transferor Companies

## **INTRODUCTION**

This Scheme of Amalgamation ("**Scheme**") provides for the amalgamation of the Transferor Companies with the Transferee Company pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the Act).

The Scheme is carved out into following parts:

- (i) **Part A** - Description of the Companies;
- (ii) **Part B** - Rationale of the scheme;
- (iii) **Part C** - Definitions of the terms used in this Scheme, and share capital of the Transferor Companies and the Transferee Company;
- (iv) **Part D** - Transfer and vesting of all the Undertakings (as hereinafter defined) of the Transferor Companies in favour of Transferee Company;
- (v) **Part E** - Accounting Treatment for the amalgamation in the books of the Transferee Company; and
- (vi) **Part F** - General Terms and conditions applicable to this Scheme and, other matters consequential and integrally connected thereto.

### **PART A**

#### **1. DESCRIPTION OF THE TRANSFEROR & TRANSFEEE COMPANIES**

- 1.1 "Havells Global Ltd.", the Transferor Company no.1 herein is a public company, limited by shares incorporated under the provisions of Companies Act, 2013, having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001. The Transferor Company no. 1 is carrying on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, all type of relays, plate switches, piano type switches, contractors, relays, motor control centre, connectors, capacitors, electric motors, generators, electric magnets, motor control centres, power control centres, distribution board, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fans, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut- outs, wires and cables, all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.S Lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories such as chokes, starters, switches and condensers and also household and industrial appliances, vessels and utensils of all types including kitchenware, lifestyle products, other consumer durables and FMCG products.
- 1.2 "Standard Electrical Ltd.", the Transferor Company no.2 herein is a public company, limited by shares incorporated under the provisions of Companies Act, 2013, having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001. The Transferor Company no. 2 is carrying on the business of manufacturing, assembling, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods, light engineering goods and instruments such as all type of switches, plate switches, piano type switches, circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, all type of relays, contractors, relays, motors control centre, connectors, capacitors, electric motors, generators, electric magnets, motor control centres, power control centres, distribution board, rising mains, bus fans, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut-outs, wires and cable, all aluminium conductor and aluminium conductor steel reinforced transformer, G.L.C Lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories such as chokes, starters, switches and condensers.
- 1.3 "Lloyd Consumer Pvt. Ltd.", the Transferor Company no.3 herein is a private company, limited by shares incorporated under the provisions of Companies Act, 2013, having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001. The Transferor Company no. 3 is carrying on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cutouts, wires and cables all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories including chokes, starters, switches and condensers.
- 1.4 "Promptec Renewable Energy Solutions Pvt. Ltd.", the Transferor Company no.4 herein, is a private company, limited by shares incorporated under the provisions of the Companies Act, 1956, having its registered office at Shibra Farms, Nagasandra Main Road, 8<sup>th</sup> Mile, Tumkur Road, Bangalore, Karnataka - 560073. The Transferor Company No. 4 is carrying on the business of analyzing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing electrical and electronics products, solutions, components used in renewable energy, general lighting, any other areas of power and energy industry in domestic and international markets; analyzing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing of products, solutions, components used in solar lighting, water heating, LED lighting, general lighting, any other consumer, commercial utilities to cater to domestic and international markets in the renewable energy, power and lighting industry.
- 1.5 "Havells India Limited", the Transferee Company herein, is a listed public company, limited by shares incorporated under the provisions of the Companies Act, 1956, having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001. The Transferee Company is carrying on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting, fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution, boxes, cutouts, wires and cables all aluminium conductor and aluminium conductor steel reinforced, transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories, including chokes, starters, switches and condensers.

### **PART B**

#### **2. RATIONALE OF THE SCHEME OF AMALGAMATION**

- 2.1 The amalgamation will facilitate consolidation of the businesses of the Transferor Companies and the Transferee Company into a single corporate operation
- 2.2 The amalgamation of the Transferor Companies into the Transferee Company would create synergies of operations besides economies in administrative and managerial costs by combining operations and would result in improved performance for the amalgamated Transferee Company and would enhance the shareholders' value.
- 2.3 The amalgamation will improve the management of the Transferee Company by combining the legal entities and the amalgamation will reduce expenditure by eliminating administrative functions and multiple record keeping.
- 2.4 In view of aforesaid, the Board of Directors of Transferor Companies and Transferee Company have considered and proposed the amalgamation of entire undertaking and business of Transferor Companies with Transferee Company in order to benefit their respective stakeholders. Accordingly, Board of Directors of Transferor Companies and Transferee Company have formulated this Scheme of Amalgamation for the transfer and vesting of entire undertaking and business of Transferor Companies with and into Transferee Company, pursuant to provisions of Section 230 to Section 232 and other relevant provisions of the Act.

### **PART C**

#### **3. DEFINITIONS AND SHARE CAPITAL**

3. In this Scheme, unless repugnant to the context, the following expressions shall have the following meaning:
- 3.1 "**Act**" or "**the Act**" shall mean the Companies Act, 2013, and shall include any statutory modifications, re-enactment or amendments thereof.
- 3.2 "**Applicable Laws**" means any applicable statute, notification, bye laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, orders or instructions having the force of law enacted or issued by any Appropriate Authority, including any statutory modifications or re-enactment thereof for the time being in force.
- 3.3 "**Appointed Date**" means the opening business hours of 1<sup>st</sup> day of April, 2018 or such other date as may be approved by the New Delhi Bench and Bangalore Bench of the National Company Law Tribunal.
- 3.4 "**Board of Directors**" or "**Board**" means the respective board of directors of the Transferor Companies and/or the Transferee Company, as the case may be, and shall include a duly constituted committee thereof.
- 3.5 "**Effective Date**" means the date on which the certified copies of the orders of the National Company Law Tribunal, New Delhi Bench and National Company Law

Tribunal, Bangalore Bench sanctioning this Scheme, is filed with the Registrar of Companies, Delhi & Haryana at Delhi and Registrar of Companies, Bangalore.

- 3.6 "**Legal Proceedings**" means any proceedings taken by and/or against the Transferor Companies in any Court/Tribunal/Forum/Authority, as pending on the Appointed Date.
- 3.7 "**National Company Law Tribunal**" means the National Company Law Tribunal, New Delhi Bench and National Company Law Tribunal, Bangalore Bench, collectively.
- 3.8 "**Shareholders**", with respect to the Transferor Companies and the Transferee Company, means respectively, the persons registered from time to time, as the holders of the equity shares of the respective companies concerned.
- 3.9 "**Transferor Companies**" means:
- "Havells Global Ltd.", a company registered under Companies Act, 2013 and having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001;
  - "Standard Electrical Ltd.", a company registered under Companies Act, 2013 and having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001;
  - "Lloyd Consumer Pvt. Ltd.", a company registered under Companies Act, 2013 and having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001;
  - "Promptec Renewable Energy Solutions Pvt. Ltd.", a company registered under the Companies Act, 1956 and having its registered office at Shibra Farms, Nagasandra Main Road, 8<sup>th</sup> Mile, Tumkur Road, Bangalore, Karnataka – 560073;
- 3.10 "**Transferee Company**" means "Havells India Limited", a company registered under the Companies Act, 1956, and having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001.
- 3.11 "**Scheme**" or "**the Scheme**" or "**this Scheme**" means this Scheme of Amalgamation in its present form or with any modification(s) approved or directed by the National Company Law Tribunal, .
- 3.12 "**Undertaking**" or "**the Undertakings**", means the whole of the undertaking and entire business of the Transferor Companies as a going concern, including (without limitation):
- All the assets and properties (whether movable or immovable, tangible or intangible, real or personal, corporeal or incorporeal, present, future or contingent) (**List of tangible and intangible assets enclosed as Schedule I**) of the Transferor Companies, including but not limited to, plant and machinery, equipment, buildings and structures, offices, residential and other premises, sundry debtors, furniture, fixtures, office equipment, appliances, packing material, accessories, depots, deposits, all stocks, assets, investments of all kinds (including shares, scrips, stocks, bonds, debenture stocks, units), and interests in its subsidiaries, cash balances or deposits with banks, loans, advances, disbursements, contingent rights or benefits, book debts, receivables, actionable claims, earnest moneys, advances or deposits paid by the Transferor Companies, financial assets, leases (including lease rights), hire purchase contracts and assets, lending contracts, rights and benefits under any agreement, borrowing limits, investment limits benefit of any security arrangements or under any guarantees, reversions, powers, municipal permissions, tenancies in relation to the office and/or residential properties for the employees or other persons, guest houses, godowns, warehouses, fixed and other assets, domain names, tradenames, brandname, trademarks service names and marks, patents, copyrights, and other intellectual property rights of any nature whatsoever, know how, good will, licenses (**List of Licenses/ Brand/ Trade Names enclosed as Schedule II**) rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights including, title, interests, other benefits (including tax benefits), easements, privileges, liberties, mortgages, hypothecations, pledges or other security interests created in favour of the Transferor Companies and advantages of whatsoever nature and wheresoever situated in India or abroad, belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Companies or in connection with or relating to the Transferor Companies and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Companies, whether in India or abroad;
  - All liabilities (including contingent liabilities), including but not limited to, secured and unsecured debts, sundry creditors, duties and obligations of the Transferor Companies, of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised;
  - All agreements, rights, contracts, entitlements, permits, licenses, approvals, authorizations, concessions, consents, quota rights, engagements, arrangements, authorities, allotments, benefits of any guarantees, reversions, powers and all other approvals of every kind, nature and description whatsoever relating to the business activities and operations of the Transferor Companies;
  - All records, files, papers, computer programs, manuals, data, catalogues, sales material, lists of customers and suppliers, other customer information and all other records and documents relating to the business activities and operations of the Transferor Companies;
  - All Permanent staff, workmen and employees engaged by the Transferor Companies as on the Effective Date.
  - All brand names, trademarks, trade names, patents and domain names, filings, dossiers copyrights, industrial designs, trade secrets, know-how; data, formulations, technology, methodology, manufacturing procedures and techniques, test procedures, product registrations, applications and authorizations and other intellectual property and all other interests exclusively relating to the goods or services being dealt with by the Transferor Companies; and
  - All intellectual property rights created, developed or invented by employees concentrated on the research, development or marketing of products (including process development or enhancement) in connection with the Transferor Companies;
- All capitalized terms not defined but used in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations and byelaws, as the case may be, or any statutory amendment(s) or re-enactment thereof, for the time being in force.

#### 4. **SHARE CAPITAL:**

##### 4.1 **TRANSFEROR COMPANIES:**

- a. The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No.1, namely, Havells Global Ltd., as on March 31, 2018 is as under: -

<b>Authorised Share Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	<b>5,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each, fully paid	<b>5,00,000</b>

- b. The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No.2, namely, Standard Electrical Ltd., as on March 31, 2018 is as under: -

<b>Authorised Share Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	<b>5,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each, fully paid	<b>5,00,000</b>

- c. The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No.3, namely, Lloyd Consumer Pvt. Ltd., as on March 31, 2018 is as under: -

<b>Authorised Share Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	<b>5,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each, fully paid	<b>5,00,000</b>

- d. The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No.4, namely, Promptec Renewable Energy Solutions Pvt. Ltd., as on March 31, 2018 is as under: -

<b>Authorised Share Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	<b>3,00,00,000</b>
Redeemable Preference Share of Rs. 10/-	<b>55,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each, fully paid	<b>2,63,62,260</b>

#### 4.2 **TRANSFeree COMPANY:**

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferee Company, namely, Havells India Limited as on March 31, 2018 is as under: -

<b>Authorised Share Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	<b>100,05,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each, fully paid	<b>62,51,48,473</b>

- 4.3 The shares of Transferor Companies are not listed on any Stock Exchange. The shares of Transferee Company are listed on National Stock Exchange and BSE Limited.
- 4.5 The Scheme does not involve any Reduction in the Share Capital or Corporate Debt Restructuring, hence disclosures under Section 230 (2) (b) and 230 (2) (c) are not required to be made by the Transferor Companies or the Transferee Company.
- 4.6 The Transferor Companies being wholly owned subsidiaries of the Transferee Company and consequently, the present Scheme being not involving either issuance or subscription of shares, the compliance of proposed Rule 9A of The Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, towards the requirement of dematerialization of the existing equity shares of any of the Transferor Companies is not required. The Transferee Company being a listed company, its shares are already in dematerialized form.

#### 5. **GENERAL DISCLOSURES**

##### 5.1 **TRANSFEROR COMPANIES**

- i. The Transferor Company No.1, Havells Global Ltd. is a Public Limited Company incorporated on 04.07.2016 under the Companies Act, 2013 with CIN U31909DL2016PLC302444 and PAN AADCH9332C having email id bhavna.chugh@havells.com and registered office at 904, 9th Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001 and has the following main objects:

- a. *To carry on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, all type of relays, plate switches, piano type switches, contractors, relays, motor control centre, connectors, capacitors, electric motors, generators, electric magnets, motor control centres, power control centres, distribution board, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fans, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut-outs, wires and cables, all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.S Lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories such as chokes, starters, switches and condensers and also household and industrial appliances, vessels and utensils of all types including kitchenware, lifestyle products, other consumer durables and FMCG products.*
- b. *To carry on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in electronic and audio-visual goods of every nature and description as well as electronic goods required in any trade, industry, domestic or manufacture as well as all type of component parts, accessories, ancillaries, stores and spares and to engineer develop, design, assemble, import and export, buy, sell, trade and otherwise deal in industrial, mining, agricultural and such other machines and machinery and all types of tools, plants, equipments, instruments, appliances and hardware and software of all kinds, general fitting amalgams, accessories and appliances of all description made of metal, alloy, glass, synthetic and other fibres, chemicals and PVC compounds, plastic or any other materials and to take agencies of any firms, company or companies, within or outside India and to appoint agents, distributors, salesman, travellers, convessors, sales organisers for the products likewise in India or abroad.*

- ii. The detail of Directors of Transferor Company no.1 is as under:

<b>Sr. No.</b>	<b>Name of Directors</b>	<b>DIN No.</b>	<b>Date of Appointment</b>
1	Sh. Anil Rai Gupta	00011892	04-07-2016
2	Sh. Surjit Kumar Gupta	00002810	04-07-2016
3	Sh. Ameet Kumar Gupta	00002838	04-07-2016

- iii. The Transferor Company No.2, Standard Electrical Ltd. is a Public Limited Company incorporated on 12.09.2016 under the Companies Act, 2013 with CIN U31900DL2016PLC305794 and PAN AAXCS5894A having email id bhavna.chugh@havells.com and registered office at 904, 9th Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001 and has the following main objects:

- a. *To carry on the business of manufacturing, assembling, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods, light engineering goods and instruments such as all type of switches, plate switches, piano type switches, circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, all type of relays, contractors, relays, motors control centre, connectors, capacitors, electric motors, generators, electric magnets, motor control centres, power control centres, distribution board, rising mains, bus fans, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut-outs, wires and cable, all aluminium conductor and aluminium conductor steel reinforced transformer, G.L.C Lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories such as chokes, starters, switches and condensers.*
- b. *To carry on the business of manufacturing, producers, processors, makers, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockist, agents, factors, dealers, distributors, hirers or otherwise deal in every description of household and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hoods (chimneys), hobs and other consumer durables and FMCG products.*

- ii. The detail of Directors of Transferor Company no.2 is as under:

Sr. No.	Name of Directors	DIN No.	Date of Appointment
1	Sh. Ameet Kumar Gupta	00002838	03-07-2018
2	Sh. Pardeep Kumar Gupta	00183838	12-09-2016
3	Smt. Bhavna Banerjee	07730454	08-02-2017

- v. The Transferor Company No.3, Lloyd Consumer Pvt. Ltd. is a Private Limited Company incorporated on 05.05.2017 under the Companies Act, 2013 with CIN U29309DL2017PTC317324 and PAN AADCL3103B having email id bhavna.chugh@havells.com and registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001 and has the following main objects:

- To carry on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cutouts, wires and cables all aluminum conductor and aluminum conductor steel reinforced transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories including chokes, starters, switches and condensers.
- To carry on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing exporting, and otherwise dealing in electronic and audio-visual goods of every nature and description such as Television, Tape recorders, Radios, Records Players, Video Sets, Stereo system, decks, loud speakers, amplifiers, gramophones, records, tapes, watches, clocks, walkie talkies, cameras, cassettes, transistors, assemblers and distributor, electronic flash guns, electronic digital goods, microwave ovens, radio paging systems, computers, miniaturized circuits goods, micro modules, intercommunications sets, microphones, Dictaphones, telecommunication requisites, wireless/laboratory/ testing equipment's, electronic consumer and domestic goods, musical and visual appliances, apparatus, instruments, equipment's and devices for amusement and entertainment, electronic goods required in any trade, industry or manufacture such as photographic, surgical, medical films, nautical, aeronautical, electrical defense industry and including equipment, instruments and goods used in generation, transmission and receiving of any impulses such as and sound, light, electronic and electrical impulses and all kinds of electronic accessories, appliances, implements, components, instruments, equipment stores and spares, spare parts, devices, contrivances, apparatus and supplies related to or connected with the aforesaid, and all such electronic goods adapted, invented and discovered in future.
- To carry on business of electrical engineers and manufacture of all kinds of heavy and light electrical machinery and equipment and apparatus for any purpose and to install, sell, hire or otherwise deal with the same in any manner whatsoever.
- To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell, and generally deal in all kinds of sanitary fittings and bathroom fittings such as brass fittings, steel fittings tiles and ceramic ware.
- To carry on the business as manufacturers, producers, processors, makers, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockiest, agents, factors, dealers, distributors, hirers or otherwise deal in every description of household and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hoods (chimneys), hobs and other consumer durables and FMCG products.

- vi. The detail of Directors of Transferor Company No.3 is as under:

Sr. No.	Name of Directors	DIN No.	Date of Appointment
1	Sh. Anil Rai Gupta	00011892	08-05-2017
2	Sh. Ameet Kumar Gupta	00002838	08-05-2017

- vii. The Transferor Company No.4, Promptec Renewable Energy Solutions Pvt. Ltd., is a Private Limited Company incorporated on 04.09.2008 under the Companies Act, 1956 with CIN U40108KA2008PTC047683 and PAN AAACP8149G having email id ameer.gupta@havells.com and registered office at Shibra Farms, Nagasandra Main Road, 8th Mile, Tumkur Road, Bangalore , Karnataka - 560073 and has the following main objects:

- To carry on the business of analysing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing electrical and electronics products, solutions, components used in renewable energy, general lighting, any other areas of power and energy industry in domestic and international markets.
- To carry on the business of analysing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing of products, solutions, components used in solar lighting, water heating, LED lighting, general lighting, any other consumer, commercial utilities to cater to domestic and international markets in the renewable energy, power and lighting industry.
- To carry on the business of providing training, educational programs, consultancy services in relation to renewable energy, lighting and electronics.
- To carry on the business of undertaking various testing, measurements, introduction of quality control systems and measures, to assess and implement various types of quality standards for products, process and services, conforming to various international and national standards in the area of power electronics, renewable energy systems and general lighting.

- viii. The detail of Directors of Transferor Company no.4 is as under:

Sr. No.	Name of Directors	DIN No.	Date of Appointment
1	Sh. Surjit Kumar Gupta	00002810	03-07-2018
2	Sh. Ameet Kumar Gupta	00002838	15-05-2015
3	Sh.Rajiv Goel	00714821	15-05-2015

5.2 There was no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors in their Audit Report, obtained for the FY ended 31st March, 2018 of the Transferor Companies.

5.3 There is no investigation or proceeding pending against the Transferor Companies.

#### 5.5 TRANSFeree COMPANY

The Transferee Company is a Public Limited Company with CIN L31900DL1983PLC016304. The Transferee Company was incorporated on 08.08.1983 as a Private Limited Company in the name and style of "Havell's India Private Limited" under the Companies Act, 1956. Subsequently, the Transferee Company was converted to Public Limited Company under the name of "Havell's India Limited" and a fresh Certificate of Incorporation dated 31.03.1992 was provided by the Registrar of Companies, Delhi & Haryana. Later on, the name of the Transferee Company was also changed from "Havell's India Limited" to Havells India Limited and a fresh Certificate of Incorporation dated 28.07.2007 was provided by the Registrar of Companies, Delhi & Haryana. The Transferee Company is having PAN AAACH0351E with email id sanjaykumar.gupta@havells.com and registered office at 904, 9th Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001 has the following main objects:

- To carry on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar

systems, feeder pillars, lighting fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut outs, wires and cables all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories including chokes, starters, switches and condensers.

- b. To carry on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing exporting, and otherwise dealing in electronic and audio-visual goods of every nature and description such as Television, Tape recorders, Radios, Records Players, Video Sets, Stereo system, decks, loud speakers, amplifiers, gramophones, records, tapes, watches, clocks, walkie talkies, cameras, cassettes, transistors, assemblers and distributor, electronic flash guns, electronic digital goods, microwave ovens, radio paging systems, computers, miniaturised circuits goods, micro modules, intercommunications sets, microphones, Dictaphones, telecommunication requisites, wireless/laboratory/ testing equipment, electronic consumer and domestic goods, musical and visual appliances, apparatus, instruments, equipment and devices for amusement and entertainment, electronic goods required in any trade, industry or manufacture such as photographic, surgical, medical films, nautical, aeronautical, electrical defence industry and including equipment, instruments and goods used in generation, transmission and receiving of any impulses such as and sound, light, electronic and electrical impulses and all kinds of electronic accessories, appliances, implements, components, instruments, equipment stores and spares, spare parts, devices, contrivances, apparatus and supplies related to or connected with the aforesaid, and all such electronic goods adapted, invented and discovered in future.
- c. To carry on business of electrical engineers and manufacture of all kinds of heavy and light electrical machinery and equipment and apparatus for any purpose and to install, sell, hire or otherwise deal with the same in any manner whatsoever.
- d. To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell, and generally deal in all kinds of sanitary fittings and bathroom fittings such as brass fittings, steel fittings tiles and ceramic ware.
- e. To carry on the business as manufacturers, producers, processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockist, agents, factors, dealers, distributors, hirers or otherwise deal in every description of household and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hoods (chimneys), hobs and other consumer durables and FMCG products.
- f. To manufacture, set-up, buy, sell, store, distribute, generate, develop, advise, repair and deal in all kinds and sources of energy such as electrical, mechanical and light derived from conventional and non-conventional method, natural and other sources including renewable energy, in particular from the use of oil, gas, coal, water and other source of energy such as Solar, Geothermal, Wind, Bio Gas, Gobar Gas, Waste and other residual products thereof and also to use, purchase, acquire, supply, distribute and apply the same for electrical, electronic and other products which the company deals in presently or may deal in future.
- 5.6 There was no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors in their Audit Report obtained for the FY ended 31st March, 2018 of the Transferee Company.
- 5.7 Details of the Directors of the Transferee Company as on March 31, 2018 are as under:

Sr. No.	Name of Directors	DIN NO.	Date of Appointment
1	Sh. Anil Rai Gupta	00011892	30-09-1992
2	Sh. Surjit Kumar Gupta	00002810	08-08-1983
3	Sh. Ameet Kumar Gupta	00002838	22-12-2014
4	Sh. Rajesh Kumar Gupta	00002842	21-03-1992
5	Sh. Surender Kumar Tuteja	00594076	11-05-2010
6	Sh. Vijay Kumar Chopra	02103940	30-01-2009
7	Dr. Adarsh Kishore	02902810	28-07-2010
8	Smt. Pratima Ram	03518633	28-07-2014
9	Sh. Mohandas Tellicheery Venkataraman Pai	00042167	22-12-2014
10	Sh. Puneet Bhatia	00143973	22-12-2014
11	Sh. Vellayan Subbiah	01138759	18-10-2016
12	Sh. Jalaj Ashwin Dani	00019080	16-08-2017
13	Sh. Upendra Kumar Sinha	00010336	01-03-2018

#### PART D

#### 6. **TRANSFER AND VESTING OF ALL THE UNDERTAKINGS OF THE TRANSFEROR COMPANIES INTO THE TRANSFEE COMPANY**

6.1 Subject to the provisions of this Scheme as specified hereinafter and with effect from the Appointed Date, the entire Undertaking(s) of the Transferor Companies, including without limitation, all the assets, properties, debts, liabilities, losses, duties and obligations, including those arising on account of taxation laws and other allied laws of the Transferor Companies of every description and also including, without limitation, all the movable and immovable properties and assets, tangible or Intangible assets (whether or not recorded in the books of account of the Transferor Companies) of the Transferor Companies comprising, amongst others, all freehold land, leasehold land, building, plants, motor vehicles, manufacturing facilities, laboratories receivables, actionable claims, furniture and fixtures, computers, office equipment, electrical installations, generators, containers, telephones, telex, facsimile and other communication facilities and business licenses, licenses under Factories Act, manufacturing licenses, permits, deposits, authorisations, approvals, insurance cover of every description, lease, tenancy rights, permissions, incentives, if any, and all other rights, patents, know-how, trademark, service mark, trade secret, brands, registrations and other intellectual property rights, proprietary rights, title, interest, contracts, no objection certificates, deeds, bonds, consents, approvals and rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages and benefits, approvals, filings, dossiers, copyrights, industrial designs, trade secrets, know-how, data, formulations, technology, methodology, manufacturing procedures and techniques, test procedures, brand names, trade names and domain names, and all other interests in connection with or relating to and product registrations, applications and authorisations for product registrations, and all other interests exclusively relating to the goods or services, shall, under the provisions of Sections 230 to 232 of the Act, and pursuant to the orders of the National Company Law Tribunal, sanctioning this Scheme and without further act, instrument or deed, but subject to the charges affecting the same as on the Effective Date, be transferred and/or deemed to be transferred to and vested in the Transferee Company, so as to become the properties, assets, rights, business and Undertaking of the Transferee Company.

6.1.1 Without prejudice to the generality of Clause 6.1 above, upon occurrence of the Effective Date, the Transferor Companies shall stand merged and amalgamated into the Transferee Company with effect from the Appointed Date.

#### 6.2 **Transfer of Assets**

6.2.1 All the assets and properties, including all rights, title, interest and all entitlements therein, comprised in the Undertaking of whatsoever nature and wheresoever situated, shall, under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act or deed, shall stand transferred to and vested in the Transferee Company or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become the assets and properties of the Transferee Company.

6.2.2 Without prejudice to the provisions of Clause 6.2.1 above, in respect of such of the assets and properties of the Undertaking as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same shall be so transferred by the Transferor Companies and shall, upon such transfer, become the assets and properties of the Transferee Company as an integral part of the Undertaking, without requiring any separate deed or instrument or conveyance or any further additions or implications of stamp duty for the same.

6.2.3 In respect of movables other than those dealt with in Clause 6.2.2 above including sundry debts, Investment Limits, receivables, bills, credits, loans and advances of

the Undertaking, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Governmental Authority or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in the Transferee Company.

6.2.4 All the licenses, brand names (as signified in the names of Transferor Companies), permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Companies and all rights and benefits that have accrued or which may accrue to the Transferor Companies, whether before or after the Appointed Date, shall, under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Transferee Companies so as to become as and from the Appointed Date licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Companies and shall remain valid, effective and enforceable on the same terms and conditions. With respect to transfer of brand names (signified in the names of Transferor Companies), suitable intimation shall be delivered to Registrar of Companies to not to make them available for others as the same are brand names transferable in favour of the Transferee Company.

6.2.5 All assets and properties of the Transferor Companies as on the Appointed Date, whether or not included in the books of the respective Transferor Companies, and all assets and properties which are acquired by the Transferor Companies on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets and properties of the Transferee Company, and shall under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme. Provided however that no onerous assets shall have been acquired by the Transferor Companies after the Appointed Date without the consent of the Transferee Company as provided for in this Scheme.

#### 6.3 **Transfer of Liabilities**

6.3.1 All liabilities relating to and comprised in the Undertaking including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the Transferor Companies of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised for its business activities and operations (herein referred to as the "Liabilities"), shall, pursuant to the sanction of this Scheme by the National Company Law Tribunal under and in accordance with the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, along with any charge, encumbrance, lien or security thereon, and the same shall be assumed by the Transferee Company to the extent they are outstanding as on the Effective Date so as to become as and from the Appointed Date the liabilities of the Transferee Company on the same terms and conditions as were applicable to the respective Transferor Companies, and the Transferee Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.

6.3.2 All debts, liabilities, duties and obligations of the Undertaking as on the Appointed Date, whether or not provided in the books of the respective Transferor Companies, and all debts and loans raised, and duties, liabilities and obligations incurred or which arise or accrue to the Undertaking on or after the Appointed Date till the Effective Date, shall be deemed to be and shall become the debts, loans raised, duties, liabilities and obligations incurred by the Transferee Company by virtue of this Scheme.

6.3.3 Where any such debts, loans raised, liabilities, duties and obligations of the Undertaking as on the Appointed Date have been discharged or satisfied by the Transferor Companies after the Appointed Date and prior to the Effective Date, such discharge or satisfaction shall be deemed to be for and on account of the Transferee Company.

6.3.4 Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Undertaking and the Transferee Company shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company.

#### 6.4 **Encumbrances**

6.4.1 The transfer and vesting of the assets comprised in the Undertaking to and in the Transferee Company under Clauses 6.1 and 6.2 of this Scheme shall be subject to the mortgages and charges, if any, affecting the same, as and to the extent hereinafter provided.

6.4.2 All the existing securities, mortgages, charges, encumbrances or liens (the "Encumbrances"), if any, as on the Appointed Date and created by the Transferor Companies after the Appointed Date, over the assets comprised in the Undertaking or any part thereof transferred to the Transferee Company by virtue of this Scheme and in so far as such Encumbrances secure or relate to liabilities of the Transferor Companies, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date and as are transferred to the Transferee Company, and such Encumbrances shall not relate or attach to any of the other assets of the Transferee Company, provided however that no Encumbrances shall have been created by the Transferor Companies over its assets after the Appointed Date without the consent of the Transferee Company as provided for in this Scheme.

6.4.3 The existing Encumbrances over the assets and properties of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Effective Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Undertaking transferred to and vested in the Transferee Company by virtue of this Scheme.

6.4.4 Any reference in any security documents or arrangements (to which the Transferor Companies are a party) to the Transferor Companies and its assets and properties, shall be construed as a reference to the Transferee Company and the assets and properties of the Transferor Companies transferred to the Transferee Company by virtue of this Scheme. Without prejudice to the foregoing provisions, the Transferor Companies and the Transferee Company may execute any instruments or documents or do all the acts and deeds as may be considered appropriate, including the filing of necessary particulars and/or modification(s) of charge(s), with the Registrar of Company to give formal effect to the above provisions, if required.

6.4.5 Upon occurrence of the Effective Date, the Transferor Companies shall stand merged and amalgamated into the Transferee Company with effect from the Appointed Date and the Transferee Company alone shall be liable to perform all obligations in respect of the Liabilities, which have been transferred to it in terms of the Scheme.

#### 7. **CONTRACTS, DEEDS, ETC.**

7.1 All contracts, deeds, bonds, agreements, schemes, arrangements, assurances and other instruments of whatsoever nature to which the Transferor Companies are a party or to the benefit of which the Transferor Companies may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect by, for or against or in favour of, as the case may be, the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Companies the Transferee Company had been a party or beneficiary or obligee or obligor thereto or thereunder.

7.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertaking occurs by virtue of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which the Transferor Companies are a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of Transferor Companies and to carry out or perform all such formalities or compliances referred to above on the part of Transferor Companies.

7.3 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Companies shall without any further act or deed, stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall receive relevant approvals from the concerned Governmental Authorities as may be necessary in this behalf.

8. **LEGAL PROCEEDINGS**

- 8.1 All Legal Proceedings of whatsoever nature by or against the respective Transferor Companies pending at the Appointed Date and or arising after the Appointed Date till the Effective Date, shall be continued and enforced by or against the Transferee Company in the manner and to the same extent as would or might have been continued and enforced by or against the respective Transferor Companies, as and from the Effective Date.
- 8.2 After the Appointed Date, if any Legal Proceedings are taken against the respective Transferor Companies it shall defend the same at the cost of the Transferee Company and the Transferee Company shall reimburse and indemnify the respective Transferor Companies against all liabilities and obligations incurred by the Transferor Companies in respect thereof.
- 8.3 The Transferee Company undertakes to have all Legal Proceedings initiated by or against the respective Transferor Companies, transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company to the exclusion of the respective Transferor Companies.

9. **CONDUCT OF BUSINESS**

- 9.1 Upon occurrence of the Effective Date:
- (a) The respective Transferor Companies shall carry on and shall be deemed to have carried on all its business and activities as hitherto and shall hold and stand possessed of and shall be deemed to have held and stood possessed of the Undertaking on account of, and for the benefit of and in trust for, the Transferee Company.
- (b) All the profits or income accruing or arising to the respective Transferor Companies, and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) by the Transferor Companies shall, for all purposes, be treated and be deemed to be and accrue as the profits or income or as the case may be, expenditure or losses (including taxes) of the Transferee Company.
- (c) Any of the rights, powers, authorities and privileges attached or related or pertaining to and exercised by or available to the respective Transferor Companies shall be deemed to have been exercised by the Transferor Companies for and on behalf of and as agent for the Transferee Company. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Undertaking that have been undertaken or discharged by the Transferor Companies shall be deemed to have been undertaken or discharged for and on behalf of and as agent for the Transferee Company.
- 9.2 With effect from the date of filing of this Scheme with the National Company Law Tribunal and up to and including the Effective Date:
- (a) The respective Transferor Companies shall preserve and carry on their business and activities with reasonable diligence and business prudence and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments either for itself or on behalf of its group Company or any third party or sell, transfer, alienate, charge, mortgage or encumber or deal with the Undertaking or any part thereof save and except in each case in the following circumstances:
- (i) if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with National Company Law Tribunal; or
- (ii) if the same is permitted by this Scheme; or
- (iii) If consent of the Board of Directors of the Transferee Company has been obtained.
- (b) The respective Transferor Companies shall not take, enter into, perform or undertake, as applicable (i) any material decision in relation to its business and operations other than decisions already taken prior to approval of the Scheme by the respective Board of Directors (ii) any agreement or transaction; (iii) any new business, or discontinue any existing business or change the capacity of facilities and (iv) such other matters as the Transferee Company may notify from time to time save and except in each case in the following circumstances:
- (i) if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with National Company Law Tribunal; or
- (ii) if the same is permitted by this Scheme; or
- (iii) if consent of the Board of Directors of the Transferee Company has been obtained.

10. **TREATMENT OF TAXES**

Upon occurrence of the Effective Date:

- 10.1 Any tax liabilities under the Income-tax Act, 1961, Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Central Sales Tax Act, 1956, any other state Sales Tax / Value Added Tax laws, Goods and Services Tax, luxury tax, stamp laws or other applicable laws/ regulations (hereinafter in this Clause referred to as "Tax Laws") dealing with taxes/ duties/ levies allocable or related to the business of the respective Transferor Companies to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to Transferee Company.
- 10.2 All taxes (including income tax, wealth tax, sales tax, excise duty, customs duty, service tax, luxury tax, VAT, GST etc.) paid or payable by the respective Transferor Companies in respect of the operations and/or the profits of the business on and from the Appointed Date, shall be on account of the Transferee Company and, insofar as it relates to the tax payment (including without limitation income tax, wealth tax, sales tax, excise duty, customs duty, service tax, luxury tax, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the respective Transferor Companies in respect of the profits or activities or operation of the business on and from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and shall, in all proceedings, be dealt with accordingly.
- 10.3 Any refund under the Tax Laws due to respective Transferor Companies consequent to the assessments made on Transferor Companies and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.
- 10.4 Without prejudice to the generality of the above, all benefits including under the income tax, sales tax, excise duty, customs duty, service tax, luxury tax, VAT, GST etc., to which the respective Transferor Companies are entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Transferee Company.

11. **STAFF, WORKMEN & EMPLOYEES**

- 11.1 All the permanent employees of the respective Transferor Companies who are in its employment as on the Effective Date shall become the permanent employees of the Transferee Company with effect from the Effective Date without any break or interruption in service and on terms and conditions as to employment and remuneration not less favourable than those on which they are engaged or employed by the Transferor Companies. It is clarified that the employees of the Transferor Companies who become employees of the Transferee Company by virtue of this Scheme, shall be entitled to all such employment policies and shall be entitled to avail of all schemes and benefits that may be applicable and available to any of the employees of the Transferee Company (including the benefits of or under any employee stock option schemes applicable to or covering all or any of the employees of the Transferee Company), unless otherwise determined by the Board of Directors of the Transferee Company. The Transferee Company undertakes to continue to abide by any agreement/ settlement, if any, validly entered into by the Transferor Companies with any union/employee of the Transferor Companies (as may be recognized by the Transferor Companies). After the Effective Date, the Transferee Companies shall be entitled to vary the terms and conditions as to employment and remuneration of the employees of the Transferor Companies on the same basis as it may do for the employees of the Transferee Company.
- 11.2 The existing provident fund, gratuity fund and pension and/or superannuation fund or trusts or retirement funds or benefits created by the Transferor Companies or any other special funds created or existing for the benefit of the concerned permanent employees of the Transferor Companies (collectively referred to as the "Funds") and the investments made out of such Funds shall, at an appropriate stage, be transferred to the Transferee Company to be held for the benefit of the concerned employees. The Funds shall, subject to the necessary approvals and permission and at the discretion of the Transferee Company, either be continued as separate funds of the Transferee Company for the benefit of the employees of the Transferor Companies or be transferred to and merged with other similar funds of the Transferee Company. In the event that the Transferee Company does not have its own fund with respect to any such Funds, the Transferee Company may, subject to necessary approvals and permissions, continue to maintain the existing Funds separately and contribute thereto, until such time as the Transferee Company creates its own funds at which time the Funds and the investments and contributions pertaining to the employees of the Transferor Companies shall be transferred to such funds of the Transferee Company.

12. **CONSIDERATION:**

- 12.1 Transferor Companies are the wholly owned subsidiaries of the Transferee Company. Upon the Scheme being sanctioned by the Hon'ble Tribunal and the transfer having been effected as provided hereinabove, all equity shares held by the Transferee Company and its Nominee(s) in the Transferor Companies shall be cancelled

and extinguished as on the Appointed Date. Accordingly, there will be no issue and allotment of equity shares of the Transferee Company to the Shareholders of the Transferor Companies upon this Scheme becoming effective.

12.2 Upon the Scheme becoming effective, the Authorized Share Capital of the Transferee Company of Rs. 100,05,00,000/- (Rupees One Hundred Crore and Five Lakhs only) divided into 100,05,00,000 equity shares of Re. 1/- each, in terms of the provisions of the Companies Act, shall without further act or deed stand increased by the amount of cumulative Authorised Share Capital of the all the Transferor Companies by Rs. 3,15,00,000 and Rs. 55,00,000 divided into 5,50,000 Redeemable Preference Shares of Rs. 10 each, without payment of any additional fees or charges to the Registrar of Companies. The fees paid by respective Transferor Companies to the Registrar of Companies for their respective authorized share capital shall be deemed to have been paid by the Transferee Company. Upon the coming into effect of the Scheme, the Capital Clause V of the Memorandum of Association of the Transferee Company shall, without any further act or deed be replaced by the following Clause and the Transferee Company will not be required to pass any fresh resolution in this regard:

*"The Authorised Capital of the Company is Rs. 103,75,00,000/- (Rupees One Hundred and Three Crores Seventy Five Lakhs only) divided into 103,20,00,000 (One Hundred and Three Crores Twenty Lakhs only) Equity Shares of Re. 1/- (Rupee One only) each and 5,50,000 (Five Lakh Fifty Thousand only) Redeemable Preference Shares of Rs. 10 (Rupees Ten only) each."*

12.3 It is clarified that for the purposes of Clause 12.2, the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting the amendment, and no further resolution(s) under the applicable provisions of the Act, would be required to be separately passed, nor any registration fee, stamp duty, etc. shall be payable by the Transferee Company.

12.4 Save as provided in Clause 12.2 above, the Transferee Company shall increase/ modify its Authorized Share Capital, as applicable, for the purpose of implementing the terms of this Scheme.

12.5 It is clarified that no Special Resolution under Section 62 of the Act shall be required to be passed by the Transferee Company separately in a general meeting for issue of shares to the shareholders of the Transferor Companies under this Scheme and on the members of the Transferee Company approving this Scheme, it shall be deemed that they have given their consent to the issue of equity shares of the Transferee Company to the shareholders of the Transferor Companies in the Share Exchange Ratio.

#### **PART E**

#### **13. ACCOUNTING TREATMENT**

13.1 Notwithstanding anything to the contrary herein, upon this Scheme becoming effective, the Transferee Company shall give effect to the accounting treatment in its books of account in accordance with the accounting standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, or any other relevant or related requirement under the Companies Act, as applicable on the Effective Date.

13.2 Accounting policies of the Transferor Companies will be harmonized with that of the Transferee Company following the amalgamation (i.e. merger by way of absorption).

13.3 The Transferee Company shall, upon the Scheme being sanctioned by the National Company Law Tribunal, record the assets and liabilities of the Transferor Companies vested in it pursuant to the Scheme of Amalgamation, at the respective book values thereof as appearing in the books of the Transferor Companies, prepared in accordance with Indian Accounting Standards.

13.4 Amounts lying in the balance of the "Profit and Loss Account" in the books of account of the Transferor Companies shall be adjusted by the Transferee Company to its "Profit and Loss Account."

13.5 The inter-company balances between the Transferee Company and the Transferor Company, if any appearing in the books of the Transferee Company shall stand cancelled. Further, the value of investments held by the Transferee Company on the Appointed date shall stand cancelled pursuant to amalgamation.

13.6 If there is any difference in accounting policies of the Transferor Companies and that of the Transferee Company, the impact of the same till the appointed date will be quantified and same should be appropriately adjusted and reported in accordance with the applicable accounting rules and principles, so as to ensure that the financial statement of the Transferee Company reflects the financial position on the basis of consistent accounting policies.

13.7 The difference between the share-capital of the Transferor Companies and the book value of the investments cancelled in terms of Clause 13.5 above shall be transferred to Capital Reserve and would be presented separately from other capital reserves in the books of Transferee Company. However, where such difference between the share-capital of the Transferor Companies and the book value of the investments cancelled in terms of Clause 13.5 is negative, such negative balance shall be adjusted to General Reserve.

13.8 Subject to the above, the reserves of the Transferor Company will be incorporated in the books of the Transferee Company in the same form as they appeared in the financial statements, prepared in accordance with Indian Accounting Standards, of the Transferor Company.

13.9 Further in case of any difference in accounting policy between the Transferor Companies and the Transferee Company, the impact of the same till the amalgamation will be quantified and adjusted in the Retained earnings of the Transferee Companies, to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

#### **PART F**

#### **GENERAL TERMS AND CONDITIONS**

#### **14. COMPLIANCE WITH LAW**

##### **14.1 Scheme becoming effective:**

Subject to the stipulations of Clause 17 (Conditionality), this Scheme shall become effective on occurrence of Effective Date.

14.2 This Scheme is presented and drawn up to comply with the provisions/ requirements of Sections 230 to 232 of the Act, for the purpose of amalgamation of the Transferor Companies with the Transferee Company and other related arrangements and compromise, including reorganization of shareholding, etc., amongst the Transferor Companies, the Transferee Company and / or their respective shareholders.

14.3 This Scheme has been drawn up to comply with the conditions relating to 'amalgamation' as specified under the tax laws, including section 2(1B) and other relevant sections of the Income Tax Act, 1961. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the Income Tax Act, 1961 shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments as may become necessary shall vest with the Board of Directors of the Transferor Companies and the Transferee Company, which power shall be exercised reasonably in the best interests of the companies concerned and their stakeholders

14.4 Upon occurrence of the Effective Date, Transferee Company is expressly permitted to revise its financial statements, as may be necessary to give effect to this Scheme.

14.5 This Scheme shall not in any manner affect the right of any of the creditors of the Transferor Companies, who shall continue to enjoy all such rights against the Transferee Company, as they had against the Transferor Companies.

#### **15. DISSOLUTION OF THE TRANSFEROR COMPANIES WITHOUT WINDING UP**

Upon occurrence of the Effective Date, the Transferor Companies shall stand dissolved without winding-up, and the Board of Directors and any committees thereof of the Transferor Companies shall without any further act, instrument or deed be and stand dissolved.

#### **16. VALIDITY OF EXISTING RESOLUTIONS, ETC.**

Upon occurrence of the Effective Date, the resolutions, if any, of Transferor Companies, which are valid and subsisting on the Effective Date shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have upper monetary or other limits being imposed under the provisions of the Act, or any other applicable provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

17. **CONDITIONS TO AND DATE OF SCHEME BECOMING EFFECTIVE:**

- 17.1 Subject to Clause 17.2 hereof, the Scheme in its present form or with any modification(s) approved or directed by the National Company Law Tribunal or any other appropriate authority shall be effective from the Appointed Date, but shall be operative from the Effective Date
- 17.2 This Scheme is and shall be conditional upon and subject to:
- The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme;
  - The certified copies of the orders of the National Company Law Tribunal under Sections 230 to 232 of the Act sanctioning the Scheme are filed with the Registrar of Companies, Delhi and Haryana and the Registrar of Companies, Bangalore; and
  - Compliance with such other conditions as may be directed by the National Company Law Tribunal.

18. **APPLICATION TO NATIONAL COMPANY LAW TRIBUNAL**

The Transferor Companies and the Transferee Company shall, with all reasonable diligence, make and pursue applications to the National Company Law Tribunal, New Delhi and Bangalore Bench, for sanctioning this Scheme of Amalgamation under Section 230 and 232 of the Act, for carrying this Scheme into effect and for dissolution of the Transferor Companies without winding up.

19. **MODIFICATIONS**

- 19.1 Subject to approval of NCLT, the Transferor Companies and the Transferee Company by their respective Board of Directors or any director/executives or any committee authorised in that behalf (hereinafter referred to as the "Delegate") may assent to, or make, from time to time, any modification(s) or addition(s) to this Scheme which Jurisdictional NCLT or any authorities under law may deem fit to approve of or may impose and which the Board of Directors of the Transferor Companies and the Transferee Company may in their discretion accept, or such modification(s) or addition(s) as the Board of Directors of the Transferor Companies and the Transferee Company or as the case may be, their respective Delegate may deem fit, or required for the purpose of resolving any doubts or difficulties that may arise in carrying out this Scheme. The Transferor Companies and the Transferee Company by their respective Boards of Directors or Delegates are authorised to do and execute all acts, deeds, matters and things necessary for bringing this Scheme into effect, or review the position relating to the satisfaction of the conditions of this Scheme and if necessary, waive any of such conditions (to the extent permissible under law) for bringing this Scheme into effect, and/or give such consents as may be required in terms of this Scheme. In the event that any conditions are imposed by NCLT or any Governmental Authorities, which the Board of Directors of the Transferor Companies or the Transferee Company find unacceptable for any reason, then the Transferor Companies and the Transferee Company shall be at liberty to withdraw the Scheme.
- 19.2 For the purpose of giving effect to this Scheme or to any modification(s) thereof or addition(s) thereto, the Delegates (acting jointly) of the Transferor Companies and Transferee Company may give and are authorised to determine and give all such directions as are necessary for settling or removing any question of doubt or difficulty that may arise under this Scheme or in regard to the meaning or interpretation of any provision of this Scheme or implementation thereof or in any matter whatsoever connected therewith (including any question or difficulty arising in connection with any deceased or insolvent shareholders or depositors, if any of the Transferor Companies) or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any such conditions (to the extent permissible in law) and such determination or directions or waiver, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme. For the avoidance of doubt, it is clarified that where this Scheme requires the approval of the Board of Directors of the Transferor Companies or the Transferee Company to be obtained for any matter, the same may be given through their Delegates.

20. **EFFECT OF NON-RECEIPT OF APPROVALS**

- 20.1 In the event any of the approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Board of Directors of the Transferee Company and the Transferor Companies shall mutually waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme is not sanctioned by the National Company Law Tribunal, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.
- 20.2 Further, in the case of non-receipt of approvals to the Scheme, no rights and liabilities whatsoever shall accrue to or be incurred inter-se by the Transferor Companies or the Transferee Company or their shareholders or creditors or employees or any other person.

21. **COSTS, CHARGES, EXPENSES AND STAMP DUTY**

All costs, charges and expenses (including any taxes and duties) incurred or payable by each of the Transferor Companies and Transferee Company in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the Transferor Companies with the Transferee Company in pursuance of this Scheme, including stamp duty on the Orders of National Company Law Tribunal, if any and to the extent applicable and payable, shall be borne and paid by the Transferee Company.

List of Tangible and Intangible Assets as on 1<sup>st</sup> Day of April, 2018

**Schedule-I**

Sl. No.	Asset	Location
1	Leasehold Land and Building-Unit-1	Shibra Farms, Nagasandra Main Road, Near 8th Mile Tumkur Road, Bangalore-560073
2	Leasehold Land and Building-Unit-2	Survey No. 250/2, Murli Mohan Godown N H 4 Huchegowdanapalya T.Begur Village & Post, Nelamangala T.Begur Bangalore Rural Karnataka 562123
3	Other Moveable Assets – Unit -1	Shibra Farms, Nagasandra Main Road, Near 8th Mile Tumkur Road, Bangalore-560073
4	Other Moveable Assets – Unit -2	Survey No. 250/2, Murli Mohan Godown N H 4 Huchegowdanapalya T.Begur Village & Post, Nelamangala T.Begur Bangalore Rural Karnataka 562123

**Schedule-II**List of Licenses/Brand/Trade Names, etc. as on 1<sup>st</sup> day of April, 2018**A. List of Licences & Trade Marks**

S No	Type of Registration Certificate	Reg. No	Valid Upto	Issuing Authority
1.	Factory License -Unit-1	MYB.17482	31.12.2020	Department of Factories & Boilers
2.	Factory License -Unit-2	MYB`22635	31.12.2018	Department of Factories & Boilers
3.	Hazardous Waste Authorisation	NO.PCB/152/WMC/AUTHORIZATION/2015/H1400	30.06.2020	Karnataka State Pollution Control Board
4.	PF Registration	KN/BN/PYPNY0031335000	NA	Employee Provident Fund organisation Regional Office Bangalore
5.	ESI Registration	KAR.INSNP.49-30264-52	NA	Employee State Life Insurance Corporation
6.	PT Registration	P01212608	NA	Commercial Tax Department
7.	Contract Labour License - Unit1-Office	ALCB1/CLA/P-31/2015-16	NA	Department of Labour
8.	Contract Labour License - Unit1 Factory	ALC-B-1/CLA/P-1000000356/2016 17	NA	Department of Labour
9.	Combined Consent for operating Air & Water KSPCB - Unit1-Office	PCB/BNG-DASARAHALLI/WPC/APC/2013-14/R1451	31.12.2022	Karnataka State Pollution Control Board
10.	Combined Consent for operating Air & Water KSPCB - Unit2-Factory	CTE-10539913	29.12.2022	Karnataka State Pollution Control Board
11.	Legal Metrology	KAR-1124436/16-17	NA	Department of Legal Metrology
12.	BBMP Trade License	DA06039746153608341	31.03.2019	Bruhat Bangalore Mahanagara Palike
13.	Fire NOC -Unit-1-Office	C.NO.69/CFO/BWZ/2017	17.11.2018	Karnataka Fire & Emergency Services Department
14.	Fire NOC -Unit-2-factory	C.NO.70/CFO/BWZ/2017	17.11.2018	Karnataka Fire & Emergency Services Department
15.	Shops & Establishment License - Unit II	NML/T.B/CE/0006/2016	31.12.2020	Office of Labour Inspector-Nelamangala Circle
16.	ISO 9001:2015 QMS	PRESPL/QMS/GR/01/435	23.08.2019	ISO
17.	ISO 14001:2015 EMS	PRESPL/QMS/GR/01/435	23.08.2019	ISO
18.	R&D Certificate	TU/IV-RD/3877/2018	31.03.2021	Department of Scientific & Industrial Research
19.	GST registration	29AAECP8149G1Z1	NA	Government of Karnataka
20.	PAN	AAECP8149G	NA	Income Tax Department
21.	Export License	EEPC/ROC/DVK/REGN/2018/2159	31.03.2019	Engineering Export Promotion Council
22.	Trade Mark Registration	Trade Mark No. 3370339 as of date 22/09/2016	NA	Trade Marks Registry, Mumbai, Government of India
23.	Trade Mark Registration	Trade Mark No. 3370342 as of date 22/09/2016	NA	Trade Marks Registry, Mumbai, Government of India

**B. List of Trade Names & Brand Names**

1. Trade Name comprised in "Standard Electrical"
2. Trade Name comprised in "Promptec"
3. Trade Name Comprised in "Lloyd"

## ANNEXURE B

### Report adopted by the directors in terms of Section 232(2) (c) of the Companies Act, 2013

In terms of the provisions of the section 232 (c) of the Companies Act, 2013, the Effect of Scheme of Amalgamation of Havells Global Limited ('Transferor Company No.1'), Standard Electrical Limited ('Transferor Company No.2'), Lloyd Consumer Private Limited ('Transferor Company No.3') & Promptec Renewable Energy Solutions Private Limited ('Transferor Company No.4') with Havells India Limited ('Transferee Company' or 'Company') on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio, specifying any special valuation difficulties is given below:-

Class of Shareholders	None
Key Managerial Personnel	None
Promoters	None
Non-promoters	None
Share Exchange Ratio	Not Applicable
Special Valuation Difficulties	Not Applicable

For Havells India Limited

Sd/-

(Surjit Kumar Gupta)

Director

Dated this 13th day of December, 2018.

Place – Noida

## ANNEXURE C

### Independent Auditor's Certificate on the accounting treatment contained in Proposed Scheme of Amalgamation

The Board of Directors

Havells India Limited

QRG Towers, Sector 126,

Noida, India

1. This Certificate is issued in accordance with the terms of the Master Engagement Agreement (the "MEA") dated July 08, 2017 and the Service scope letter (the "SSL") dated September 17, 2018 which serves as an addendum to the MEA and forms an integral part of the Auditors' Certificate.
2. At the request of the management of the Havells India Limited (the "Company" or "Havells"), we have examined the proposed accounting treatment specified in Paragraph 13 of Part E of of the Proposed Scheme of Amalgamation between Promptec Renewable Energy Solutions Private Limited, Havells Global Limited, Standard Electrical Limited and LLYOD Consumer Private Limited (hereinafter together referred to as (the "Transferor Companies") and Havells India Limited ("the Transferee Company") and the respective shareholders and creditors under sections 230 to 232 of the Companies Act, 2013 (hereinafter referred to as "Proposed Scheme") to confirm whether the said accounting treatment is in compliance to the Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (India Accounting Standards) Amendment Rules, 2016 (the 'Act') and Other Generally Accepted Accounting Principles.
3. The attached Annexure A containing accounting treatment specified in Paragraph 13 of Part E of the Proposed Scheme, has been extracted by management of the Company from the Proposed Scheme and the said Annexure has been initialled by us for identification purposes which is required to be submitted by the Company to the National Company Law Tribunal (NCLT) constituted under the Act.

#### Managements' Responsibility

4. The responsibility for the preparation of the Proposed Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved in the Proposed Scheme.

#### Auditor's Responsibility

5. Pursuant to the requirements of Act, our responsibility is to express reasonable assurance in the form of an opinion based on our examination and according to information and explanations given to us as to whether the proposed accounting treatment contained in the paragraph 13 of Part E of the Proposed Scheme (refer Annexure A) complies with the Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (India Accounting Standards) Amendment Rules, 2016 and Other Generally Accepted Accounting Principles.
6. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria. Accordingly, we have performed the following procedures in relation to the Certificate:
  - i. Read the proposed accounting treatment specified in Paragraph 13 of Part E of the Proposed Scheme obtained other necessary information and explanations from the management.
  - ii. Validated the accounting treatment as described in paragraph 13 of Part E of the aforesaid scheme with accounting treatment as prescribed under Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (India Accounting Standards) Amendment Rules, 2016 (the 'Act') and Other Generally Accepted Accounting Principles.

7. We performed procedures in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.  
Further, our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be to express an opinion on the specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity as the statutory auditors of any financial statements of the Company.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. Our examination did not extend to any aspects of a legal or propriety nature covered in the Scheme.
10. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

#### **Opinion**

11. Based on our examination and according to the information and explanations given to us, in our opinion the accounting treatment specified in paragraph 13 of Part E of the Proposed Scheme (refer Annexure A), is in compliance with Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (India Accounting Standards) Amendment Rules, 2016 and Other Generally Accepted Accounting Principles.

#### **Restriction on Use**

12. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose to comply with the requirements of the provisions of sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for onward submission to the National Company Law Tribunal. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

Sd/-

**per Vikas Mehra**

Partner

Membership Number: 094421

Place of Signature: Gurugram, India

Date: September, 20, 2018

**Enclosed:** Extract of proposed accounting treatment specified in paragraph 13 of the Proposed Scheme (Annexure A)

**Annexure 1 to Independent Auditor's Certificate on the accounting treatment contained in Proposed Scheme of Amalgamation**

#### **13. ACCOUNTING TREATMENT**

- 13.1 Notwithstanding anything to the contrary herein, upon this Scheme becoming effective, the Transferee Company shall give effect to the accounting treatment in its books of account in accordance with the accounting standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, or any other relevant or related requirement under the Companies Act, as applicable on the Effective Date.
- 13.2 Accounting policies of the Transferor Companies will be harmonized with that of the Transferee Company following the amalgamation (i.e. merger by way of absorption).
- 13.3 The Transferee Company shall, upon the Scheme being sanctioned by the National Company Law Tribunal, record the assets and liabilities of the Transferor Companies vested in it pursuant to their Scheme of Amalgamation, at the respective book values thereof as appearing in the books of the Transferor Companies, prepared in accordance with Indian Accounting Standards.
- 13.4 Amounts lying in the balance of the "Profit and Loss Account" in the books of account of the Transferor Companies shall be adjusted by the Transferee Company to its "Profit and Loss Account."
- 13.5 The inter-company balances between the Transferee Company and the Transferor Company, if any appearing in the books of the Transferee Company shall stand cancelled. Further, the value of investments held by the Transferee Company on the appointed date shall stand cancelled pursuant to amalgamation.
- 13.6 If there is any difference in accounting policies of the Transferor Companies and that of the Transferee Company, the impact of the same till the appointed date will be quantified and same should be appropriately adjusted and reported in accordance with the applicable accounting rules and principles, so as to ensure that the financial statement of the Transferee Company reflects the financial position on the basis of consistent accounting policies.
- 13.7 The difference between the share-capital of the Transferor Company and the book value of the investments cancelled in terms of Clause 13.5 above shall be transferred to Capital Reserve and would be presented separately from other capital reserves in the books of Transferee Company. However, where such difference between the share-capital of the Transferor Company and the book value of the investments cancelled in terms of Clause 13.5 is negative, such negative balance shall be adjusted to General Reserve.
- 13.8 Subject to the above, the reserves of the Transferor Company will be incorporated in the books of the Transferee Company in the same form as they appeared in the financial statements, prepared in accordance with Indian Accounting Standards, of the Transferor Company.
- 13.9 Further in case of any difference in accounting policy between the Transferor Companies and the Transferee Company, the impact of the same till the amalgamation will be quantified and adjusted in the Retained earnings of the Transferee Companies, to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

## ANNEXURE - D

MINISTRY OF CORPORATE AFFAIRS ACKNOWLEDGEMENT	
<b>SRN : H30926836</b>	<b>Service Request Date : 03/12/2018</b>
<b>Received From</b>	
<b>Name :</b> Havells India Limited	
<b>Address :</b> 1, Raj Narain Marg, Civil Lines, Delhi, Delhi India - 110054	
<b>Entity on whose behalf money is paid</b>	
CIN : L31900DL1983PLC016304	
Name : Havells India Limited	
Address : 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001	
<b>Full Particulars of Remittance</b>	
<b>Service Type :</b> eFiling	
<b>Service Description</b>	
Fee For Form GNL-1	
Note: The defects or incompleteness in any respect in this eForm as noticed shall be placed on the Ministry's website (www.mca.gov.in). In case the eForm is marked as RSUB or PUCL, please resubmit the eForm or file Form GNL-4(Addendum), respectively. Please track the status of your transaction at all times till it is finally disposed off. (Please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014) It is compulsory to file Form GNL-4 (Addendum) electronically within the due date whenever the document is put under PUCL, failing which the system will treat the document as invalid and will not be taken on record in accordance with Rule 10(4) of the Companies (Registration offices and Fees) Rules, 2014	

**ANNEXURE E  
PRE AND POST SCHEME SHAREHOLDING PATTERN**

**A. PRE – SCHEME****1. HAVELLS GLOBAL LTD. (Transferor Company No.1)**

Particulars	Amount INR
<b>Authorized Capital</b>	
50,000 Equity shares having face value of Rs. 10/- each	5,00,000/-
	<b>5,00,000/-</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares Having face value of INR 10/-each fully paid up	5,00,000/-
	<b>5,00,000/-</b>

**2. STANDARD ELECTRICAL LTD. (Transferor Company No.2)**

Particulars	Amount INR
<b>Authorized Capital</b>	
50,000 Equity shares having face value of Rs. 10/- each	5,00,000/-
	<b>5,00,000/-</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares Having face value of INR 10/-each fully paid up	5,00,000/-
	<b>5,00,000/-</b>

**3. LLOYD CONSUMER PVT. LTD (Transferor Company No.3)**

Particulars	Amount INR
<b>Authorized Capital</b>	
50,000 Equity shares having face value of Rs. 10/- each	5,00,000/-
	<b>5,00,000/-</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares Having face value of INR 10/-each fully paid up	5,00,000/-
	<b>5,00,000/-</b>

**4. PROMPTEC RENEWABLE ENERGY SOLUTIONS PVT. LTD. (Transferor Company No. 4)**

Particulars	Amount INR
<b>Authorized Share Capital</b>	
30,00,000 Equity Shares of Rs. 10/- each	3,00,00,000/-
5,50,000 Redeemable Preference Shares of Rs. 10/- each	55,00,000/-
	<b>3,55,00,000/-</b>
<b>Issued, Subscribed and Paid up Capital</b>	
26,36,226 Equity Shares of Rs. 10/- each, fully paid	2,63,62,260/-
	<b>2,63,62,260/-</b>

**5. HAVELLS INDIA LIMITED (Transferee Company)**

Particulars	Amount INR
<b>Authorized Share Capital</b>	
1,00,05,00,000 Equity Shares of Re. 1/- each	1,00,05,00,000/-
	<b>1,00,05,00,000/-</b>
<b>Issued, Subscribed and Paid up Capital</b>	
62,54,72,910 Equity Shares of Re. 1/- each, fully paid	62,54,72,910/-
	<b>62,54,72,910/-</b>

**B. POST SCHEME**

Upon the Scheme becoming effective, the above-mentioned Transferor Companies No. 1 to 4 shall stand amalgamated with Havells India Limited (Transferee Company); the Capital Structure of the Transferee Company, post amalgamation will be as below:

Particulars	Amount INR
<b>Authorized Share Capital</b>	
1,03,20,00,000 Equity Shares of Re. 1/- each	1,03,20,00,000/-
5,50,000 Redeemable Preference Shares of Rs. 10/- each	55,00,000/-
	<b>1,03,75,00,000/-</b>
<b>Issued, Subscribed and Paid up Capital</b>	
62,54,72,910 Equity Shares of Re. 1/- each, fully paid	62,54,72,910/-
	<b>62,54,72,910/-</b>

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION NO. CA(CAA) 160(PB)/2018

In the matter of the Companies Act, 2013;

And

In the matter of application under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)

And

In the matter of Scheme of Amalgamation of Havells Global Limited ('**Transferor Company No.1**'), Standard Electrical Limited ('**Transferor Company No.2**'), Lloyd Consumer Private Limited ('**Transferor Company No.3**') & Promptec Renewable Energy Solutions Private Limited ('**Transferor Company No.4**') with Havells India Limited ('**Transferee Company**' or '**Company**').

Havells India Limited [CIN: L31900DL1983PLC016304], )  
A company incorporated under the Companies Act, 1956 )  
having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, )  
K G Marg, Connaught Place, New Delhi-110001 )

...**Transferee Company**

**PROXY FORM**

**HAVELLS INDIA LIMITED**

CIN: L31900DL1983PLC016304

**Registered Office:** 904, 9<sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**Corporate Office:** QRG Towers, 2D, Sec- 126, Express way, Noida - 201304 Uttar Pradesh.

**Website:** [www.havells.com](http://www.havells.com); E-Mail [investors@havells.com](mailto:investors@havells.com); **Phone:** 0120-3331000 | Fax: 0120-33310000

Name of the Equity Shareholder(s): .....  
Registered Address: .....  
E-mail ID: .....  
DP ID - Client ID / Folio No.: .....

I/We being the holder(s) of ..... shares of Havells India Limited, hereby appoint:

1. Name: .....  
Address: .....  
E-mail ID: .....  
Signature:..... failing him/her

2. Name: .....  
Address: .....  
E-mail ID: .....  
Signature:..... failing him/her

3. Name: .....  
Address: .....  
E-mail ID: .....  
Signature:..... failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Meeting of the equity shareholders to be held at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003 on 28.01.2019 at 10:30 A.M., and at any adjournment thereof, in respect of such resolution and in such manner as are indicated below:

Resolution No.	Resolution Description	For*	Against*
1.	Resolution pursuant to provisions of Section 230 to 232 of the Companies Act 2013 read with relevant Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and NCLT Rules, 2016 and SEBI LODR Regulations and SEBI Circulars and other relevant provisions of applicable law for approval of the Scheme of Amalgamation of Havells Global Limited, tandard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited (' <b>Transferor Companies</b> ') with Havells India Limited (' <b>Transferee Company</b> ' or ' <b>Company</b> ').		

Affix Revenue  
Stamp of Re 1/-

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018/2019

Signature of Shareholder \_\_\_\_\_

Signature of Proxy Holder \_\_\_\_\_

**Notes:**

- \*1 Please put a "X" in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate. Alterations, if any, made in the Form of Proxy should be initialed.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Transferee Company, not less than 48 hours before the commencement of the Meeting.
3. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Transferee Company / Depository Participant.



# HAVELLS INDIA LIMITED

CIN : L31900DL1983PLC016304

Regd. Office : 904, 9th Floor, Surya Kiran Building, K.G. Marg, Connaught Place, New Delhi-110 001

Corp. Office : QRG Towers, 2D, Sector-126, Expressway, Noida, U.P.-201 304

Tel. : 0120-3331000, Fax : 0120-3332000, Email : investors@havells.com, Website : www.havells.com

## ATTENDANCE SLIP

### MEETING OF THE EQUITY SHAREHOLDERS OF HAVELLS INDIA LIMITED ON 28.01.2019 AT 10:30 A.M.

Name of the Shareholder : \_\_\_\_\_

Folio No. / DP ID & Client ID : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

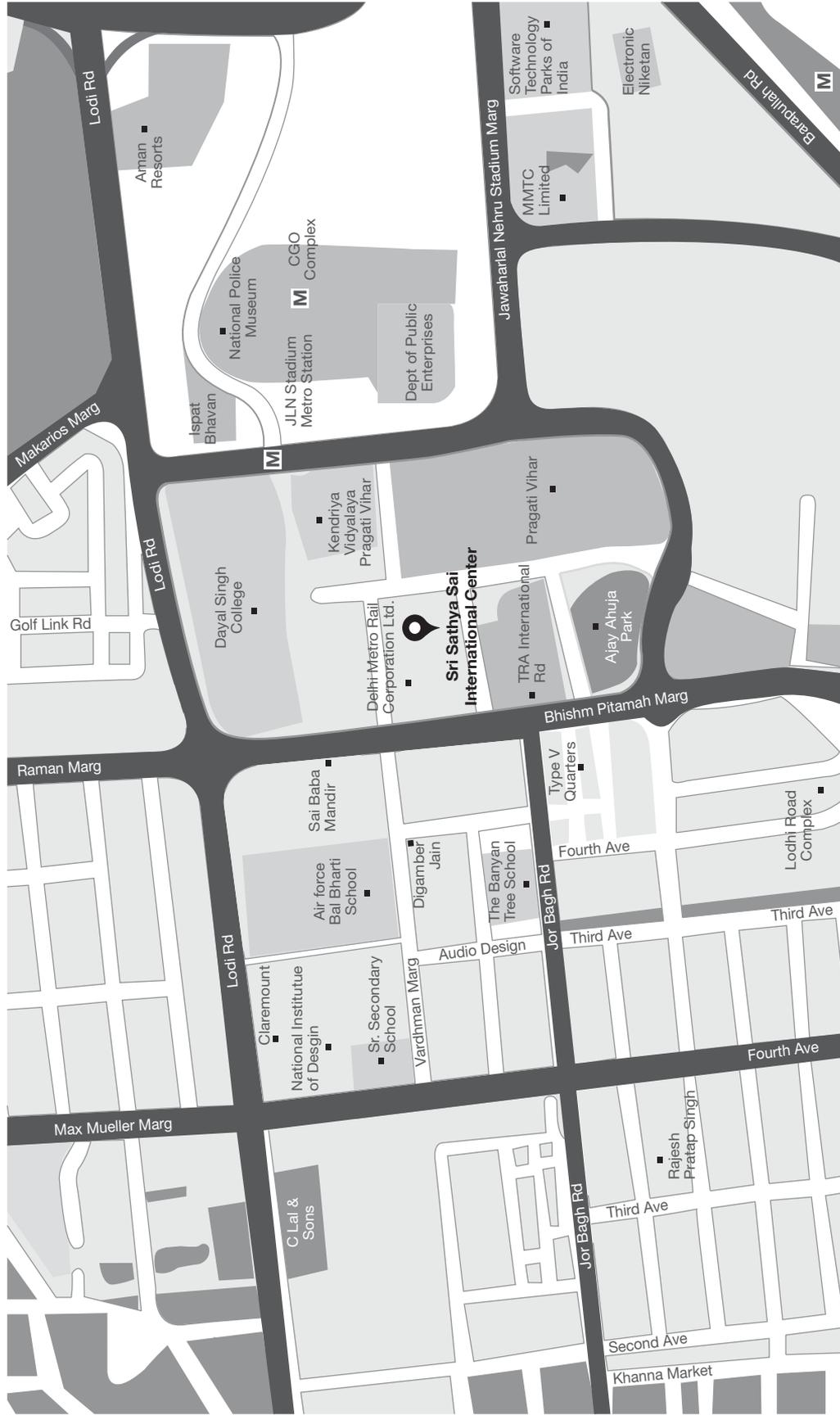
I/ We certify that I/ We am/ are registered equity shareholder/ proxy for the registered Equity Shareholder of the Company.

I/ We hereby record my/our presence at the meeting of the Equity Shareholders of Havells India Limited convened pursuant to the order dated 06.12.2018 of the of the National Company Law Tribunal, Principal Bench, New Delhi at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003 on 28.01.2019 at 10:30 A.M. IST.

\_\_\_\_\_  
Shareholder's/ Proxy's name in BLOCK letters

\_\_\_\_\_  
Signature of Shareholder /Proxy

# ROUTE MAP




**Sri Sathya Sai International Centre**  
 Pragati Vihar, Lodhi Road, New Delhi- 110 003



# HAVELLS INDIA LIMITED

CIN: L31900DL1983PLC016304

Regd. Office: 904, 9<sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

Corp. Office: QRG Towers, 2D, Sec- 126, Express way, Noida - 201304 Uttar Pradesh.

Website: www.havells.com; E-Mail: investors@havells.com; Phone: 0120-3331000; Fax: 0120-3332000

## POSTAL BALLOT FORM

Sl. No.:

### NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF HAVELLS INDIA LIMITED

(convened pursuant to the order dated 06.12.2018 passed by the National Company Law Tribunal, Principal Bench, New Delhi)

The last date for receipt of Postal Ballot is 27<sup>th</sup> day of January 2019, 5:00 p.m. (17:00Hrs)

1. Name and Registered address of the Sole/ First named Shareholder :

2. Name(s) of the Joint Shareholder(s) :

3. Registered Folio No./DPID No. & Client ID No.\* :  
(\*applicable to investors holding shares in demat form)

4. No. of Share(s) held :

5. I/ We hereby exercise my/ our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice convening the meeting of the equity shareholders of the Company pursuant to the order passed by the Hon'ble National Company Law Tribunal, Bench, at New Delhi dated 6<sup>th</sup> day of December 2018 by sending my/ our assent or dissent to the said Resolution by placing tick (✓) mark at the appropriate box below :



Description of Resolution(s)	No. of Shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
Resolution for approval of the Scheme of Amalgamation of Havells Global Ltd., Standard Electrical Ltd., Llyod Consumer Pvt. Ltd., Promptec Renewable Energy Solutions Pvt. Ltd. with Havells India Limited, and their respective Shareholders and Creditors.			

Place :

Date :

(Signature of the Shareholder)

#### Notes:

1. If the voting rights are exercised Electronically, there is no need to use this form.

2. Please read carefully the instructions overleaf before exercising your Vote.

### ELECTRONIC VOTING PARTICULARS

EVEN	USER ID	PASSWORD

## INSTRUCTIONS

- I. A Shareholder desiring to exercise vote by Postal Ballot, may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot if sent by Courier or Registered Post at the expense of the Registered Shareholder will also be accepted.
- II. The self-addressed envelope bears the name of the Scrutinizer appointed by the National Company Law Tribunal.
- III. The Postal Ballot Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named Shareholder.
- IV. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly/unsigned Postal Ballot Form will be rejected.
- V. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on 27<sup>th</sup> day of January 2019. All Postal Ballot Forms received after this date, will be strictly treated as if reply from such member has not been received.
- VI. In case of shares held by Companies, Trust, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/POA preferably with attested specimen signature(s) of the duly authorized person(s) giving requisite authority to the person voting on the Postal Ballot Form.
- VII. The voting rights for the purposes of e-voting and ballot shall be reckoned on the basis of the paid-up value of the equity shares registered in the name of the equity shareholders as on 07.12.2018.
- VIII. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- IX. The Postal Ballot shall not be exercised by a Proxy.
- X. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
- XI. Members have option to vote either through e-voting or through Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via postal ballot and e-voting, then voting done by e-voting shall prevail and voting through postal ballot shall treated as invalid.
- XII. Scrutinizer's decision on the validity of the Postal Ballot shall be final.

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# HAVELLS INDIA LIMITED

CIN: L31900DL1983PLC016304

Regd. Office: 904, 9<sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

Corp. Office: QRG Towers, 2D, Sec- 126, Express way, Noida - 201304 Uttar Pradesh.

Website: [www.havells.com](http://www.havells.com); E-Mail: [investors@havells.com](mailto:investors@havells.com); Phone: 0120-3331000; Fax: 0120-3332000

Date: 17<sup>th</sup> December, 2018

Dear Shareholder,

## Shareholder Advisory

### Payment of Dividend / Updation of Bank details / KYC

SEBI vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/218/73 dated 20<sup>th</sup> April, 2018 directed all the listed companies to record the PAN and Bank A/c details of all their shareholders. Accordingly, during the year, the RTA of the Company viz. Link Intime India Pvt Ltd has sent formal communication with two additional reminders to all concerned shareholders.

In order to ensure smooth payment of dividends directly into your bank account and proper delivery of all corporate communications electronically, we advise you to get all the following details updated (i) with your depository participant (if you hold shares in dematerialized form) or (ii) with the RTA (if you hold shares in physical form) so that your masters are completed instantaneously:

1. Bank Details
2. PAN
3. Email Id
4. Mobile No.

We would also advise you to keep a check on your unpaid dividend, if any and claim the same forthwith from the Company. If any Dividend in respect of a financial year remains unclaimed/ unpaid for 7 (seven) years, the same will be deposited with the Investor Education and Protection Fund (IEPF) of the Central Government. Further, the underlying shares in respect of which unpaid/unclaimed dividend has been transferred to IEPF and for which the dividend has still remained unpaid or unclaimed for a consecutive period of 7 (seven) years, will also be deposited with the IEPF.

For complete details on how to check your unpaid dividend and how to claim your dividend, please visit the Shareholders' Corner in the Investor Section on the website of the company at <https://www.havells.com/en/discover-havells/investor-relation/unclaimed-dividend.html>

The complete "Dividend Distribution Policy" of the Company is also posted on the website at [https://www.havells.com/content/dam/havells/Corporate\\_Governance/Dividend\\_policy.pdf](https://www.havells.com/content/dam/havells/Corporate_Governance/Dividend_policy.pdf)

### Dematerialization of Shares

By this advisory, we would also like to highlight that in terms of the amendment in Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 transfer of securities were to be carried out in dematerialized form only with effect from 5<sup>th</sup> December, 2018 initially. With a further notification dated December 3, 2018, this date has been extended to 1<sup>st</sup> April, 2019.

You therefore have another opportunity to get your shares dematerialized and reap the benefits of dematerialization.

For complete details on how to get your shares dematerialised, please visit the Shareholders' Corner in the Investor Section on the website of the company at <https://www.havells.com/en/discover-havells/investor-relation/shareholders-corner.html>

Thanking you.

Yours faithfully,

For **Havells India Limited**

**Company Secretary**

**HAVELLS INDIA LIMITED**

CIN: L31900DL1983PLC016304

**Registered Office:** 904, 9<sup>th</sup> Floor, Surya Kiran Building, K.G. Marg, Connaught Place, New Delhi- 110 001**Corporate Office:** QRG Towers, 2D, Sec- 126, Expressway, Noida - 201304 Uttar Pradesh.**Website:** <http://www.havells.com> ; E-Mail: investors@havells.com**Phone:** 0120-3331000 Fax: 0120-3332000

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**NOTICE OF MEETING OF THE UNSECURED CREDITORS OF HAVELLS INDIA LIMITED**  
*(convened pursuant to the order dated 06.12.2018 passed by the National Company Law Tribunal,  
Principal Bench New Delhi)*

**DETAILS OF THE MEETING:**

Day	Monday
Date	28.01.2019
Time	12:30 P.M.
Venue	Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110003

**DOCUMENTS ENCLOSED:**

Sr. No.	Contents
1.	Notice of Meeting of the Unsecured creditors of Havells India Limited convened as per the directions of the National Company Law Tribunal, Principal Bench, New Delhi
2.	Explanatory Statement under Section 230 to 232 read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013
3.	Scheme of Amalgamation between Havells Global Limited ( hereinafter referred to as "Transferor/Applicant Company No.1), Standard Electrical Limited hereinafter referred to as "Transferor/Applicant Company No.2), Lloyd Consumer Private Limited (hereinafter referred to as "Transferor/Applicant Company No.3) & Promptec Renewable Energy Solutions Private Limited (hereinafter referred to as "Transferor Company No.4") and Havells India Limited (hereinafter referred to as the "Transferee Company/Applicant Company No.4 " or the "Transferee Company") and under Sections 230–232 and 234 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Scheme") - <b>Annexure A</b>
4.	Report adopted by the Directors of the Transferee Company as required under Section 232(2)(c) of the Companies Act, 2013 - <b>Annexure B</b>
5.	Certificate dated 20.09.2018 from the Statutory Auditor of Transferee Company i.e. M/s S.R Batliboi & Co. LLP stating that the accounting treatment proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013 - <b>Annexure C</b>
6.	Confirmation regarding filing of draft Scheme of Amalgamation with the Registrar of Companies on 3 <sup>rd</sup> December, 2018_vide Challan No. H30926836 - <b>Annexure D</b>
7.	The complete Audited Financial Statements for the year ending 31.03.2018 of Transferee Company are available in the Annual Reports section of the Investor Relations Section in the website of the Transferee Company <a href="https://www.havells.com/en/discover-havells/investor-relation/financials/annual-reports.html">https://www.havells.com/en/discover-havells/investor-relation/financials/annual-reports.html</a>
8.	Pre and Post Scheme shareholding pattern of the Transferor Companies and Transferee Company – <b>Annexure E</b>
9.	Proxy Form
10.	Attendance Slip
11.	Route Map

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION NO. CA(CAA) 160(PB)/2018

In the matter of the Companies Act, 2013;

And

In the matter of application under Section 230–232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)

And

In the matter of Scheme of Amalgamation of Havells Global Limited (**'Transferor Company No.1'**), Standard Electrical Limited (**'Transferor Company No.2'**), Lloyd Consumer Private Limited (**'Transferor Company No.3'**) & Promptec Renewable Energy Solutions Private Limited (**'Transferor Company No.4'**) with Havells India Limited (**'Transferee Company'** or **'Company'**).

Havells India Limited [CIN: L31900DL1983PLC016304], )  
A company incorporated under the Companies Act, 1956 )  
having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, )  
K G Marg, Connaught Place, New Delhi-110001 ) **...Transferee Company**

**NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF HAVELLS INDIA LIMITED**

Notice is hereby given that by an order dated 06.12.2018 (the **"Order"**), the Hon'ble Principal Bench of the National Company Law Tribunal (**"Hon'ble Tribunal"** or **"NCLT"**) has directed that a Meeting of the Unsecured creditors of the Transferee Company, be convened and held at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003 on 28.01.2019 at 12:30 P.M. IST to consider, and, if thought fit, to approve with or without modification(s), the proposed Scheme of Amalgamation of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited (**"Transferor Companies"**) with Havells India Limited (**"Transferee Company"** or **"Company"**).

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the Unsecured Creditors of the Transferee Company will be held Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003 on 28.01.2019 at 12:30 P.M. IST (**"Meeting"**), at which place, day, date and time the said Unsecured Creditors of the Transferee Company are requested to attend.

Copies of the said Scheme and the Explanatory Statement under Section 230 and Section 232 of the Companies Act, 2013 read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, can be obtained free of charge at the Registered Office of the Transferee Company between 10:30 am to 12:30 pm on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting.

Persons entitled to attend and vote at the Meeting, may vote in person, by proxy, through postal ballot or through electronic means, provided that all proxies in the prescribed form, duly completed, stamped and signed or authenticated by the concerned person, are deposited at the registered office of the Transferee Company not later than 48 hours before the scheduled time of the Meeting. Form of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Transferee Company.

The Hon'ble Tribunal has appointed Mr. Jaideep Tandan, Advocate as the Chairman of the Meeting and failing him Ms. Shivani Gupta, Advocate as the Alternate Chairman of the said Meeting including for any adjournment(s) thereof. The Hon'ble Tribunal has also appointed Mr. Ananda Rao Karoda, a Practicing Company Secretary, as

the Scrutinizer for the Meeting, including for any adjournment(s) thereof. The abovementioned Scheme, if approved by the Unsecured creditors, will be subject to the subsequent approval of the Hon'ble Tribunal.

**TAKE NOTICE** that the following resolutions are proposed under *Section 230 to Section 232* of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for the purpose of considering, and if thought fit, approving, with or without modification, the proposed scheme of amalgamation between Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ("**Transferor Companies**") and Havells India Limited ("**Transferee Company**").

*"RESOLVED THAT pursuant to the provisions of Section 230 to Section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Principal Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Principal Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the Scheme of Amalgamation of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ('Transferor Companies') with Havells India Limited ('Transferee Company' or 'Company') ('Scheme') placed before this Meeting, be and is hereby approved.*

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the National Company Law Tribunal, Principal Bench while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper".

A copy of the statement under Section 232(2) of the Act read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Merger Rules**") ("**Explanatory Statement**"), the Scheme and other enclosures including Form of Proxy and the Attendance Slip are enclosed and form part of the notice.

**Dated this 21<sup>st</sup> day of December, 2018.**

**Place – Noida**

**Regd. Office – 904, 9<sup>th</sup> Floor, Surya Kiran Building,  
Kasturba Gandhi Marg, Connaught Place  
New Delhi – 110001**

**For Havells India Limited**

**Sd/-**

**Sanjay Kumar Gupta  
Vice President & Company Secretary  
Membership No. – FCS 3348**

**NOTES :**

1. Only an Unsecured creditor of the Transferee Company (i.e., Havells India Limited) (hereinafter referred to as "Unsecured Creditor(s)"), as on the date of the Meeting, is entitled to vote either in person or by proxy.
2. An Unsecured Creditor is entitled to attend and vote at the meeting, either in person or by proxy or through an authorized representative, as the case may be. Where a body corporate which is Unsecured Creditor authorizes any person to act as its representative at the meeting, a copy of the resolution of the board of directors or other governing body of such body corporate authorizing such person to act as its representative at the meeting, and certified to be a true copy by a director, the manager, the secretary, or other authorized officer of such body corporate shall be lodged with the Transferee Company.

3. A Unsecured Creditor entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and such a proxy need not be a Unsecured Creditor of the Transferee Company. The proxies to be effective should be deposited at the registered office of the Transferee Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.
4. An Unsecured Creditor or his/ her proxy is requested to bring the copy of the notice to the Meeting and produce the Attendance Slip duly completed, signed at the entrance of the Meeting venue.
5. An Unsecured Creditor (in case such unsecured creditor is an individual) or the authorized representative of the Unsecured Creditor (in case such unsecured creditor is a body corporate) or the proxy should carry their valid and legible identity proof (i.e. a PAN Card / Aadhaar Card / Passport / Driving License / Voter ID Card).
6. The notice, the Explanatory Statement together with the documents accompanying the same, are being sent to all the Unsecured Creditors by permitted mode, whose names appear in the chartered accountant's certificate certifying the list of Unsecured Creditors as on August 31, 2018 as had been filed with the Hon'ble Tribunal. These documents shall also be available on the Transferee Company's website, <http://www.havells.com>, besides being on the websites of the stock exchanges where the equity shares of the Transferee Company are listed, namely, the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
7. It may be noted that the voting facility through ballot / polling paper will be provided at the Meeting venue.
8. In terms of the directions contained in the Order, the quorum for the Meeting shall be 200 Unsecured Creditors in number or 75% in value in terms of total unsecured debt of the Transferee Company as on August 31 2018. Further, in case the aforesaid quorum for the Meeting is not present, then the Meeting shall be adjourned by half an hour and thereafter, the Unsecured Creditors present and voting, shall be deemed to constitute the quorum. For the purposes of computing the quorum, the valid proxies shall also be considered.
9. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the Unsecured Creditors of the Transferee Company if the resolutions mentioned in the notice have been approved at the Meeting by a majority of persons representing three-fourths in value of total unsecured debt of the Unsecured Creditors of the Transferee Company, voting in person, by proxy.
10. In terms of the directions contained in the Order, the advertisement of the Meeting will be / has been published in the Business Standard (Delhi edition in English) and Jansatta (Delhi edition in Hindi) indicating the day, date, place and time of the Meeting and stating that the copies of the Scheme, the Explanatory Statement and the Form of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Transferee Company.
11. The Scrutinizer will submit his report to the Chairperson or the Alternate Chairperson (as the case may be) after completion of the scrutiny of the proxies as well as the polling papers submitted by the Unsecured Creditors. The scrutinizer's decision on the validity of the votes shall be final. The results of the voting on the resolutions set out in the notice shall be endeavoured to be announced at the end of the Meeting and latest by 30.01.2019. The results of the voting along with the Scrutinizer's Report shall be on the website of the Transferee Company, <http://www.havells.com> besides being on the websites of the stock exchanges where the equity shares of the Transferee Company are listed, namely, the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
12. Route map to reach the venue for the Meeting is attached with this Notice.
13. All relevant documents referred to in the above Notice and other documents have been kept open for inspection by unsecured creditors of the Transferee Company at its Registered Office between 10:30 am to 12:30 pm on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION NO. CA(CAA) 160(PB)/2018

In the matter of the Companies Act, 2013;

And

In the matter of application under Section 230–232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)

And

In the matter of Scheme of Amalgamation of Havells Global Limited (**'Transferor Company No.1'**), Standard Electrical Limited (**'Transferor Company No.2'**), Lloyd Consumer Private Limited (**'Transferor Company No.3'**) & Promptec Renewable Energy Solutions Private Limited (**'Transferor Company No.4'**) with Havells India Limited (**'Transferee Company'** or **'Company'**).

Havells India Limited [CIN: L31900DL1983PLC016304], )  
A company incorporated under the Companies Act, 1956 )  
having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, )  
K G Marg, Connaught Place, New Delhi-110001 ) **...Transferee Company**

**EXPLANATORY STATEMENT UNDER SECTION 230 AND SECTION 232 READ WITH RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 FOR THE MEETING OF UNSECURED CREDITORS OF HAVELLS INDIA LIMITED, CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, PRINCIPAL BENCH**

1. This statement is being furnished pursuant to Sections 230-232 of the Companies Act, 2013 (**"Act"**) read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**"Merger Rules"**) (the **"Explanatory Statement"**).
2. Pursuant to an Order dated 06.12.2018 (**"Order"**), passed by the Hon'ble National Company Law Tribunal, Principal Bench ('Hon'ble Tribunal' or 'NCLT') in the Company Application No. CA(CAA) 160 (PB)/2018, a meeting of the Unsecured creditor of Havells India Limited (**"Transferee Company"**) is being convened on 28.01. 2019 at 12:30 P.M. IST at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 (**"Meeting"**) for the purpose of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation between of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited (**"Transferor Company"**) and Havells India Limited (**"Transferee Company"**)(**"Scheme"**).
3. A copy of the Scheme is attached herewith as **Annexure A**. The proposed Scheme is envisaged to be effective from the Appointed Date 01.04.2018 but shall be made operative from the Effective Date (as defined in the Scheme).
4. The Scheme is presented pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Act, as may be applicable, for the amalgamation of the Transferor Company into the Transferee Company, on a going concern basis. Additionally, the Scheme also provides for various other matters consequential or otherwise integrally connected with the Scheme.

## DETAILS OF THE TRANSFEREE COMPANY AS PER RULE 6(3) OF THE MERGER RULES

### 5. **Details of Applicant/ Transferee Company:**

<u>Havells India Limited (Transferee Company)</u>	
Corporate Identification Number (CIN)	L31900DL1983PLC016304
Permanent Account Number (PAN)	AACH0351E
Incorporation Date	August 08, 1983
Registered Office address	904, 9 <sup>th</sup> Floor, Surya Kiran Building, K.G. Marg, Connaught Place, New Delhi- 110 001
Stock Exchange(s) where securities of the Transferee Company is listed	(i) BSE Limited; and (ii) National Stock Exchange Limited

### 6. **Summary of the Main Objects as per the Memorandum of Association of the Transferee Company:**

- i. *To carry on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centers, power control centers, distribution boards, rising mains, bus trucking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cutouts, wires and cables all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories including chokes, starters, switches and condensers.*
- ii. *To carry on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting and otherwise dealing in electronic and audio-visuals goods of every nature and description such as Television, Tape recorders, Radios, Records Players, Video Sets, Stereo system, decks, loud speakers, amplifier, gramophones, records, tapes, watches, clocks, walkie talkies, cameras, cassettes, transistors, assemblers and distributor, electronic flash guns, electronic digital goods, microwave ovens, radio paging systems, computers, miniaturised circuits goods, micro modules, inter-communication sets, microphones, dictaphones, telecommunication requisites, wireless/laboratory/testing equipments, electronic consumer and domestic goods, musical and visual appliances, apparatus, instruments, equipments and devices for amusement and entertainment, electronic goods required in any trade, industry or manufacture such as photographic, surgical, medical films, nautical, aeronautical, electrical defence industry and including equipment's, instruments and goods used in generation, transmission and receiving of any impulses such as and sound, light, electronic and electrical impulses and all kind of electronic accessories, appliances, implements, components, instruments, equipments stores and spares, spare parts, devices, contrivances, apparatus and supplies related to or connected with the aforesaid, and all such electronic goods adapted, invented and discovered in future.*
- iii. *To carry on business of electrical engineers and manufacture of all kinds of heavy and light electrical machinery and equipment's and apparatus for any purpose and to install, sell, hire or otherwise deal with the same in any manner whatsoever.*
- iv. *To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell, and generally deal in all kinds of sanitary fitting and bathroom fitting such as brass fittings, steel fittings and tiles and ceramic ware.*
- v. *To carry on the business as manufacturers, producers, processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockist, agents, factors, dealers, distributors, hirers or otherwise deal in every description of households and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hood (chimneys), hobs and other consumer durables and FMCG products.*
- vi. *To manufacture, set-up, buy, sell, store, distribute, generate, develop, advise, repair and deal in all kinds and sources of energy such as electrical, mechanical and light derived from conventional and non-conventional method, natural and other sources including renewable energy, in particular form the use of oil, gas, coal, water and other sources of energy such as Solar, Geothermal, Wind, Bio Gas, Gobar Gas, Waste and other residual product thereof and also to use, purchase, acquire, supply, distribute and apply the same for electrical, electronic and other products which the company deals in presently or may deal in future.*

**7. Main business carried on by the Transferee Company:**

The Transferee Company is engaged *inter alia* in the business manufacturing assembling, altering, exchanging, buying, selling, importing, exporting or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting, fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution, boxes, cutouts, wires and cables all aluminium conductor and aluminium conductor steel reinforced, transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories, including chokes, starters, switches and condensers.

**8. Details of change of name, registered office and objects of the Transferee Company during the last five year:**

- a) **Change of Name:** There has been no change in the name of the Transferee Company during the last five years.
- b) **Change of Registered Office:** There was a change in the Registered office address of the Transferee Company in last five years. With effect from 1<sup>st</sup> January, 2017, the registered address of the Transferee Company is 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi 110001
- c) **Change of Objects:** The Objects clause of the Transferee Company was last changed in the AGM of the Transferee Company held in 2018 wherein an additional object was added in the Objects clause.

**9. Details of the capital structure of the Transferee Company including authorized, issued, subscribed and paid-up share capital:**

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
1,00,05,00,000 Equity Shares having face value of Re. 1/- each	1,00,05,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
62,54,72,910 Equity Shares having face value of Re. 1/- each, fully paid	62,54,72,910/-

**10. Names of the Directors and Promoters of the Transferee Company along with their addresses are mentioned herein below:**

Sr. No.	Name of Director	Address
1.	Sh. Anil Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
2.	Sh. Surjit Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
3.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
4.	Sh. Rajesh Kumar Gupta	4A, Under Hill Lane, Civil Lines, Delhi – 110 054
5.	Sh. Surender Kumar Tuteja	S-307, IInd Floor, Panchsheel Park, New Delhi – 110 017
6.	Sh. Vijay Kumar Chopra	4A, Harmony Tower, Dr. E Moses Road, Worli, Mumbai - 400018
7.	Sh. Adarsh Kishore	Badarika Farm House, Behind Railway Officers' Colony, Near Jagatpura Railway Station, Jaipur – 302 025
8.	Smt. Pratima Ram	Apt 32, Maple A, Prestige Greenwoods, Varthur Raod, Nagavarapalaya, C.V. Raman Nagar, Bengaluru – 560 093
9.	Sh. Mohandas Tellicheery Venkataraman Pai	521, The Embassy Ali Asker Road, Bangalore – 560 052

10.	Sh. Puneet Bhatia	House No. 525A, Magnolias Apartment, DLF Golf Course, DLF Phase-V, Galleria, Gurgaon (Haryana) – 122009
11.	Sh. Vellayan Subbiah	Old No.7, New No.12, Valliammai Achi Road, Kotturpuram Chennai 600085
12.	Sh. Jalaj Ashwin Dani	48, Home Villa Krishna Sanghi Path, Gamdevi, Mumbai – 400 007
13.	Sh. Upendra Kumar Sinha	K-94, Second Floor, Hauz Khas Enclave, New Delhi – 110 016
<b>Sr. No.</b>	<b>Name of Promoter</b>	<b>Address</b>
1.	Smt Vinod Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
2.	Sh. Anil Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
3.	Smt Sangeeta Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
4.	Sh. Abhinav Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
5.	ARG Family Trust	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
6.	Sh. Surjit Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
7.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
8.	Smt Shalini Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
9.	Smt Santosh Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
10.	SKG Family Trust	78-A/1, Friends Colony (East), New Delhi – 110065
11.	QRG Enterprises Limited	904, 9TH Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi-110001
12.	QRG Investments and Holdings Limited	904, 9TH Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi-110001

**11. The date of the Board/ Committee Meeting at which the Scheme was approved by the Board of Directors of the Transferee Company, including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:**

Date of Board/ Committee Meeting Approving the Scheme	21 <sup>st</sup> September 2018
Names of the Directors who voted in favour of the resolution	1. Shri Surjit Kumar Gupta 2. Shri Ameet Kumar Gupta 3. Shri Rajesh Kumar Gupta
Names of the Directors who voted against the resolution	None
Names of the Director who did not vote or participate on the resolution	None

12. The amount due to secured creditors of the Transferee Company as on August 31, 2018 is INR 11,14,17,15,317.64/-.

**13. Disclosure about effect of amalgamation on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee:**

None of the directors nor the key managerial personnel of the Transferee Company have any material interest in the Scheme, save to the extent of shares / directorships / managerial positions held by the directors / key managerial personnel in the Transferee Company, if any. Further the Transferee Company has not appointed any debenture trustee.

**14. Disclosure about the effect of the Scheme on the following persons of the Transferee Company:**

Sr. No.	Persons	Effect of the Scheme
a.	Key managerial personnel	No effect
b.	Directors	No effect

c.	Promoters	No effect
d.	Non-promoter members	No effect
e.	Depositors	Not Applicable
f.	Creditors	No effect
g.	Debenture Holders	Not Applicable
h.	Deposit Trustee and debenture trustee	Not Applicable
i.	Employees of the Company	No effect

**DETAILS OF THE TRANSFEROR COMPANY AS PER RULE 6(3) OF THE MERGER RULES**

**15. Details of Transferor Companies**

<u>Havells Global Limited (Transferor Company No.1)</u>	
Corporate Identification Number (CIN)	U31909DL2016PLC302444
Permanent Account Number (PAN)	AADCH9332C
Incorporation Date	04.07.2016
Registered Office address	904, 9 <sup>TH</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi-110001
Stock Exchange(s) where securities of the Transferor Company is listed	Unlisted

<u>Standard Electrical Limited (Transferor Company No.2)</u>	
Corporate Identification Number (CIN)	U31900DL2016PLC305794
Permanent Account Number (PAN)	AAXCS5894A
Incorporation Date	12.09.2016
Registered Office address	904, 9 <sup>TH</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi-110001
Stock Exchange(s) where securities of the Transferor Company is listed	Unlisted

<u>Lloyd Consumer Private Limited (Transferor Company No.3)</u>	
Corporate Identification Number (CIN)	U29309DL2017PTC317324
Permanent Account Number (PAN)	AADLC3103B
Incorporation Date	05.05.2017
Registered Office address	904, 9 <sup>TH</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi-110001
Stock Exchange(s) where securities of the Transferor Company is listed	Unlisted

<u>Promptec Renewable Energy Solutions Private Limited (Transferor Company No.4)</u>	
Corporate Identification Number (CIN)	U40108KA2008PTC047683
Permanent Account Number (PAN)	AAECP8149G
Incorporation Date	04.09.2008
Registered Office address	Shibra Farms, Nagasandra Main Road, 8 <sup>th</sup> Mile, Tumkur Road, Bangalore Karnataka-560073
Stock Exchange(s) where securities of the Transferor Company is listed	Unlisted.

**16. Summary of the Main Objects as per the Memorandum of Association of the Transferor Companies:**

**a. Transferor Company No.1 inter-alia carries** on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, all type of relays, plate switches, piano type switches, contractors, relays, motor control centre, connectors, capacitors, electric motors, generators, electric magnets, motor control centres, power control centres, distribution board, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fans, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut- outs, wires and cables, all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.S Lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories such as chokes, starters, switches and condensers and also household and industrial appliances, vessels and utensils of all types including kitchenware, lifestyle products, other consumer durables and FMCG products. It also carries on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in electronic and audio-visual goods of every nature and description as well as electronic goods required in any trade, industry, domestic or manufacture as well as all type of component parts, accessories, ancillaries, stores and spares;

**b. Transferor Company No.2 inter-alia carries** on the business of manufacturing, assembling, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods, light engineering goods and instruments such as all type of switches, plate switches, piano type switches, circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, etc. It also carries on the business of manufacturing, producers, processors, makers, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockist, agents, factors, dealers, distributors, hirers or otherwise deal in every description of household and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hoods (chimneys), hobs and other consumer durables and FMCG products.

**c. The Transferor Company No.3 inter-alia carries** on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centers, distribution boards, rising mains, bus trunking, etc. It also carries on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing exporting, and otherwise dealing in electronic and audio-visual goods of every nature and description such as Television, Tape recorders, Radios, etc.

**d. The Transferor Company No.4 inter-alia carries** on the business of analysing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing electrical and electronics products, solutions, components used in renewable energy, general lighting, any other areas of power and energy industry in domestic and international market; it also carries on the business of analysing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing of products, solutions, components used in solar lighting, water heating, LED lighting, general lighting, any other consumer, commercial utilities to cater to domestic and international markets in the renewable energy, power and lighting industry.

**17. Main business carried on by the Transferor Company:**

**Transferor Company No.1:**

The Transferor Company No. 1 is primarily engaged in the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments.

**Transferor Company No.2:**

The Transferor Company No. 2 is primarily engaged in the business of manufacturing, assembling, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods.

**Transferor Company No.3:**

The Transferor Company No. 3 is primarily engaged in the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments.

**Transferor Company No.4:**

The Transferor Company No. 4, is engaged in the business of analysing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing electrical and electronic products, solutions, components used in renewable energy, general lighting, any other areas of power and energy industry in domestic and international markets.

**18. Details of change of name, registered office and objects of the Transferor Companies during the last five year:**

- Change of Name:** There has been no change in the name of the Transferor Companies.
- Change of Registered Office:** There was a change in the Registered office address of the Transferor Company No. 1, Transferor Company No. 2 and Transferor Company No. 3 in last five years. In respect of Transferor Company 1 and Transferor Company No. 2, with effect from 1<sup>st</sup> January, 2017 and in respect of Transferor Company No. 3, with effect from 8<sup>th</sup> May, 2017, the registered office address of these companies is 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi 110001.
- Change of Objects:** There has been no change in the objects of the Transferor Companies during the last five years.

**19. Details of the capital structure of the Transferor Companies including authorized, issued, subscribed and paid-up share capital:****Transferor Company No.1**

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
50,000 Equity Shares having face value of Rs. 10/- each	5,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares having face value of Rs. 10/- each, fully paid	5,00,000/-

**Transferor Company No.2**

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
50,000 Equity Shares having face value of Rs. 10/- each	5,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares having face value of Rs. 10/- each, fully paid	5,00,000/-

**Transferor Company No.3**

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
50,000 Equity Shares having face value of Rs. 10/- each	5,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares having face value of Rs. 10/- each, fully paid	5,00,000/-

**Transferor Company No.4**

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
30,00,000 Equity Shares having face value of Rs. 10/- each	3,00,00,000/-
5,50,000 Redeemable Preference Shares of Rs. 10/-	55,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
26,36,226 Equity Shares having face value of Rs. 10/- each, fully paid	2,63,62,260/-

**20. Details of the capital structure of the Transferor Companies post the amalgamation as envisaged under the Scheme:**

Upon the Scheme becoming effective, the Transferor Companies Shall stand dissolved without being wound up.

**21. Names of the Directors and Promoters of the Transferor Companies along with their addresses are mentioned herein below:**

**Transferor Company No. 1**

Sr. No.	Name of Director	Address of the Director
1.	Sh. Anil Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
2.	Sh. Surjit Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
3.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
	Name of Promoter	Address of the Promoter
4.	Havells India Limited	904, 9 <sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**Transferor Company No. 2**

Sr. No.	Name of Director	Address of the Director
1.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
2.	Sh. Pardeep Kumar Gupta	B-3/283 First Floor, Paschim Vihar, Delhi 110063
3.	Smt. Bhavna Banerjee	4/57,Block 4, Old Rajinder Nagar, Delhi 110060
	Name of Promoter	Address of the Promoter
4.	Havells India Limited	904, 9 <sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**Transferor Company No. 3**

Sr. No.	Name of Director	Address of the Director
1.	Sh. Anil Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
2.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
	Name of Promoter	Address of the Promoter
3.	Havells India Limited	904, 9 <sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**Transferor Company No. 4**

Sr. No.	Name of Director	Address of the Director
1.	Sh. Surjit Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
2.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
3.	Sh. Rajiv Goel	House No 4 GF1 Ground Floor ATS One Hamlet Noida, UP - 201304
	Name of Promoter	Address of the Promoter
4.	Havells India Limited	904, 9 <sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**22. The date of the Board Meeting at which the Scheme was approved by the Board of Directors of the Transferor Companies, including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:**

Transferor Companies	Transferor Company No.1	Transferor Company No.2	Transferor Company No.3	Transferor Company No.4
Date of Board Meeting Approving the Scheme	September 19, 2018	September 19, 2018	September 6, 2018	September 19, 2018

Names of the Directors who voted in favour of the resolution	1. Shri Surjit Kumar Gupta 2. Shri Ameet Kumar Gupta	1. Shri Ameet Kumar Gupta 2. Shri Pardeep Kumar Gupta 3. Smt Bhavna Banerjee	1. Shri Anil Rai Gupta 2. Shri Ameet Kumar Gupta	1. Shri Ameet Kumar Gupta 2. Shri Surjit Kumar Gupta 3. Shri Rajiv Goel
Names of the Directors who voted against the resolution	None	None	None	None
Names of the Director who did not vote or participate on the resolution	None	None	None	None

23. (i) The amount due to unsecured creditors of the Transferor Company No.1 as on 31.08.2018 is NIL as there are no unsecured creditors.  
(ii) The amount due to unsecured creditors of the Transferor Company No.2 as on 31.08.2018 is NIL as there are no unsecured creditors.  
(iii) The amount due to unsecured creditors of the Transferor Company No.3 as on 31.08.2018 is NIL as there are no unsecured creditors.  
(iv) The amount due to unsecured creditors of the Transferor Company No.4 as on 31.08.2018 is Rs. 11,49,77,112/-

**24. Disclosure about effect of amalgamation on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee:**

None of the directors nor the key managerial personnel of the Transferor Companies have any material interest in the Scheme, save to the extent of shares / directorships / managerial positions held by the directors / key managerial personnel in the Transferor Companies, if any. Further the Transferor Companies has not appointed any debenture trustee.

**25. Disclosure about the effect of the Scheme on the following persons of the Transferor Companies:**

Sr. No.	Persons	Effect of the Scheme
a.	Key managerial personnel	No effect
b.	Directors	No effect
c.	Promoters	No effect
d.	Non-promoter members	No effect
e.	Depositors	Not Applicable
f.	Creditors	No effect
g.	Debenture Holders	Not Applicable
h.	Deposit Trustee and debenture trustee	Not Applicable
i.	Employees of the Company	All the permanent employees of the Transferor Companies shall become permanent employees of the Transferee Company, with effect from the Appointed Date, without any break in their service

**26. Relationship between the Transferee Company and the Transferor Companies:**

The Transferor Companies are Wholly Owned Subsidiary of the Transferee Company.

**27. Rationale and Benefits of the Scheme**

*"The rationale for the amalgamation of the Transferor Company into the Transferee Company is, inter alia, as follows:*

- a. The amalgamation will facilitate consolidation of the businesses of the Transferor Companies and the Transferee Company into a single corporate operation.*
- b. The amalgamation of the Transferor Companies into the Transferee Company would create synergies of operations besides economies in administrative and managerial costs by combining operations and would result in improved performance for the amalgamated Transferee Company and would enhance the shareholders' value.*
- c. The amalgamation will improve the management of the Transferee Company by combining the legal entities and the amalgamation will reduce expenditure by eliminating administrative functions and multiple record keeping.*
- d. In view of aforesaid, the Board of Directors of Transferor Companies and Transferee Company have considered and proposed the amalgamation of entire undertaking and business of Transferor Companies with Transferee Company in order to benefit their respective stakeholders. Accordingly, Board of Directors of Transferor Companies and Transferee Company have formulated this Scheme of Amalgamation for the transfer and vesting of entire undertaking and business of Transferor Companies with and into Transferee Company, pursuant to provisions of Section 230 to Section 232 and other relevant provisions of the Act.*

**28.** The Scheme does not involve any reduction in the Share Capital or debt restructuring and therefore the requirement to disclose details of capital or debt restructuring is not applicable.

**29.** Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other government authorities required, received or pending for the proposed scheme of amalgamation – Not Applicable

**30. Investigation or proceedings pending against the Transferor Companies under the Act:**

There are no investigations or proceedings pending against the Transferor Companies under this Companies Act 2013.

**31. Investigation or proceedings pending against the Transferee Company under the Act:**

There are no investigations or proceedings pending against the Transferee Company under this Companies Act 2013.

**32. Inspection of Documents:**

The following documents will be open for inspection at the Registered office of the Transferee Company between 10:30 a.m. to 12:30 pm on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting.

- a. Latest audited financial statements of the Transferee Company including consolidated financial statements;
- b. Copy of the order of Hon'ble Tribunal in pursuance of which the meeting is to be convened;
- c. Copy of Scheme as filed before the Hon'ble Tribunal;
- d. The certificate issued by Auditors of the Transferee Company to the effect that the accounting treatment, if any, proposed in the scheme of amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013

**Dated this 21<sup>st</sup> day of December, 2018.**

**Place – Noida**

**For Havells India Limited**

**Sd/-**

**Regd. Office – 904, 9<sup>th</sup> Floor, Surya Kiran Building,  
Kasturba Gandhi Marg, Connaught Place  
New Delhi – 110001**

**Sanjay Kumar Gupta  
Vice President & Company Secretary  
Membership No. – FCS 3348**



# HAVELLS INDIA LIMITED

CIN : L31900DL1983PLC016304

Regd. Office : 904, 9th Floor, Surya Kiran Building, K.G. Marg, Connaught Place, New Delhi-110 001

Corp. Office : QRG Towers, 2D, Sector-126, Expressway, Noida, U.P.-201 304

Tel. : 0120-3331000, Fax : 0120-3332000, Email : investors@havells.com, Website : www.havells.com

## SCHEME OF AMALGAMATION

BY & BETWEEN

1. HAVELLS GLOBAL LTD.
2. STANDARD ELECTRICAL LTD.
3. LLOYD CONSUMER PVT. LTD.
4. PROMPTEC RENEWABLE ENERGY SOLUTIONS PVT. LTD.

.....TRANSFEROR COMPANIES

AND

HAVELLS INDIA LIMITED

..... TRANSFEREE COMPANY

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS  
(Under Sections 230 to 232 of the Companies Act, 2013)

Prepared by:

**M/s. HAMMURABI & SOLOMON PARTNERS**

Advocates & Corporate Law Advisors

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## **INTRODUCTION**

This Scheme of Amalgamation ("**Scheme**") provides for the amalgamation of the Transferor Companies with the Transferee Company pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the Act).

The Scheme is carved out into following parts:

- (i) **Part A** - Description of the Companies;
- (ii) **Part B** - Rationale of the scheme;
- (iii) **Part C** - Definitions of the terms used in this Scheme, and share capital of the Transferor Companies and the Transferee Company;
- (iv) **Part D** - Transfer and vesting of all the Undertakings (as hereinafter defined) of the Transferor Companies in favour of Transferee Company;
- (v) **Part E** - Accounting Treatment for the amalgamation in the books of the Transferee Company; and
- (vi) **Part F** - General Terms and conditions applicable to this Scheme and, other matters consequential and integrally connected thereto.

### **PART A**

#### **1. DESCRIPTION OF THE TRANSFEROR & TRANSFEEE COMPANIES**

- 1.1 "Havells Global Ltd.", the Transferor Company no.1 herein is a public company, limited by shares incorporated under the provisions of Companies Act, 2013, having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001. The Transferor Company no. 1 is carrying on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, all type of relays, plate switches, piano type switches, contractors, relays, motor control centre, connectors, capacitors, electric motors, generators, electric magnets, motor control centres, power control centres, distribution board, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fans, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut- outs, wires and cables, all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.S Lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories such as chokes, starters, switches and condensers and also household and industrial appliances, vessels and utensils of all types including kitchenware, lifestyle products, other consumer durables and FMCG products.
- 1.2 "Standard Electrical Ltd.", the Transferor Company no.2 herein is a public company, limited by shares incorporated under the provisions of Companies Act, 2013, having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001. The Transferor Company no. 2 is carrying on the business of manufacturing, assembling, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods, light engineering goods and instruments such as all type of switches, plate switches, piano type switches, circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, all type of relays, contractors, relays, motors control centre, connectors, capacitors, electric motors, generators, electric magnets, motor control centres, power control centres, distribution board, rising mains, bus fans, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut-outs, wires and cable, all aluminium conductor and aluminium conductor steel reinforced transformer, G.L.C Lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories such as chokes, starters, switches and condensers.
- 1.3 "Lloyd Consumer Pvt. Ltd.", the Transferor Company no.3 herein is a private company, limited by shares incorporated under the provisions of Companies Act, 2013, having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001. The Transferor Company no. 3 is carrying on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cutouts, wires and cables all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories including chokes, starters, switches and condensers.
- 1.4 "Promptec Renewable Energy Solutions Pvt. Ltd.", the Transferor Company no.4 herein, is a private company, limited by shares incorporated under the provisions of the Companies Act, 1956, having its registered office at Shibra Farms, Nagasandra Main Road, 8<sup>th</sup> Mile, Tumkur Road, Bangalore, Karnataka - 560073. The Transferor Company No. 4 is carrying on the business of analyzing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing electrical and electronics products, solutions, components used in renewable energy, general lighting, any other areas of power and energy industry in domestic and international markets; analyzing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing of products, solutions, components used in solar lighting, water heating, LED lighting, general lighting, any other consumer, commercial utilities to cater to domestic and international markets in the renewable energy, power and lighting industry.
- 1.5 "Havells India Limited", the Transferee Company herein, is a listed public company, limited by shares incorporated under the provisions of the Companies Act, 1956, having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001. The Transferee Company is carrying on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting, fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution, boxes, cutouts, wires and cables all aluminium conductor and aluminium conductor steel reinforced, transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories, including chokes, starters, switches and condensers

### **PART B**

#### **2. RATIONALE OF THE SCHEME OF AMALGAMATION**

- 2.1 The amalgamation will facilitate consolidation of the businesses of the Transferor Companies and the Transferee Company into a single corporate operation
- 2.2 The amalgamation of the Transferor Companies into the Transferee Company would create synergies of operations besides economies in administrative and managerial costs by combining operations and would result in improved performance for the amalgamated Transferee Company and would enhance the shareholders' value.
- 2.3 The amalgamation will improve the management of the Transferee Company by combining the legal entities and the amalgamation will reduce expenditure by eliminating administrative functions and multiple record keeping.
- 2.4 In view of aforesaid, the Board of Directors of Transferor Companies and Transferee Company have considered and proposed the amalgamation of entire undertaking and business of Transferor Companies with Transferee Company in order to benefit their respective stakeholders. Accordingly, Board of Directors of Transferor Companies and Transferee Company have formulated this Scheme of Amalgamation for the transfer and vesting of entire undertaking and business of Transferor Companies with and into Transferee Company, pursuant to provisions of Section 230 to Section 232 and other relevant provisions of the Act.

### **PART C**

#### **3. DEFINITIONS AND SHARE CAPITAL**

- 3. In this Scheme, unless repugnant to the context, the following expressions shall have the following meaning:
- 3.1 "**Act**" or "**the Act**" shall mean the Companies Act, 2013, and shall include any statutory modifications, re-enactment or amendments thereof.
- 3.2 "**Applicable Laws**" means any applicable statute, notification, bye laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, orders or instructions having the force of law enacted or issued by any Appropriate Authority, including any statutory modifications or re-enactment thereof for the time being in force.
- 3.3 "**Appointed Date**" means the opening business hours of 1<sup>st</sup> day of April, 2018 or such other date as may be approved by the New Delhi Bench and Bangalore Bench of the National Company Law Tribunal.
- 3.4 "**Board of Directors**" or "**Board**" means the respective board of directors of the Transferor Companies and/or the Transferee Company, as the case may be, and shall include a duly constituted committee thereof.
- 3.5 "**Effective Date**" means the date on which the certified copies of the orders of the National Company Law Tribunal, New Delhi Bench and National Company Law

Tribunal, Bangalore Bench sanctioning this Scheme, is filed with the Registrar of Companies, Delhi & Haryana at Delhi and Registrar of Companies, Bangalore.

- 3.6 "**Legal Proceedings**" means any proceedings taken by and/or against the Transferor Companies in any Court/Tribunal/Forum/Authority, as pending on the Appointed Date.
- 3.7 "**National Company Law Tribunal**" means the National Company Law Tribunal, New Delhi Bench and National Company Law Tribunal, Bangalore Bench, collectively.
- 3.8 "**Shareholders**", with respect to the Transferor Companies and the Transferee Company, means respectively, the persons registered from time to time, as the holders of the equity shares of the respective companies concerned.
- 3.9 "**Transferor Companies**" means:
- "Havells Global Ltd.", a company registered under Companies Act, 2013 and having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001;
  - "Standard Electrical Ltd.", a company registered under Companies Act, 2013 and having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001;
  - "Lloyd Consumer Pvt. Ltd.", a company registered under Companies Act, 2013 and having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001;
  - "Promptec Renewable Energy Solutions Pvt. Ltd.", a company registered under the Companies Act, 1956 and having its registered office at Shibra Farms, Nagasandra Main Road, 8<sup>th</sup> Mile, Tumkur Road, Bangalore, Karnataka – 560073;
- 3.10 "**Transferee Company**" means "Havells India Limited", a company registered under the Companies Act, 1956, and having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001.
- 3.11 "**Scheme**" or "**the Scheme**" or "**this Scheme**" means this Scheme of Amalgamation in its present form or with any modification(s) approved or directed by the National Company Law Tribunal, .
- 3.12 "**Undertaking**" or "**the Undertakings**", means the whole of the undertaking and entire business of the Transferor Companies as a going concern, including (without limitation):
- All the assets and properties (whether movable or immovable, tangible or intangible, real or personal, corporeal or incorporeal, present, future or contingent) (**List of tangible and intangible assets enclosed as Schedule I**) of the Transferor Companies, including but not limited to, plant and machinery, equipment, buildings and structures, offices, residential and other premises, sundry debtors, furniture, fixtures, office equipment, appliances, packing material, accessories, depots, deposits, all stocks, assets, investments of all kinds (including shares, scrips, stocks, bonds, debenture stocks, units), and interests in its subsidiaries, cash balances or deposits with banks, loans, advances, disbursements, contingent rights or benefits, book debts, receivables, actionable claims, earnest moneys, advances or deposits paid by the Transferor Companies, financial assets, leases (including lease rights), hire purchase contracts and assets, lending contracts, rights and benefits under any agreement, borrowing limits, investment limits benefit of any security arrangements or under any guarantees, reversions, powers, municipal permissions, tenancies in relation to the office and/or residential properties for the employees or other persons, guest houses, godowns, warehouses, fixed and other assets, domain names, tradenames, brandname, trademarks service names and marks, patents, copyrights, and other intellectual property rights of any nature whatsoever, know how, good will, licenses (**List of Licenses/ Brand/ Trade Names enclosed as Schedule II**) rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights including, title, interests, other benefits (including tax benefits), easements, privileges, liberties, mortgages, hypothecations, pledges or other security interests created in favour of the Transferor Companies and advantages of whatsoever nature and wheresoever situated in India or abroad, belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Companies or in connection with or relating to the Transferor Companies and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Companies, whether in India or abroad;
  - All liabilities (including contingent liabilities), including but not limited to, secured and unsecured debts, sundry creditors, duties and obligations of the Transferor Companies, of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised;
  - All agreements, rights, contracts, entitlements, permits, licenses, approvals, authorizations, concessions, consents, quota rights, engagements, arrangements, authorities, allotments, benefits of any guarantees, reversions, powers and all other approvals of every kind, nature and description whatsoever relating to the business activities and operations of the Transferor Companies;
  - All records, files, papers, computer programs, manuals, data, catalogues, sales material, lists of customers and suppliers, other customer information and all other records and documents relating to the business activities and operations of the Transferor Companies;
  - All Permanent staff, workmen and employees engaged by the Transferor Companies as on the Effective Date.
  - All brand names, trademarks, trade names, patents and domain names, filings, dossiers copyrights, industrial designs, trade secrets, know-how; data, formulations, technology, methodology, manufacturing procedures and techniques, test procedures, product registrations, applications and authorizations and other intellectual property and all other interests exclusively relating to the goods or services being dealt with by the Transferor Companies; and
  - All intellectual property rights created, developed or invented by employees concentrated on the research, development or marketing of products (including process development or enhancement) in connection with the Transferor Companies;
- All capitalized terms not defined but used in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations and byelaws, as the case may be, or any statutory amendment(s) or re-enactment thereof, for the time being in force.

#### 4. **SHARE CAPITAL:**

##### 4.1 **TRANSFEROR COMPANIES:**

- a. The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No.1, namely, Havells Global Ltd., as on March 31, 2018 is as under: -

<b>Authorised Share Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	<b>5,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each, fully paid	<b>5,00,000</b>

- b. The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No.2, namely, Standard Electrical Ltd., as on March 31, 2018 is as under: -

<b>Authorised Share Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	<b>5,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each, fully paid	<b>5,00,000</b>

- c. The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No.3, namely, Lloyd Consumer Pvt. Ltd., as on March 31, 2018 is as under: -

<b>Authorised Share Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	<b>5,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each, fully paid	<b>5,00,000</b>

- d. The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No.4, namely, Promptec Renewable Energy Solutions Pvt. Ltd., as on March 31, 2018 is as under: -

<b>Authorised Share Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	<b>3,00,00,000</b>
Redeemable Preference Share of Rs. 10/-	<b>55,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each, fully paid	<b>2,63,62,260</b>

#### 4.2 **TRANSFeree COMPANY:**

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferee Company, namely, Havells India Limited as on March 31, 2018 is as under: -

<b>Authorised Share Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	<b>100,05,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each, fully paid	<b>62,51,48,473</b>

- 4.3 The shares of Transferor Companies are not listed on any Stock Exchange. The shares of Transferee Company are listed on National Stock Exchange and BSE Limited.
- 4.5 The Scheme does not involve any Reduction in the Share Capital or Corporate Debt Restructuring, hence disclosures under Section 230 (2) (b) and 230 (2) (c) are not required to be made by the Transferor Companies or the Transferee Company.
- 4.6 The Transferor Companies being wholly owned subsidiaries of the Transferee Company and consequently, the present Scheme being not involving either issuance or subscription of shares, the compliance of proposed Rule 9A of The Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, towards the requirement of dematerialization of the existing equity shares of any of the Transferor Companies is not required. The Transferee Company being a listed company, its shares are already in dematerialized form.

#### 5. **GENERAL DISCLOSURES**

##### 5.1 **TRANSFEROR COMPANIES**

- i. The Transferor Company No.1, Havells Global Ltd. is a Public Limited Company incorporated on 04.07.2016 under the Companies Act, 2013 with CIN U31909DL2016PLC302444 and PAN AADCH9332C having email id bhavna.chugh@havells.com and registered office at 904, 9th Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001 and has the following main objects:

- a. *To carry on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, all type of relays, plate switches, piano type switches, contractors, relays, motor control centre, connectors, capacitors, electric motors, generators, electric magnets, motor control centres, power control centres, distribution board, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fans, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut-outs, wires and cables, all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.S Lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories such as chokes, starters, switches and condensers and also household and industrial appliances, vessels and utensils of all types including kitchenware, lifestyle products, other consumer durables and FMCG products.*
- b. *To carry on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in electronic and audio-visual goods of every nature and description as well as electronic goods required in any trade, industry, domestic or manufacture as well as all type of component parts, accessories, ancillaries, stores and spares and to engineer develop, design, assemble, import and export, buy, sell, trade and otherwise deal in industrial, mining, agricultural and such other machines and machinery and all types of tools, plants, equipments, instruments, appliances and hardware and software of all kinds, general fitting amalgams, accessories and appliances of all description made of metal, alloy, glass, synthetic and other fibres, chemicals and PVC compounds, plastic or any other materials and to take agencies of any firms, company or companies, within or outside India and to appoint agents, distributors, salesman, travellers, convessors, sales organisers for the products likewise in India or abroad.*

- ii. The detail of Directors of Transferor Company no.1 is as under:

<b>Sr. No.</b>	<b>Name of Directors</b>	<b>DIN No.</b>	<b>Date of Appointment</b>
1	Sh. Anil Rai Gupta	00011892	04-07-2016
2	Sh. Surjit Kumar Gupta	00002810	04-07-2016
3	Sh. Ameet Kumar Gupta	00002838	04-07-2016

- iii. The Transferor Company No.2, Standard Electrical Ltd. is a Public Limited Company incorporated on 12.09.2016 under the Companies Act, 2013 with CIN U31900DL2016PLC305794 and PAN AAXCS5894A having email id bhavna.chugh@havells.com and registered office at 904, 9th Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001 and has the following main objects:

- a. *To carry on the business of manufacturing, assembling, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods, light engineering goods and instruments such as all type of switches, plate switches, piano type switches, circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, all type of relays, contractors, relays, motors control centre, connectors, capacitors, electric motors, generators, electric magnets, motor control centres, power control centres, distribution board, rising mains, bus fans, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut-outs, wires and cable, all aluminium conductor and aluminium conductor steel reinforced transformer, G.L.C Lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories such as chokes, starters, switches and condensers.*
- b. *To carry on the business of manufacturing, producers, processors, makers, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockist, agents, factors, dealers, distributors, hirers or otherwise deal in every description of household and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hoods (chimneys), hobs and other consumer durables and FMCG products.*

- ii. The detail of Directors of Transferor Company no.2 is as under:

Sr. No.	Name of Directors	DIN No.	Date of Appointment
1	Sh. Ameet Kumar Gupta	00002838	03-07-2018
2	Sh. Pardeep Kumar Gupta	00183838	12-09-2016
3	Smt. Bhavna Banerjee	07730454	08-02-2017

- v. The Transferor Company No.3, Lloyd Consumer Pvt. Ltd. is a Private Limited Company incorporated on 05.05.2017 under the Companies Act, 2013 with CIN U29309DL2017PTC317324 and PAN AADCL3103B having email id bhavna.chugh@havells.com and registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001 and has the following main objects:

- To carry on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cutouts, wires and cables all aluminum conductor and aluminum conductor steel reinforced transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories including chokes, starters, switches and condensers.
- To carry on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing exporting, and otherwise dealing in electronic and audio-visual goods of every nature and description such as Television, Tape recorders, Radios, Records Players, Video Sets, Stereo system, decks, loud speakers, amplifiers, gramophones, records, tapes, watches, clocks, walkie talkies, cameras, cassettes, transistors, assemblers and distributor, electronic flash guns, electronic digital goods, microwave ovens, radio paging systems, computers, miniaturized circuits goods, micro modules, intercommunications sets, microphones, Dictaphones, telecommunication requisites, wireless/laboratory/ testing equipment's, electronic consumer and domestic goods, musical and visual appliances, apparatus, instruments, equipment's and devices for amusement and entertainment, electronic goods required in any trade, industry or manufacture such as photographic, surgical, medical films, nautical, aeronautical, electrical defense industry and including equipment, instruments and goods used in generation, transmission and receiving of any impulses such as and sound, light, electronic and electrical impulses and all kinds of electronic accessories, appliances, implements, components, instruments, equipment stores and spares, spare parts, devices, contrivances, apparatus and supplies related to or connected with the aforesaid, and all such electronic goods adapted, invented and discovered in future.
- To carry on business of electrical engineers and manufacture of all kinds of heavy and light electrical machinery and equipment and apparatus for any purpose and to install, sell, hire or otherwise deal with the same in any manner whatsoever.
- To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell, and generally deal in all kinds of sanitary fittings and bathroom fittings such as brass fittings, steel fittings tiles and ceramic ware.
- To carry on the business as manufacturers, producers, processors, makers, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockiest, agents, factors, dealers, distributors, hirers or otherwise deal in every description of household and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hoods (chimneys), hobs and other consumer durables and FMCG products.

- vi. The detail of Directors of Transferor Company No.3 is as under:

Sr. No.	Name of Directors	DIN No.	Date of Appointment
1	Sh. Anil Rai Gupta	00011892	08-05-2017
2	Sh. Ameet Kumar Gupta	00002838	08-05-2017

- vii. The Transferor Company No.4, Promptec Renewable Energy Solutions Pvt. Ltd., is a Private Limited Company incorporated on 04.09.2008 under the Companies Act, 1956 with CIN U40108KA2008PTC047683 and PAN AAACP8149G having email id ameer.gupta@havells.com and registered office at Shibra Farms, Nagasandra Main Road, 8th Mile, Tumkur Road, Bangalore , Karnataka - 560073 and has the following main objects:

- To carry on the business of analysing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing electrical and electronics products, solutions, components used in renewable energy, general lighting, any other areas of power and energy industry in domestic and international markets.
- To carry on the business of analysing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing of products, solutions, components used in solar lighting, water heating, LED lighting, general lighting, any other consumer, commercial utilities to cater to domestic and international markets in the renewable energy, power and lighting industry.
- To carry on the business of providing training, educational programs, consultancy services in relation to renewable energy, lighting and electronics.
- To carry on the business of undertaking various testing, measurements, introduction of quality control systems and measures, to assess and implement various types of quality standards for products, process and services, conforming to various international and national standards in the area of power electronics, renewable energy systems and general lighting.

- viii. The detail of Directors of Transferor Company no.4 is as under:

Sr. No.	Name of Directors	DIN No.	Date of Appointment
1	Sh. Surjit Kumar Gupta	00002810	03-07-2018
2	Sh. Ameet Kumar Gupta	00002838	15-05-2015
3	Sh.Rajiv Goel	00714821	15-05-2015

5.2 There was no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors in their Audit Report, obtained for the FY ended 31st March, 2018 of the Transferor Companies.

5.3 There is no investigation or proceeding pending against the Transferor Companies.

#### 5.5 TRANSFeree COMPANY

The Transferee Company is a Public Limited Company with CIN L31900DL1983PLC016304. The Transferee Company was incorporated on 08.08.1983 as a Private Limited Company in the name and style of "Havell's India Private Limited" under the Companies Act, 1956. Subsequently, the Transferee Company was converted to Public Limited Company under the name of "Havell's India Limited" and a fresh Certificate of Incorporation dated 31.03.1992 was provided by the Registrar of Companies, Delhi & Haryana. Later on, the name of the Transferee Company was also changed from "Havell's India Limited" to Havells India Limited and a fresh Certificate of Incorporation dated 28.07.2007 was provided by the Registrar of Companies, Delhi & Haryana. The Transferee Company is having PAN AAACH0351E with email id sanjaykumar.gupta@havells.com and registered office at 904, 9th Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001 has the following main objects:

- To carry on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar

systems, feeder pillars, lighting fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut outs, wires and cables all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories including chokes, starters, switches and condensers.

- b. To carry on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing exporting, and otherwise dealing in electronic and audio-visual goods of every nature and description such as Television, Tape recorders, Radios, Records Players, Video Sets, Stereo system, decks, loud speakers, amplifiers, gramophones, records, tapes, watches, clocks, walkie talkies, cameras, cassettes, transistors, assemblers and distributor, electronic flash guns, electronic digital goods, microwave ovens, radio paging systems, computers, miniaturised circuits goods, micro modules, intercommunications sets, microphones, Dictaphones, telecommunication requisites, wireless/laboratory/ testing equipment, electronic consumer and domestic goods, musical and visual appliances, apparatus, instruments, equipment and devices for amusement and entertainment, electronic goods required in any trade, industry or manufacture such as photographic, surgical, medical films, nautical, aeronautical, electrical defence industry and including equipment, instruments and goods used in generation, transmission and receiving of any impulses such as and sound, light, electronic and electrical impulses and all kinds of electronic accessories, appliances, implements, components, instruments, equipment stores and spares, spare parts, devices, contrivances, apparatus and supplies related to or connected with the aforesaid, and all such electronic goods adapted, invented and discovered in future.
- c. To carry on business of electrical engineers and manufacture of all kinds of heavy and light electrical machinery and equipment and apparatus for any purpose and to install, sell, hire or otherwise deal with the same in any manner whatsoever.
- d. To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell, and generally deal in all kinds of sanitary fittings and bathroom fittings such as brass fittings, steel fittings tiles and ceramic ware.
- e. To carry on the business as manufacturers, producers, processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockist, agents, factors, dealers, distributors, hirers or otherwise deal in every description of household and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hoods (chimneys), hobs and other consumer durables and FMCG products.
- f. To manufacture, set-up, buy, sell, store, distribute, generate, develop, advise, repair and deal in all kinds and sources of energy such as electrical, mechanical and light derived from conventional and non-conventional method, natural and other sources including renewable energy, in particular from the use of oil, gas, coal, water and other source of energy such as Solar, Geothermal, Wind, Bio Gas, Gobar Gas, Waste and other residual products thereof and also to use, purchase, acquire, supply, distribute and apply the same for electrical, electronic and other products which the company deals in presently or may deal in future.

5.6 There was no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors in their Audit Report obtained for the FY ended 31st March, 2018 of the Transferee Company.

5.7 Details of the Directors of the Transferee Company as on March 31, 2018 are as under:

Sr. No.	Name of Directors	DIN NO.	Date of Appointment
1	Sh. Anil Rai Gupta	00011892	30-09-1992
2	Sh. Surjit Kumar Gupta	00002810	08-08-1983
3	Sh. Ameet Kumar Gupta	00002838	22-12-2014
4	Sh. Rajesh Kumar Gupta	00002842	21-03-1992
5	Sh. Surender Kumar Tuteja	00594076	11-05-2010
6	Sh. Vijay Kumar Chopra	02103940	30-01-2009
7	Dr. Adarsh Kishore	02902810	28-07-2010
8	Smt. Pratima Ram	03518633	28-07-2014
9	Sh. Mohandas Tellicheery Venkataraman Pai	00042167	22-12-2014
10	Sh. Puneet Bhatia	00143973	22-12-2014
11	Sh. Vellayan Subbiah	01138759	18-10-2016
12	Sh. Jalaj Ashwin Dani	00019080	16-08-2017
13	Sh. Upendra Kumar Sinha	00010336	01-03-2018

#### PART D

#### 6. **TRANSFER AND VESTING OF ALL THE UNDERTAKINGS OF THE TRANSFEROR COMPANIES INTO THE TRANSFEE COMPANY**

6.1 Subject to the provisions of this Scheme as specified hereinafter and with effect from the Appointed Date, the entire Undertaking(s) of the Transferor Companies, including without limitation, all the assets, properties, debts, liabilities, losses, duties and obligations, including those arising on account of taxation laws and other allied laws of the Transferor Companies of every description and also including, without limitation, all the movable and immovable properties and assets, tangible or Intangible assets (whether or not recorded in the books of account of the Transferor Companies) of the Transferor Companies comprising, amongst others, all freehold land, leasehold land, building, plants, motor vehicles, manufacturing facilities, laboratories receivables, actionable claims, furniture and fixtures, computers, office equipment, electrical installations, generators, containers, telephones, telex, facsimile and other communication facilities and business licenses, licenses under Factories Act, manufacturing licenses, permits, deposits, authorisations, approvals, insurance cover of every description, lease, tenancy rights, permissions, incentives, if any, and all other rights, patents, know-how, trademark, service mark, trade secret, brands, registrations and other intellectual property rights, proprietary rights, title, interest, contracts, no objection certificates, deeds, bonds, consents, approvals and rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages and benefits, approvals, filings, dossiers, copyrights, industrial designs, trade secrets, know-how, data, formulations, technology, methodology, manufacturing procedures and techniques, test procedures, brand names, trade names and domain names, and all other interests in connection with or relating to and product registrations, applications and authorisations for product registrations, and all other interests exclusively relating to the goods or services, shall, under the provisions of Sections 230 to 232 of the Act, and pursuant to the orders of the National Company Law Tribunal, sanctioning this Scheme and without further act, instrument or deed, but subject to the charges affecting the same as on the Effective Date, be transferred and/or deemed to be transferred to and vested in the Transferee Company, so as to become the properties, assets, rights, business and Undertaking of the Transferee Company.

6.1.1 Without prejudice to the generality of Clause 6.1 above, upon occurrence of the Effective Date, the Transferor Companies shall stand merged and amalgamated into the Transferee Company with effect from the Appointed Date.

#### 6.2 **Transfer of Assets**

6.2.1 All the assets and properties, including all rights, title, interest and all entitlements therein, comprised in the Undertaking of whatsoever nature and wheresoever situated, shall, under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act or deed, shall stand transferred to and vested in the Transferee Company or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become the assets and properties of the Transferee Company.

6.2.2 Without prejudice to the provisions of Clause 6.2.1 above, in respect of such of the assets and properties of the Undertaking as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same shall be so transferred by the Transferor Companies and shall, upon such transfer, become the assets and properties of the Transferee Company as an integral part of the Undertaking, without requiring any separate deed or instrument or conveyance or any further additions or implications of stamp duty for the same.

6.2.3 In respect of movables other than those dealt with in Clause 6.2.2 above including sundry debts, Investment Limits, receivables, bills, credits, loans and advances of

the Undertaking, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Governmental Authority or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in the Transferee Company.

6.2.4 All the licenses, brand names (as signified in the names of Transferor Companies), permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Companies and all rights and benefits that have accrued or which may accrue to the Transferor Companies, whether before or after the Appointed Date, shall, under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Transferee Companies so as to become as and from the Appointed Date licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Companies and shall remain valid, effective and enforceable on the same terms and conditions. With respect to transfer of brand names (signified in the names of Transferor Companies), suitable intimation shall be delivered to Registrar of Companies to not to make them available for others as the same are brand names transferable in favour of the Transferee Company.

6.2.5 All assets and properties of the Transferor Companies as on the Appointed Date, whether or not included in the books of the respective Transferor Companies, and all assets and properties which are acquired by the Transferor Companies on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets and properties of the Transferee Company, and shall under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme. Provided however that no onerous assets shall have been acquired by the Transferor Companies after the Appointed Date without the consent of the Transferee Company as provided for in this Scheme.

#### 6.3 **Transfer of Liabilities**

6.3.1 All liabilities relating to and comprised in the Undertaking including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the Transferor Companies of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised for its business activities and operations (herein referred to as the "Liabilities"), shall, pursuant to the sanction of this Scheme by the National Company Law Tribunal under and in accordance with the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, along with any charge, encumbrance, lien or security thereon, and the same shall be assumed by the Transferee Company to the extent they are outstanding as on the Effective Date so as to become as and from the Appointed Date the liabilities of the Transferee Company on the same terms and conditions as were applicable to the respective Transferor Companies, and the Transferee Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.

6.3.2 All debts, liabilities, duties and obligations of the Undertaking as on the Appointed Date, whether or not provided in the books of the respective Transferor Companies, and all debts and loans raised, and duties, liabilities and obligations incurred or which arise or accrue to the Undertaking on or after the Appointed Date till the Effective Date, shall be deemed to be and shall become the debts, loans raised, duties, liabilities and obligations incurred by the Transferee Company by virtue of this Scheme.

6.3.3 Where any such debts, loans raised, liabilities, duties and obligations of the Undertaking as on the Appointed Date have been discharged or satisfied by the Transferor Companies after the Appointed Date and prior to the Effective Date, such discharge or satisfaction shall be deemed to be for and on account of the Transferee Company.

6.3.4 Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Undertaking and the Transferee Company shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company.

#### 6.4 **Encumbrances**

6.4.1 The transfer and vesting of the assets comprised in the Undertaking to and in the Transferee Company under Clauses 6.1 and 6.2 of this Scheme shall be subject to the mortgages and charges, if any, affecting the same, as and to the extent hereinafter provided.

6.4.2 All the existing securities, mortgages, charges, encumbrances or liens (the "Encumbrances"), if any, as on the Appointed Date and created by the Transferor Companies after the Appointed Date, over the assets comprised in the Undertaking or any part thereof transferred to the Transferee Company by virtue of this Scheme and in so far as such Encumbrances secure or relate to liabilities of the Transferor Companies, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date and as are transferred to the Transferee Company, and such Encumbrances shall not relate or attach to any of the other assets of the Transferee Company, provided however that no Encumbrances shall have been created by the Transferor Companies over its assets after the Appointed Date without the consent of the Transferee Company as provided for in this Scheme.

6.4.3 The existing Encumbrances over the assets and properties of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Effective Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Undertaking transferred to and vested in the Transferee Company by virtue of this Scheme.

6.4.4 Any reference in any security documents or arrangements (to which the Transferor Companies are a party) to the Transferor Companies and its assets and properties, shall be construed as a reference to the Transferee Company and the assets and properties of the Transferor Companies transferred to the Transferee Company by virtue of this Scheme. Without prejudice to the foregoing provisions, the Transferor Companies and the Transferee Company may execute any instruments or documents or do all the acts and deeds as may be considered appropriate, including the filing of necessary particulars and/or modification(s) of charge(s), with the Registrar of Company to give formal effect to the above provisions, if required.

6.4.5 Upon occurrence of the Effective Date, the Transferor Companies shall stand merged and amalgamated into the Transferee Company with effect from the Appointed Date and the Transferee Company alone shall be liable to perform all obligations in respect of the Liabilities, which have been transferred to it in terms of the Scheme.

#### 7. **CONTRACTS, DEEDS, ETC.**

7.1 All contracts, deeds, bonds, agreements, schemes, arrangements, assurances and other instruments of whatsoever nature to which the Transferor Companies are a party or to the benefit of which the Transferor Companies may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect by, for or against or in favour of, as the case may be, the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Companies the Transferee Company had been a party or beneficiary or obligee or obligor thereto or thereunder.

7.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertaking occurs by virtue of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which the Transferor Companies are a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of Transferor Companies and to carry out or perform all such formalities or compliances referred to above on the part of Transferor Companies.

7.3 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Companies shall without any further act or deed, stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall receive relevant approvals from the concerned Governmental Authorities as may be necessary in this behalf.

8. **LEGAL PROCEEDINGS**

- 8.1 All Legal Proceedings of whatsoever nature by or against the respective Transferor Companies pending at the Appointed Date and or arising after the Appointed Date till the Effective Date, shall be continued and enforced by or against the Transferee Company in the manner and to the same extent as would or might have been continued and enforced by or against the respective Transferor Companies, as and from the Effective Date.
- 8.2 After the Appointed Date, if any Legal Proceedings are taken against the respective Transferor Companies it shall defend the same at the cost of the Transferee Company and the Transferee Company shall reimburse and indemnify the respective Transferor Companies against all liabilities and obligations incurred by the Transferor Companies in respect thereof.
- 8.3 The Transferee Company undertakes to have all Legal Proceedings initiated by or against the respective Transferor Companies, transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company to the exclusion of the respective Transferor Companies.

9. **CONDUCT OF BUSINESS**

- 9.1 Upon occurrence of the Effective Date:
- (a) The respective Transferor Companies shall carry on and shall be deemed to have carried on all its business and activities as hitherto and shall hold and stand possessed of and shall be deemed to have held and stood possessed of the Undertaking on account of, and for the benefit of and in trust for, the Transferee Company.
- (b) All the profits or income accruing or arising to the respective Transferor Companies, and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) by the Transferor Companies shall, for all purposes, be treated and be deemed to be and accrue as the profits or income or as the case may be, expenditure or losses (including taxes) of the Transferee Company.
- (c) Any of the rights, powers, authorities and privileges attached or related or pertaining to and exercised by or available to the respective Transferor Companies shall be deemed to have been exercised by the Transferor Companies for and on behalf of and as agent for the Transferee Company. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Undertaking that have been undertaken or discharged by the Transferor Companies shall be deemed to have been undertaken or discharged for and on behalf of and as agent for the Transferee Company.
- 9.2 With effect from the date of filing of this Scheme with the National Company Law Tribunal and up to and including the Effective Date:
- (a) The respective Transferor Companies shall preserve and carry on their business and activities with reasonable diligence and business prudence and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments either for itself or on behalf of its group Company or any third party or sell, transfer, alienate, charge, mortgage or encumber or deal with the Undertaking or any part thereof save and except in each case in the following circumstances:
- (i) if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with National Company Law Tribunal; or
- (ii) if the same is permitted by this Scheme; or
- (iii) If consent of the Board of Directors of the Transferee Company has been obtained.
- (b) The respective Transferor Companies shall not take, enter into, perform or undertake, as applicable (i) any material decision in relation to its business and operations other than decisions already taken prior to approval of the Scheme by the respective Board of Directors (ii) any agreement or transaction; (iii) any new business, or discontinue any existing business or change the capacity of facilities and (iv) such other matters as the Transferee Company may notify from time to time save and except in each case in the following circumstances:
- (i) if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with National Company Law Tribunal; or
- (ii) if the same is permitted by this Scheme; or
- (iii) if consent of the Board of Directors of the Transferee Company has been obtained.

10. **TREATMENT OF TAXES**

Upon occurrence of the Effective Date:

- 10.1 Any tax liabilities under the Income-tax Act, 1961, Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Central Sales Tax Act, 1956, any other state Sales Tax / Value Added Tax laws, Goods and Services Tax, luxury tax, stamp laws or other applicable laws/ regulations (hereinafter in this Clause referred to as "Tax Laws") dealing with taxes/ duties/ levies allocable or related to the business of the respective Transferor Companies to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to Transferee Company.
- 10.2 All taxes (including income tax, wealth tax, sales tax, excise duty, customs duty, service tax, luxury tax, VAT, GST etc.) paid or payable by the respective Transferor Companies in respect of the operations and/or the profits of the business on and from the Appointed Date, shall be on account of the Transferee Company and, insofar as it relates to the tax payment (including without limitation income tax, wealth tax, sales tax, excise duty, customs duty, service tax, luxury tax, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the respective Transferor Companies in respect of the profits or activities or operation of the business on and from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and shall, in all proceedings, be dealt with accordingly.
- 10.3 Any refund under the Tax Laws due to respective Transferor Companies consequent to the assessments made on Transferor Companies and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.
- 10.4 Without prejudice to the generality of the above, all benefits including under the income tax, sales tax, excise duty, customs duty, service tax, luxury tax, VAT, GST etc., to which the respective Transferor Companies are entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Transferee Company.

11. **STAFF, WORKMEN & EMPLOYEES**

- 11.1 All the permanent employees of the respective Transferor Companies who are in its employment as on the Effective Date shall become the permanent employees of the Transferee Company with effect from the Effective Date without any break or interruption in service and on terms and conditions as to employment and remuneration not less favourable than those on which they are engaged or employed by the Transferor Companies. It is clarified that the employees of the Transferor Companies who become employees of the Transferee Company by virtue of this Scheme, shall be entitled to all such employment policies and shall be entitled to avail of all schemes and benefits that may be applicable and available to any of the employees of the Transferee Company (including the benefits of or under any employee stock option schemes applicable to or covering all or any of the employees of the Transferee Company), unless otherwise determined by the Board of Directors of the Transferee Company. The Transferee Company undertakes to continue to abide by any agreement/ settlement, if any, validly entered into by the Transferor Companies with any union/employee of the Transferor Companies (as may be recognized by the Transferor Companies). After the Effective Date, the Transferee Companies shall be entitled to vary the terms and conditions as to employment and remuneration of the employees of the Transferor Companies on the same basis as it may do for the employees of the Transferee Company.
- 11.2 The existing provident fund, gratuity fund and pension and/or superannuation fund or trusts or retirement funds or benefits created by the Transferor Companies or any other special funds created or existing for the benefit of the concerned permanent employees of the Transferor Companies (collectively referred to as the "Funds") and the investments made out of such Funds shall, at an appropriate stage, be transferred to the Transferee Company to be held for the benefit of the concerned employees. The Funds shall, subject to the necessary approvals and permission and at the discretion of the Transferee Company, either be continued as separate funds of the Transferee Company for the benefit of the employees of the Transferor Companies or be transferred to and merged with other similar funds of the Transferee Company. In the event that the Transferee Company does not have its own fund with respect to any such Funds, the Transferee Company may, subject to necessary approvals and permissions, continue to maintain the existing Funds separately and contribute thereto, until such time as the Transferee Company creates its own funds at which time the Funds and the investments and contributions pertaining to the employees of the Transferor Companies shall be transferred to such funds of the Transferee Company.

12. **CONSIDERATION:**

- 12.1 Transferor Companies are the wholly owned subsidiaries of the Transferee Company. Upon the Scheme being sanctioned by the Hon'ble Tribunal and the transfer having been effected as provided hereinabove, all equity shares held by the Transferee Company and its Nominee(s) in the Transferor Companies shall be cancelled

and extinguished as on the Appointed Date. Accordingly, there will be no issue and allotment of equity shares of the Transferee Company to the Shareholders of the Transferor Companies upon this Scheme becoming effective.

- 12.2 Upon the Scheme becoming effective, the Authorized Share Capital of the Transferee Company of Rs. 100,05,00,000/- (Rupees One Hundred Crore and Five Lakhs only) divided into 100,05,00,000 equity shares of Re. 1/- each, in terms of the provisions of the Companies Act, shall without further act or deed stand increased by the amount of cumulative Authorised Share Capital of the all the Transferor Companies by Rs. 3,15,00,000 and Rs. 55,00,000 divided into 5,50,000 Redeemable Preference Shares of Rs. 10 each, without payment of any additional fees or charges to the Registrar of Companies. The fees paid by respective Transferor Companies to the Registrar of Companies for their respective authorized share capital shall be deemed to have been paid by the Transferee Company. Upon the coming into effect of the Scheme, the Capital Clause V of the Memorandum of Association of the Transferee Company shall, without any further act or deed be replaced by the following Clause and the Transferee Company will not be required to pass any fresh resolution in this regard:

*"The Authorised Capital of the Company is Rs. 103,75,00,000/- (Rupees One Hundred and Three Crores Seventy Five Lakhs only) divided into 103,20,00,000 (One Hundred and Three Crores Twenty Lakhs only) Equity Shares of Re. 1/- (Rupee One only) each and 5,50,000 (Five Lakh Fifty Thousand only) Redeemable Preference Shares of Rs. 10 (Rupees Ten only) each."*

- 12.3 It is clarified that for the purposes of Clause 12.2, the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting the amendment, and no further resolution(s) under the applicable provisions of the Act, would be required to be separately passed, nor any registration fee, stamp duty, etc. shall be payable by the Transferee Company.
- 12.4 Save as provided in Clause 12.2 above, the Transferee Company shall increase/ modify its Authorized Share Capital, as applicable, for the purpose of implementing the terms of this Scheme.
- 12.5 It is clarified that no Special Resolution under Section 62 of the Act shall be required to be passed by the Transferee Company separately in a general meeting for issue of shares to the shareholders of the Transferor Companies under this Scheme and on the members of the Transferee Company approving this Scheme, it shall be deemed that they have given their consent to the issue of equity shares of the Transferee Company to the shareholders of the Transferor Companies in the Share Exchange Ratio.

#### **PART E**

#### **13. ACCOUNTING TREATMENT**

- 13.1 Notwithstanding anything to the contrary herein, upon this Scheme becoming effective, the Transferee Company shall give effect to the accounting treatment in its books of account in accordance with the accounting standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, or any other relevant or related requirement under the Companies Act, as applicable on the Effective Date.
- 13.2 Accounting policies of the Transferor Companies will be harmonized with that of the Transferee Company following the amalgamation (i.e. merger by way of absorption).
- 13.3 The Transferee Company shall, upon the Scheme being sanctioned by the National Company Law Tribunal, record the assets and liabilities of the Transferor Companies vested in it pursuant to the Scheme of Amalgamation, at the respective book values thereof as appearing in the books of the Transferor Companies, prepared in accordance with Indian Accounting Standards.
- 13.4 Amounts lying in the balance of the "Profit and Loss Account" in the books of account of the Transferor Companies shall be adjusted by the Transferee Company to its "Profit and Loss Account."
- 13.5 The inter-company balances between the Transferee Company and the Transferor Company, if any appearing in the books of the Transferee Company shall stand cancelled. Further, the value of investments held by the Transferee Company on the Appointed date shall stand cancelled pursuant to amalgamation.
- 13.6 If there is any difference in accounting policies of the Transferor Companies and that of the Transferee Company, the impact of the same till the appointed date will be quantified and same should be appropriately adjusted and reported in accordance with the applicable accounting rules and principles, so as to ensure that the financial statement of the Transferee Company reflects the financial position on the basis of consistent accounting policies.
- 13.7 The difference between the share-capital of the Transferor Companies and the book value of the investments cancelled in terms of Clause 13.5 above shall be transferred to Capital Reserve and would be presented separately from other capital reserves in the books of Transferee Company. However, where such difference between the share-capital of the Transferor Companies and the book value of the investments cancelled in terms of Clause 13.5 is negative, such negative balance shall be adjusted to General Reserve.
- 13.8 Subject to the above, the reserves of the Transferor Company will be incorporated in the books of the Transferee Company in the same form as they appeared in the financial statements, prepared in accordance with Indian Accounting Standards, of the Transferor Company.
- 13.9 Further in case of any difference in accounting policy between the Transferor Companies and the Transferee Company, the impact of the same till the amalgamation will be quantified and adjusted in the Retained earnings of the Transferee Companies, to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

#### **PART F**

#### **GENERAL TERMS AND CONDITIONS**

#### **14. COMPLIANCE WITH LAW**

##### **14.1 Scheme becoming effective:**

Subject to the stipulations of Clause 17 (Conditionality), this Scheme shall become effective on occurrence of Effective Date.

- 14.2 This Scheme is presented and drawn up to comply with the provisions/ requirements of Sections 230 to 232 of the Act, for the purpose of amalgamation of the Transferor Companies with the Transferee Company and other related arrangements and compromise, including reorganization of shareholding, etc., amongst the Transferor Companies, the Transferee Company and / or their respective shareholders.
- 14.3 This Scheme has been drawn up to comply with the conditions relating to 'amalgamation' as specified under the tax laws, including section 2(1B) and other relevant sections of the Income Tax Act, 1961. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the Income Tax Act, 1961 shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments as may become necessary shall vest with the Board of Directors of the Transferor Companies and the Transferee Company, which power shall be exercised reasonably in the best interests of the companies concerned and their stakeholders
- 14.4 Upon occurrence of the Effective Date, Transferee Company is expressly permitted to revise its financial statements, as may be necessary to give effect to this Scheme.
- 14.5 This Scheme shall not in any manner affect the right of any of the creditors of the Transferor Companies, who shall continue to enjoy all such rights against the Transferee Company, as they had against the Transferor Companies.

#### **15. DISSOLUTION OF THE TRANSFEROR COMPANIES WITHOUT WINDING UP**

Upon occurrence of the Effective Date, the Transferor Companies shall stand dissolved without winding-up, and the Board of Directors and any committees thereof of the Transferor Companies shall without any further act, instrument or deed be and stand dissolved.

#### **16. VALIDITY OF EXISTING RESOLUTIONS, ETC.**

Upon occurrence of the Effective Date, the resolutions, if any, of Transferor Companies, which are valid and subsisting on the Effective Date shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have upper monetary or other limits being imposed under the provisions of the Act, or any other applicable provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

17. **CONDITIONS TO AND DATE OF SCHEME BECOMING EFFECTIVE:**

- 17.1 Subject to Clause 17.2 hereof, the Scheme in its present form or with any modification(s) approved or directed by the National Company Law Tribunal or any other appropriate authority shall be effective from the Appointed Date, but shall be operative from the Effective Date
- 17.2 This Scheme is and shall be conditional upon and subject to:
- The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme;
  - The certified copies of the orders of the National Company Law Tribunal under Sections 230 to 232 of the Act sanctioning the Scheme are filed with the Registrar of Companies, Delhi and Haryana and the Registrar of Companies, Bangalore; and
  - Compliance with such other conditions as may be directed by the National Company Law Tribunal.

18. **APPLICATION TO NATIONAL COMPANY LAW TRIBUNAL**

The Transferor Companies and the Transferee Company shall, with all reasonable diligence, make and pursue applications to the National Company Law Tribunal, New Delhi and Bangalore Bench, for sanctioning this Scheme of Amalgamation under Section 230 and 232 of the Act, for carrying this Scheme into effect and for dissolution of the Transferor Companies without winding up.

19. **MODIFICATIONS**

- 19.1 Subject to approval of NCLT, the Transferor Companies and the Transferee Company by their respective Board of Directors or any director/executives or any committee authorised in that behalf (hereinafter referred to as the "Delegate") may assent to, or make, from time to time, any modification(s) or addition(s) to this Scheme which Jurisdictional NCLT or any authorities under law may deem fit to approve of or may impose and which the Board of Directors of the Transferor Companies and the Transferee Company may in their discretion accept, or such modification(s) or addition(s) as the Board of Directors of the Transferor Companies and the Transferee Company or as the case may be, their respective Delegate may deem fit, or required for the purpose of resolving any doubts or difficulties that may arise in carrying out this Scheme. The Transferor Companies and the Transferee Company by their respective Boards of Directors or Delegates are authorised to do and execute all acts, deeds, matters and things necessary for bringing this Scheme into effect, or review the position relating to the satisfaction of the conditions of this Scheme and if necessary, waive any of such conditions (to the extent permissible under law) for bringing this Scheme into effect, and/or give such consents as may be required in terms of this Scheme. In the event that any conditions are imposed by NCLT or any Governmental Authorities, which the Board of Directors of the Transferor Companies or the Transferee Company find unacceptable for any reason, then the Transferor Companies and the Transferee Company shall be at liberty to withdraw the Scheme.
- 19.2 For the purpose of giving effect to this Scheme or to any modification(s) thereof or addition(s) thereto, the Delegates (acting jointly) of the Transferor Companies and Transferee Company may give and are authorised to determine and give all such directions as are necessary for settling or removing any question of doubt or difficulty that may arise under this Scheme or in regard to the meaning or interpretation of any provision of this Scheme or implementation thereof or in any matter whatsoever connected therewith (including any question or difficulty arising in connection with any deceased or insolvent shareholders or depositors, if any of the Transferor Companies) or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any such conditions (to the extent permissible in law) and such determination or directions or waiver, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme. For the avoidance of doubt, it is clarified that where this Scheme requires the approval of the Board of Directors of the Transferor Companies or the Transferee Company to be obtained for any matter, the same may be given through their Delegates.

20. **EFFECT OF NON-RECEIPT OF APPROVALS**

- 20.1 In the event any of the approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Board of Directors of the Transferee Company and the Transferor Companies shall mutually waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme is not sanctioned by the National Company Law Tribunal, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.
- 20.2 Further, in the case of non-receipt of approvals to the Scheme, no rights and liabilities whatsoever shall accrue to or be incurred inter-se by the Transferor Companies or the Transferee Company or their shareholders or creditors or employees or any other person.

21. **COSTS, CHARGES, EXPENSES AND STAMP DUTY**

All costs, charges and expenses (including any taxes and duties) incurred or payable by each of the Transferor Companies and Transferee Company in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the Transferor Companies with the Transferee Company in pursuance of this Scheme, including stamp duty on the Orders of National Company Law Tribunal, if any and to the extent applicable and payable, shall be borne and paid by the Transferee Company.

List of Tangible and Intangible Assets as on 1<sup>st</sup> Day of April, 2018

**Schedule-I**

Sl. No.	Asset	Location
1	Leasehold Land and Building-Unit-1	Shibra Farms, Nagasandra Main Road, Near 8th Mile Tumkur Road, Bangalore-560073
2	Leasehold Land and Building-Unit-2	Survey No. 250/2, Murli Mohan Godown N H 4 Huchegowdanapalya T. Begur Village & Post, Nelamangala T. Begur Bangalore Rural Karnataka 562123
3	Other Moveable Assets – Unit -1	Shibra Farms, Nagasandra Main Road, Near 8th Mile Tumkur Road, Bangalore-560073
4	Other Moveable Assets – Unit -2	Survey No. 250/2, Murli Mohan Godown N H 4 Huchegowdanapalya T. Begur Village & Post, Nelamangala T. Begur Bangalore Rural Karnataka 562123

**Schedule-II**List of Licenses/Brand/Trade Names, etc. as on 1<sup>st</sup> day of April, 2018**A. List of Licences & Trade Marks**

S No	Type of Registration Certificate	Reg. No	Valid Upto	Issuing Authority
1.	Factory License -Unit-1	MYB.17482	31.12.2020	Department of Factories & Boilers
2.	Factory License -Unit-2	MYB`22635	31.12.2018	Department of Factories & Boilers
3.	Hazardous Waste Authorisation	NO.PCB/152/WMC/AUTHORIZATION/2015/H1400	30.06.2020	Karnataka State Pollution Control Board
4.	PF Registration	KN/BN/PYPNY0031335000	NA	Employee Provident Fund organisation Regional Office Bangalore
5.	ESI Registration	KAR.INSNP.49-30264-52	NA	Employee State Life Insurance Corporation
6.	PT Registration	P01212608	NA	Commercial Tax Department
7.	Contract Labour License - Unit1-Office	ALCB1/CLAP-31/2015-16	NA	Department of Labour
8.	Contract Labour License - Unit1 Factory	ALC-B-1/CLAP-100000356/2016 17	NA	Department of Labour
9.	Combined Consent for operating Air & Water KSPCB - Unit1-Office	PCB/BNG-DASARAHALLI/WPC/APC/2013-14/R1451	31.12.2022	Karnataka State Pollution Control Board
10.	Combined Consent for operating Air & Water KSPCB - Unit2-Factory	CTE-10539913	29.12.2022	Karnataka State Pollution Control Board
11.	Legal Metrology	KAR-1124436/16-17	NA	Department of Legal Metrology
12.	BBMP Trade License	DA06039746153608341	31.03.2019	Bruhat Bangalore Mahanagara Palike
13.	Fire NOC -Unit-1-Office	C.NO.69/CFO/BWZ/2017	17.11.2018	Karnataka Fire & Emergency Services Department
14.	Fire NOC -Unit-2-factory	C.NO.70/CFO/BWZ/2017	17.11.2018	Karnataka Fire & Emergency Services Department
15.	Shops & Establishment License - Unit II	NML/T.B/CE/0006/2016	31.12.2020	Office of Labour Inspector-Nelamangala Circle
16.	ISO 9001:2015 QMS	PRESPL/QMS/GR/01/435	23.08.2019	ISO
17.	ISO 14001:2015 EMS	PRESPL/QMS/GR/01/435	23.08.2019	ISO
18.	R&D Certificate	TU/IV-RD/3877/2018	31.03.2021	Department of Scientific & Industrial Research
19.	GST registration	29AAECP8149G1Z1	NA	Government of Karnataka
20.	PAN	AAECP8149G	NA	Income Tax Department
21.	Export License	EEPC/ROC/DVK/REGN/2018/2159	31.03.2019	Engineering Export Promotion Council
22.	Trade Mark Registration	Trade Mark No. 3370339 as of date 22/09/2016	NA	Trade Marks Registry, Mumbai, Government of India
23.	Trade Mark Registration	Trade Mark No. 3370342 as of date 22/09/2016	NA	Trade Marks Registry, Mumbai, Government of India

**B. List of Trade Names & Brand Names**

1. Trade Name comprised in "Standard Electrical"
2. Trade Name comprised in "Promptec"
3. Trade Name Comprised in "Lloyd"

## ANNEXURE B

### Report adopted by the directors in terms of Section 232(2) (c) of the Companies Act, 2013

In terms of the provisions of the section 232 (c) of the Companies Act, 2013, the Effect of Scheme of Amalgamation of Havells Global Limited ('Transferor Company No.1'), Standard Electrical Limited ('Transferor Company No.2'), Lloyd Consumer Private Limited ('Transferor Company No.3') & Promptec Renewable Energy Solutions Private Limited ('Transferor Company No.4') with Havells India Limited ('Transferee Company' or 'Company') on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio, specifying any special valuation difficulties is given below:-

Class of Shareholders	None
Key Managerial Personnel	None
Promoters	None
Non-promoters	None
Share Exchange Ratio	Not Applicable
Special Valuation Difficulties	Not Applicable

For Havells India Limited

Sd/-

(Surjit Kumar Gupta)

Director

Dated this 13th day of December, 2018.

Place – Noida

## ANNEXURE C

### Independent Auditor's Certificate on the accounting treatment contained in Proposed Scheme of Amalgamation

The Board of Directors

Havells India Limited

QRG Towers, Sector 126,

Noida, India

1. This Certificate is issued in accordance with the terms of the Master Engagement Agreement (the "MEA") dated July 08, 2017 and the Service scope letter (the "SSL") dated September 17, 2018 which serves as an addendum to the MEA and forms an integral part of the Auditors' Certificate.
2. At the request of the management of the Havells India Limited (the "Company" or "Havells"), we have examined the proposed accounting treatment specified in Paragraph 13 of Part E of of the Proposed Scheme of Amalgamation between Promptec Renewable Energy Solutions Private Limited, Havells Global Limited, Standard Electrical Limited and LLYOD Consumer Private Limited (hereinafter together referred to as (the "Transferor Companies") and Havells India Limited ("the Transferee Company") and the respective shareholders and creditors under sections 230 to 232 of the Companies Act, 2013 (hereinafter referred to as "Proposed Scheme") to confirm whether the said accounting treatment is in compliance to the Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (India Accounting Standards) Amendment Rules, 2016 (the 'Act') and Other Generally Accepted Accounting Principles.
3. The attached Annexure A containing accounting treatment specified in Paragraph 13 of Part E of the Proposed Scheme, has been extracted by management of the Company from the Proposed Scheme and the said Annexure has been initialled by us for identification purposes which is required to be submitted by the Company to the National Company Law Tribunal (NCLT) constituted under the Act.

#### Managements' Responsibility

4. The responsibility for the preparation of the Proposed Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved in the Proposed Scheme.

#### Auditor's Responsibility

5. Pursuant to the requirements of Act, our responsibility is to express reasonable assurance in the form of an opinion based on our examination and according to information and explanations given to us as to whether the proposed accounting treatment contained in the paragraph 13 of Part E of the Proposed Scheme (refer Annexure A) complies with the Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (India Accounting Standards) Amendment Rules, 2016 and Other Generally Accepted Accounting Principles.
6. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria. Accordingly, we have performed the following procedures in relation to the Certificate:
  - i. Read the proposed accounting treatment specified in Paragraph 13 of Part E of the Proposed Scheme obtained other necessary information and explanations from the management.
  - ii. Validated the accounting treatment as described in paragraph 13 of Part E of the aforesaid scheme with accounting treatment as prescribed under Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (India Accounting Standards) Amendment Rules, 2016 (the 'Act') and Other Generally Accepted Accounting Principles.

7. We performed procedures in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.  
Further, our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be to express an opinion on the specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity as the statutory auditors of any financial statements of the Company.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. Our examination did not extend to any aspects of a legal or propriety nature covered in the Scheme.
10. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

#### **Opinion**

11. Based on our examination and according to the information and explanations given to us, in our opinion the accounting treatment specified in paragraph 13 of Part E of the Proposed Scheme (refer Annexure A), is in compliance with Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (India Accounting Standards) Amendment Rules, 2016 and Other Generally Accepted Accounting Principles.

#### **Restriction on Use**

12. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose to comply with the requirements of the provisions of sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for onward submission to the National Company Law Tribunal. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

Sd/-

**per Vikas Mehra**

Partner

Membership Number: 094421

Place of Signature: Gurugram, India

Date: September, 20, 2018

**Enclosed:** Extract of proposed accounting treatment specified in paragraph 13 of the Proposed Scheme (Annexure A)

**Annexure 1 to Independent Auditor's Certificate on the accounting treatment contained in Proposed Scheme of Amalgamation**

13. **ACCOUNTING TREATMENT**
- 13.1 Notwithstanding anything to the contrary herein, upon this Scheme becoming effective, the Transferee Company shall give effect to the accounting treatment in its books of account in accordance with the accounting standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, or any other relevant or related requirement under the Companies Act, as applicable on the Effective Date.
- 13.2 Accounting policies of the Transferor Companies will be harmonized with that of the Transferee Company following the amalgamation (i.e. merger by way of absorption).
- 13.3 The Transferee Company shall, upon the Scheme being sanctioned by the National Company Law Tribunal, record the assets and liabilities of the Transferor Companies vested in it pursuant to their Scheme of Amalgamation, at the respective book values thereof as appearing in the books of the Transferor Companies, prepared in accordance with Indian Accounting Standards.
- 13.4 Amounts lying in the balance of the "Profit and Loss Account" in the books of account of the Transferor Companies shall be adjusted by the Transferee Company to its "Profit and Loss Account."
- 13.5 The inter-company balances between the Transferee Company and the Transferor Company, if any appearing in the books of the Transferee Company shall stand cancelled. Further, the value of investments held by the Transferee Company on the appointed date shall stand cancelled pursuant to amalgamation.
- 13.6 If there is any difference in accounting policies of the Transferor Companies and that of the Transferee Company, the impact of the same till the appointed date will be quantified and same should be appropriately adjusted and reported in accordance with the applicable accounting rules and principles, so as to ensure that the financial statement of the Transferee Company reflects the financial position on the basis of consistent accounting policies.
- 13.7 The difference between the share-capital of the Transferor Company and the book value of the investments cancelled in terms of Clause 13.5 above shall be transferred to Capital Reserve and would be presented separately from other capital reserves in the books of Transferee Company. However, where such difference between the share-capital of the Transferor Company and the book value of the investments cancelled in terms of Clause 13.5 is negative, such negative balance shall be adjusted to General Reserve.
- 13.8 Subject to the above, the reserves of the Transferor Company will be incorporated in the books of the Transferee Company in the same form as they appeared in the financial statements, prepared in accordance with Indian Accounting Standards, of the Transferor Company.
- 13.9 Further in case of any difference in accounting policy between the Transferor Companies and the Transferee Company, the impact of the same till the amalgamation will be quantified and adjusted in the Retained earnings of the Transferee Companies, to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

## ANNEXURE - D

MINISTRY OF CORPORATE AFFAIRS ACKNOWLEDGEMENT	
SRN : H30926836	Service Request Date : 03/12/2018
<b>Received From</b>	
Name : Havells India Limited	
Address : 1, Raj Narain Marg, Civil Lines, Delhi, Delhi India - 110054	
<b>Entity on whose behalf money is paid</b>	
CIN : L31900DL1983PLC016304	
Name : Havells India Limited	
Address : 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001	
<b>Full Particulars of Remittance</b>	
Service Type : eFiling	
<b>Service Description</b>	
Fee For Form GNL-1	
Note: The defects or incompleteness in any respect in this eForm as noticed shall be placed on the Ministry's website (www.mca.gov.in). In case the eForm is marked as RSUB or PUCL, please resubmit the eForm or file Form GNL-4(Addendum), respectively. Please track the status of your transaction at all times till it is finally disposed off. (Please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014) It is compulsory to file Form GNL-4 (Addendum) electronically within the due date whenever the document is put under PUCL, failing which the system will treat the document as invalid and will not be taken on record in accordance with Rule 10(4) of the Companies (Registration offices and Fees) Rules, 2014	

**ANNEXURE E  
PRE AND POST SCHEME SHAREHOLDING PATTERN**

**A. PRE – SCHEME****1. HAVELLS GLOBAL LTD. (Transferor Company No.1)**

Particulars	Amount INR
<b>Authorized Capital</b>	
50,000 Equity shares having face value of Rs. 10/- each	5,00,000/-
	<b>5,00,000/-</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares Having face value of INR 10/-each fully paid up	5,00,000/-
	<b>5,00,000/-</b>

**2. STANDARD ELECTRICAL LTD. (Transferor Company No.2)**

Particulars	Amount INR
<b>Authorized Capital</b>	
50,000 Equity shares having face value of Rs. 10/- each	5,00,000/-
	<b>5,00,000/-</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares Having face value of INR 10/-each fully paid up	5,00,000/-
	<b>5,00,000/-</b>

**3. LLOYD CONSUMER PVT. LTD (Transferor Company No.3)**

Particulars	Amount INR
<b>Authorized Capital</b>	
50,000 Equity shares having face value of Rs. 10/- each	5,00,000/-
	<b>5,00,000/-</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares Having face value of INR 10/-each fully paid up	5,00,000/-
	<b>5,00,000/-</b>

**4. PROMPTEC RENEWABLE ENERGY SOLUTIONS PVT. LTD. (Transferor Company No. 4)**

Particulars	Amount INR
<b>Authorized Share Capital</b>	
30,00,000 Equity Shares of Rs. 10/- each	3,00,00,000/-
5,50,000 Redeemable Preference Shares of Rs. 10/- each	55,00,000/-
	<b>3,55,00,000/-</b>
<b>Issued, Subscribed and Paid up Capital</b>	
26,36,226 Equity Shares of Rs. 10/- each, fully paid	2,63,62,260/-
	<b>2,63,62,260/-</b>

**5. HAVELLS INDIA LIMITED (Transferee Company)**

Particulars	Amount INR
<b>Authorized Share Capital</b>	
1,00,05,00,000 Equity Shares of Re. 1/- each	1,00,05,00,000/-
	<b>1,00,05,00,000/-</b>
<b>Issued, Subscribed and Paid up Capital</b>	
62,54,72,910 Equity Shares of Re. 1/- each, fully paid	62,54,72,910/-
	<b>62,54,72,910/-</b>

**B. POST SCHEME**

Upon the Scheme becoming effective, the above-mentioned Transferor Companies No. 1 to 4 shall stand amalgamated with Havells India Limited (Transferee Company); the Capital Structure of the Transferee Company, post amalgamation will be as below:

Particulars	Amount INR
<b>Authorized Share Capital</b>	
1,03,20,00,000 Equity Shares of Re. 1/- each	1,03,20,00,000/-
5,50,000 Redeemable Preference Shares of Rs. 10/- each	55,00,000/-
	<b>1,03,75,00,000/-</b>
<b>Issued, Subscribed and Paid up Capital</b>	
62,54,72,910 Equity Shares of Re. 1/- each, fully paid	62,54,72,910/-
	<b>62,54,72,910/-</b>



BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION NO. CA(CAA) 160(PB)/2018

In the matter of the Companies Act, 2013;  
And

In the matter of application under Section 230–232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)

And

In the matter of Scheme of Amalgamation of Havells Global Limited ('Transferor Company No.1'), Standard Electrical Limited ('Transferor Company No.2'), Lloyd Consumer Private Limited ('Transferor Company No.3') & Promptec Renewable Energy Solutions Private Limited ('Transferor Company No.4') with Havells India Limited ('Transferee Company' or 'Company').

Havells India Limited [CIN: L31900DL1983PLC016304], )  
A company incorporated under the Companies Act, 1956 )  
having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, )  
K G Marg, Connaught Place, New Delhi-110001 ) **...Transferee Company**

**PROXY FORM**  
**HAVELLS INDIA LIMITED**

CIN: L31900DL1983PLC016304

**Registered Office:** 904, 9<sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**Corporate Office:** QRG Towers, 2D, Sec- 126, Expressway, Noida - 201304 Uttar Pradesh.

**Website:** www.havells.com; E-Mail investors@havells.com

**Phone:** 0120-3331000 | Fax: 0120-3332000

Name of the Unsecured Creditor: .....  
Address of Unsecured Creditor: .....  
E-mail ID: .....

I/We, the undersigned as an unsecured creditor of Havells India Limited, hereby appoint:

1. Name: .....  
Address: .....  
E-mail ID: .....  
Signature:.....  
failing him/her
2. Name: .....  
Address: .....  
E-mail ID: .....  
Signature:.....  
failing him/her

3. Name: .....  
 Address: .....  
 E-mail ID: .....  
 Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Meeting of the Unsecured creditor to be held at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003 on 28.01. 2019 at 12:30 PM and at any adjournment thereof, in respect of such resolution and in such manner as are indicated below:

Resolution No.	Resolution Description	For*	Against*
1.	Resolution pursuant to provisions of Section 230-232 of the Companies Act 2013 read with relevant Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and NCLT Rules, 2016 and SEBI LODR Regulations and SEBI Circulars and other relevant provisions of applicable law for approval of the Scheme of Amalgamation of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ( <b>‘Transferor Companies’</b> ) with Havells India Limited ( <b>‘Transferee Company’</b> or <b>‘Company’</b> ).		

Affix Revenue Stamp of Re 1/-
--

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018/ 2019

Signature of Unsecured Creditor \_\_\_\_\_

Signature of Proxy Holder \_\_\_\_\_

**Notes:**

- \*1 Please put a “X” in the Box in the appropriate column. If you leave ‘For’ or ‘Against’ column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate. Alterations, if any, made in the Form of Proxy should be initialed.
- 2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Transferee Company, not less than 48 hours before the commencement of the Meeting.
- 3. The proxy form should be signed across the revenue stamp.

**HAVELLS INDIA LIMITED**

CIN: L31900DL1983PLC016304

**Registered Office:** 904, 9<sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**Corporate Office:** QRG Towers, 2D, Sec- 126, Express way,  
Noida - 201304 Uttar Pradesh.

**Website:** www.havells.com; E-Mail investors@havells.com

**Phone:** 0120-3331000 | Fax: 0120-3332000

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**ATTENDANCE SLIP**

**MEETING OF THE UNSECURED CREDITOR OF HAVELLS INDIA LIMITED ON 28.01.2019 AT 12:30 P.M**

Name of the Unsecured Creditor	
Address of the Unsecured Creditor	

I/ We hereby record my/our presence at the meeting of the Unsecured creditor of Havells India Limited, convened pursuant to the order dated 06.12.2018 of the National Company Law Tribunal, Principal Bench at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003 on 28.01.2019 at 12:30 P.M. IST.

UnSecured Creditor's/ Proxy's name in BLOCK letters

Signature of UnSecured Creditor /Proxy

# ROUTE MAP



 **Sri Sathya Sai International Centre**  
Pragati Vihar, Lodhi Road, New Delhi- 110 003

**HAVELLS INDIA LIMITED**

CIN: L31900DL1983PLC016304

**Registered Office:** 904, 9<sup>th</sup> Floor, Surya Kiran Building, K.G. Marg, Connaught Place, New Delhi- 110 001**Corporate Office:** QRG Towers, 2D, Sec- 126, Expressway, Noida - 201304 Uttar Pradesh.**Website:** <http://www.havells.com> ; E-Mail: investors@havells.com**Phone:** 0120-3331000 Fax: 0120-3332000

**NOTICE OF MEETING OF THE SECURED CREDITORS OF HAVELLS INDIA LIMITED**  
*(convened pursuant to the order dated 06.12.2018 passed by the National Company Law Tribunal,  
Principal Bench New Delhi)*

**DETAILS OF THE MEETING:**

Day	Monday
Date	28.01.2019
Time	02:00 P.M.
Venue	Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110003

**DOCUMENTS ENCLOSED:**

Sr. No.	Contents
1.	Notice of Meeting of the secured creditor(s) of Havells India Limited convened as per the directions of the National Company Law Tribunal, Principal Bench, New Delhi
2.	Explanatory Statement under Sections 230 to 232 read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013
3.	Scheme of Amalgamation between Havells Global Limited ( hereinafter referred to as “Transferor/Applicant Company No.1), Standard Electrical Limited (hereinafter referred to as “Transferor/Applicant Company No.2), Lloyd Consumer Private Limited (hereinafter referred to as “Transferor/Applicant Company No.3) & Promptec Renewable Energy Solutions Private Limited (hereinafter referred to as “Transferor No. 4/ Applicant Company”) and Havells India Limited (hereinafter referred to as the “Transferee Company/Applicant Company No. 4 ” or the “Transferee Company”) and under Sections 230–232 and 234 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Scheme”) - <b>Annexure A</b>
4.	Report adopted by the Directors of the Transferee Company as required under Section 232(2)(c) of the Companies Act, 2013 - <b>Annexure B</b>
5.	Certificate dated 20.09.2018 from the Statutory Auditor of Transferee Company i.e. M/s S.R Batliboi & Co. LLP stating that the accounting treatment proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013 - <b>Annexure C</b>
6.	Confirmation regarding filing of draft Scheme of Amalgamation with the Registrar of Companies on 3 <sup>rd</sup> December, 2018 vide Challan No. H30926836- <b>Annexure D</b>
7.	The complete Audited Financial Statements for the year ending 31.03.2018 of Transferee Company are available in the Annual Reports section of the Investor Relations Section in the website of the Transferee Company <a href="https://www.havells.com/en/discover-havells/investor-relation/financials/annual-reports.html">https://www.havells.com/en/discover-havells/investor-relation/financials/annual-reports.html</a>
8.	Pre and Post Scheme shareholding pattern of the Transferor Companies and Transferee Company – <b>Annexure E</b>
9.	Proxy Form
10.	Attendance Slip
11.	Route Map

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION NO. CA(CAA) 160(PB)/2018

In the matter of the Companies Act, 2013;

And

In the matter of application under Sections 230–232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)

And

In the matter of Scheme of Amalgamation of Havells Global Limited (**‘Transferor Company No.1’**), Standard Electrical Limited (**‘Transferor Company No.2’**), Lloyd Consumer Private Limited (**‘Transferor Company No.3’**) & Promptec Renewable Energy Solutions Private Limited (**‘Transferor Company No.4’**) with Havells India Limited (**‘Transferee Company’** or **‘Company’**).

Havells India Limited [CIN: L31900DL1983PLC016304], )  
A company incorporated under the Companies Act, 1956 )  
having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, )  
K G Marg, Connaught Place, New Delhi-110001 )

...Transferee Company

**NOTICE CONVENING MEETING OF THE SECURED CREDITOR(S) OF HAVELLS INDIA LIMITED**

Notice is hereby given that by an order dated 06.12.2018 (the **“Order”**), the Hon’ble Principal Bench of the National Company Law Tribunal (**“Hon’ble Tribunal”** or **“NCLT”**) has directed that a Meeting of the secured creditor(s) of the Transferee Company, be convened and held at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003 on 28.01.2019 at 02:00 P.M. IST to consider, and, if thought fit, to approve with or without modification(s), the proposed Scheme of Amalgamation of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited (**“Transferor Companies”**) with Havells India Limited (**“Transferee Company”** or **“Company”**).

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the secured creditors of the Transferee Company will be held at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003 on 28.01.2019 at 02:00 P.M. IST (**“Meeting”**), at which place, day, date and time the said secured creditor(s) of the Transferee Company are requested to attend.

Copies of the said Scheme and the Explanatory Statement under Section 230 and Section 232 of the Companies Act, 2013 read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, can be obtained free of charge at the Registered Office of the Transferee Company between 10:30 am to 12:30 pm on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting.

Persons entitled to attend and vote at the Meeting, may vote in person, by proxy, through postal ballot or through electronic means, provided that all proxies in the prescribed form, duly completed, stamped and signed or authenticated by the concerned person, are deposited at the registered office of the Transferee Company not later than 48 hours before the scheduled time of the Meeting. Form of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Transferee Company.

The Hon’ble Tribunal has appointed Mr. Jaideep Tandan, Advocate as the Chairman of the Meeting and failing him Ms. Shivani Gupta, Advocate as the Alternate Chairman of the said Meeting including for any adjournment(s) thereof. The Hon’ble Tribunal has also appointed Mr. Ananda Rao Karoda, a Practising Company Secretary, as the Scrutinizer for the Meeting, including for any adjournment(s) thereof. The abovementioned Scheme, if approved by the secured creditors, will be subject to the subsequent approval of the Hon’ble Tribunal.

**TAKE NOTICE** that the following resolutions are proposed under *Section 230 to Section 232* of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for the purpose of considering, and if thought fit, approving, with or without modification, the proposed scheme of amalgamation between Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ("**Transferor Companies**") and Havells India Limited ("**Transferee Company**").

**"RESOLVED THAT** pursuant to the provisions of *Section 230 to Section 232* of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Principal Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Principal Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the Scheme of Amalgamation of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ('Transferor Companies') with Havells India Limited ('Transferee Company' or 'Company') ('Scheme') placed before this Meeting, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the National Company Law Tribunal, Principal Bench while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper".

A copy of the statement under Section 232(2) of the Act read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Merger Rules**") ("**Explanatory Statement**"), the Scheme and other enclosures including Form of Proxy and the Attendance Slip are enclosed and form part of the notice.

**Dated this 21<sup>st</sup> day of December, 2018.**

**Place – Noida**

**Regd. Office – 904, 9<sup>th</sup> Floor, Surya Kiran Building,  
Kasturba Gandhi Marg, Connaught Place  
New Delhi – 110001**

**For Havells India Limited**

**Sd/-**

**Sanjay Kumar Gupta  
Vice President & Company Secretary  
Membership No. – FCS 3348**

**NOTES :**

1. Only a secured creditor of the Transferee Company (i.e., Havells India Limited) (hereinafter referred to as "Secured Creditor(s)"), as on the date of the Meeting, is entitled to vote either in person or by proxy.
2. A Secured Creditor is entitled to attend and vote at the meeting, either in person or by proxy or through an authorized representative, as the case may be. Where a body corporate which is Secured Creditor authorizes any person to act as its representative at the meeting, a copy of the resolution of the board of directors or other governing body of such body corporate authorizing such person to act as its representative at the meeting, and certified to be a true copy by a director, the manager, the secretary, or other authorized officer of such body corporate shall be lodged with the Transferee Company.
3. A Secured Creditor entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and such a proxy need not be a Secured Creditor of the Transferee Company. The proxies to be effective should be deposited at the registered office of the Transferee Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.
4. A secured creditor or his/ her proxy is requested to bring the copy of the notice to the Meeting and produce the Attendance Slip duly completed, signed at the entrance of the Meeting venue.

5. A Secured Creditor (in case such Secured Creditor is an individual) or the authorized representative of the Secured Creditor (in case such Secured Creditor is a body corporate) or the proxy should carry their valid and legible identity proof (i.e. a PAN Card / Aadhaar Card / Passport / Driving License / Voter ID Card).
6. The notice, the Explanatory Statement together with the documents accompanying the same, are being sent to the Secured Creditor(s) by the permitted mode, whose names appear in the chartered accountant's certificate certifying the list of secured Creditor as on August 31, 2018 as had been filed with the Hon'ble Tribunal. These documents shall also be available on the Transferee Company's website, <http://www.havells.com> besides being on the websites of the stock exchanges where the equity shares of the Transferee Company are listed, namely, the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
7. It may be noted that the voting facility through ballot / polling paper will be provided at the Meeting venue.
8. There being the sole creditor, the quorum for the meeting shall be the said creditor. For the purposes of computing the quorum, the valid proxy shall also be considered.
9. In terms of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the Secured Creditor of the Transferee Company if the resolutions mentioned in the notice have been approved at the Meeting by a majority of persons representing three-fourths in value of total secured debt of the Secured Creditor of the Transferee Company, voting in person, by proxy.
10. In terms of the directions contained in the Order, the advertisement of the Meeting will be / has been published in the Business Standard (Delhi edition in English) and Jansatta (Delhi edition in Hindi) indicating the day, date, place and time of the Meeting and stating that the copies of the Scheme, the Explanatory Statement and the Form of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Transferee Company.
11. The Scrutinizer will submit his report to the Chairperson or the Alternate Chairperson (as the case may be) after completion of the scrutiny of the proxies as well as the polling papers submitted by the Secured Creditor. The Scrutinizer's decision on the validity of the votes shall be final. The results of the voting on the resolutions set out in the notice shall be endeavoured to be announced at the end of the meeting and latest by 30.01.2019. <http://www.havells.com>, besides being on the websites of the stock exchanges where the equity shares of the Transferee Company are listed, namely, the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
12. Route map to reach the venue for the Meeting is attached with this Notice.
13. All relevant documents referred to in the above Notice and other documents have been kept open for inspection by secured creditors of the Transferee Company at its Registered Office between 10.30 am to 12:30 pm on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION NO. CA(CAA) 160(PB)/2018

In the matter of the Companies Act, 2013;

And

In the matter of application under Section 230–232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)

And

In the matter of Scheme of Amalgamation of Havells Global Limited (**‘Transferor Company No.1’**), Standard Electrical Limited (**‘Transferor Company No.2’**), Lloyd Consumer Private Limited (**‘Transferor Company No.3’**) & Promptec Renewable Energy Solutions Private Limited (**‘Transferor Company No.4’**) with Havells India Limited (**‘Transferee Company’** or **‘Company’**).

Havells India Limited [CIN: L31900DL1983PLC016304],	)	
A company incorporated under the Companies Act, 1956	)	
having its registered office at 904, 9 <sup>th</sup> Floor, Surya Kiran Building,	)	
K G Marg, Connaught Place, New Delhi-110001	)	<b>...Transferee Company</b>

**EXPLANATORY STATEMENT UNDER SECTION 230 AND SECTION 232 READ WITH RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 FOR THE MEETING OF SECURED CREDITOR OF HAVELLS INDIA LIMITED, CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, PRINCIPAL BENCH**

1. This statement is being furnished pursuant to Sections 230-232 of the Companies Act, 2013 (**“Act”**) read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**“Merger Rules”**) (the **“Explanatory Statement”**).
2. Pursuant to an Order dated 06.12.2018 (**“Order”**), passed by the Hon’ble National Company Law Tribunal, Principal Bench (‘Hon’ble Tribunal’ or ‘NCLT’) in the Company Application No. CA(CAA) 160 (PB)/2018, a meeting of the secured creditor of Havells India Limited (**“Transferee Company”**) is being convened on 28.01.2019 at 02:00 P.M. IST at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003 (**“Meeting”**) for the purpose of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation between of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited (**“Transferor Company”**) and Havells India Limited (**“Transferee Company”**)(**“Scheme”**).
3. A copy of the Scheme is attached herewith as **Annexure A**. The proposed Scheme is envisaged to be effective from the Appointed Date 01.04.2018 but shall be made operative from the Effective Date (as defined in the Scheme).
4. The Scheme is presented pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Act, as may be applicable, for the amalgamation of the Transferor Company into the Transferee Company, on a going concern basis. Additionally, the Scheme also provides for various other matters consequential or otherwise integrally connected with the Scheme.

## DETAILS OF THE TRANSFEREE COMPANY AS PER RULE 6(3) OF THE MERGER RULES

### 5. Details of Applicant/ Transferee Company:

Havells India Limited (Transferee Company)	
Corporate Identification Number (CIN)	L31900DL1983PLC016304
Permanent Account Number (PAN)	AAACH0351E
Incorporation Date	August 08, 1983
Registered Office address	904, 9 <sup>th</sup> Floor, Surya Kiran Building, K.G. Marg, Connaught Place, New Delhi- 110 001
Stock Exchange(s) where securities of the Transferee Company is listed	(i) BSE Limited; and (ii) National Stock Exchange Limited

### 6. Summary of the Main Objects as per the Memorandum of Association of the Transferee Company:

- i. To carry on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centers, power control centers, distribution boards, rising mains, bus trucking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cutouts, wires and cables all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories including chokes, starters, switches and condensers.
- ii. To carry on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting and otherwise dealing in electronic and audio-visuals goods of every nature and description such as Television, Tape recorders, Radios, Records Players, Video Sets, Stereo system, decks, loud speakers, amplifier, gramophones, records, tapes, watches, clocks, walkie talkies, cameras, cassettes, transistors, assemblers and distributor, electronic flash guns, electronic digital goods, microwave ovens, radio paging systems, computers, miniaturised circuits goods, micro modules, inter-communication sets, microphones, dictaphones, telecommunication requisites, wireless/laboratory/testing equipments, electronic consumer and domestic goods, musical and visual appliances, apparatus, instruments, equipments and devices for amusement and entertainment, electronic goods required in any trade, industry or manufacture such as photographic, surgical, medical films, nautical, aeronautical, electrical defence industry and including equipment's, instruments and goods used in generation, transmission and receiving of any impulses such as and sound, light, electronic and electrical impulses and all kind of electronic accessories, appliances, implements, components, instruments, equipments stores and spares, spare parts, devices, contrivances, apparatus and supplies related to or connected with the aforesaid, and all such electronic goods adapted, invented and discovered in future.
- iii. To carry on business of electrical engineers and manufacture of all kinds of heavy and light electrical machinery and equipment's and apparatus for any purpose and to install, sell, hire or otherwise deal with the same in any manner whatsoever.
- iv. To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell, and generally deal in all kinds of sanitary fitting and bathroom fitting such as brass fittings, steel fittings and tiles and ceramic ware.
- v. To carry on the business as manufacturers, producers, processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockist, agents, factors, dealers, distributors, hirers or otherwise deal in every description of households and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hood (chimneys), hobs and other consumer durables and FMCG products.
- vi. To manufacture, set-up, buy, sell, store, distribute, generate, develop, advise, repair and deal in all kinds and sources of energy such as electrical, mechanical and light derived from conventional and non-conventional method, natural and other sources including renewable energy, in particular form the use of oil, gas, coal, water and other sources of energy such as Solar, Geothermal, Wind, Bio Gas, Gobar Gas, Waste and other residual product thereof and also to use, purchase, acquire, supply, distribute and apply the same for electrical, electronic and other products which the company deals in presently or may deal in future.

**7. Main business carried on by the Transferee Company:**

The Transferee Company is engaged *inter alia* in the business manufacturing assembling, altering, exchanging, buying, selling, importing, exporting or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting, fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution, boxes, cutouts, wires and cables all aluminium conductor and aluminium conductor steel reinforced, transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories, including chokes, starters, switches and condensers.

**8. Details of change of name, registered office and objects of the Transferee Company during the last five year:**

- Change of Name:** There has been no change in the name of the Transferee Company during the last five years.
- Change of Registered Office:** There was a change in the Registered office address of the Transferee Company in last five years. With effect from 1<sup>st</sup> January, 2017, the registered address of the Transferee Company is 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi 110001.
- Change of Objects:** The Objects clause of the Transferee Company was last changed in the AGM of the Transferee Company held in 2018 wherein an additional object was added in the Objects clause.

**9. Details of the capital structure of the Transferee Company including authorized, issued, subscribed and paid-up share capital:**

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
1,00,05,00,000 Equity Shares having face value of Re. 1/- each	1,00,05,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
62,54,72,910 Equity Shares having face value of Re. 1/- each, fully paid	62,54,72,910/-

**10. Names of the Directors and Promoters of the Transferee Company along with their addresses are mentioned herein below:**

Sr. No.	Name of Director	Address
1.	Sh. Anil Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
2.	Sh. Surjit Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
3.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
4.	Sh. Rajesh Kumar Gupta	4A, Under Hill Lane, Civil Lines, Delhi – 110 054
5.	Sh. Surender Kumar Tuteja	S-307, IInd Floor, Panchsheel Park, New Delhi – 110 017
6.	Sh. Vijay Kumar Chopra	4A, Harmony Tower, Dr. E Moses Road, Worli, Mumbai - 400018
7.	Sh. Adarsh Kishore	Badarika Farm House, Behind Railway Officers' Colony, Near Jagatpura Railway Station, Jaipur – 302 025
8.	Smt. Pratima Ram	Apt 32, Maple A, Prestige Greenwoods, Varthur Raod, Nagavarapalaya, C.V. Raman Nagar, Bengaluru – 560 093
9.	Sh. Mohandas Tellicheery Venkataraman Pai	521, The Embassy Ali Asker Road, Bangalore – 560 052
10.	Sh. Puneet Bhatia	House No. 525A, Magnolias Apartment, DLF Golf Course, DLF Phase-V, Galleria, Gurgaon (Haryana) – 122009
11.	Sh. Vellayan Subbiah	Old No.7, New No.12, Valliammai Achi Road, Kotturpuram Chennai 600085
12.	Sh. Jalaj Ashwin Dani	48, Home Villa Krishna Sanghi Path, Gamdevi, Mumbai – 400 007
13.	Sh. Upendra Kumar Sinha	K-94, Second Floor, Hauz Khas Enclave, New Delhi – 110 016
Sr. No.	Name of Promoter	Address
1.	Smt Vinod Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
2.	Sh. Anil Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
3.	Smt Sangeeta Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
4.	Sh. Abhinav Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054

5.	ARG Family Trust	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
6.	Sh. Surjit Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
7.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
8.	Smt Shalini Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
9.	Smt Santosh Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
10.	SKG Family Trust	78-A/1, Friends Colony (East), New Delhi – 110065
11.	QRG Enterprises Limited	904, 9TH Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi-110001
12.	QRG Investments and Holdings Limited	904, 9TH Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi-110001

**11. The date of the Board/ Committee Meeting at which the Scheme was approved by the Board of Directors of the Transferee Company, including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:**

Date of Board/ Committee Meeting Approving the Scheme	21 <sup>st</sup> September 2018
Names of the Directors who voted in favour of the resolution	1. Shri Surjit Kumar Gupta 2. Shri Ameet Kumar Gupta 3. Shri Rajesh Kumar Gupta
Names of the Directors who voted against the resolution	None
Names of the Director who did not vote or participate on the resolution	None

12. The amount due to secured creditors of the Transferee Company as on August 31, 2018 is INR 11,14,17,15,317.64/-.

**13. Disclosure about effect of amalgamation on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee:**

None of the directors nor the key managerial personnel of the Transferee Company have any material interest in the Scheme, save to the extent of shares / directorships / managerial positions held by the directors / key managerial personnel in the Transferee Company, if any. Further the Transferee Company has not appointed any debenture trustee.

**14. Disclosure about the effect of the Scheme on the following persons of the Transferee Company:**

Sr. No.	Persons	Effect of the Scheme
a.	Key managerial personnel	No effect
b.	Directors	No effect
c.	Promoters	No effect
d.	Non-promoter members	No effect
e.	Depositors	Not Applicable
f.	Creditors	No effect
g.	Debenture Holders	Not Applicable
h.	Deposit Trustee and debenture trustee	Not Applicable
i.	Employees of the Company	No effect

**DETAILS OF THE TRANSFEROR COMPANY AS PER RULE 6(3) OF THE MERGER RULES**

**15. Details of Transferor Companies**

Havells Global Limited (Transferor Company No.1 )	
Corporate Identification Number (CIN)	U31909DL2016PLC302444
Permanent Account Number (PAN)	AADCH9332C
Incorporation Date	04.07.2016

Registered Office address	904, 9 <sup>TH</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi-110001
Stock Exchange(s) where securities of the Transferor Company is listed	Unlisted

Standard Electrical Limited (Transferor Company No.2)	
Corporate Identification Number (CIN)	U31900DL2016PLC305794
Permanent Account Number (PAN)	AAXCS5894A
Incorporation Date	12.09.2016
Registered Office address	904, 9 <sup>TH</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi-110001
Stock Exchange(s) where securities of the Transferor Company is listed	Unlisted

Lloyd Consumer Private Limited (Transferor Company No.3)	
Corporate Identification Number (CIN)	U29309DL2017PTC317324
Permanent Account Number (PAN)	AADCL3103B
Incorporation Date	05.05.2017
Registered Office address	904, 9 <sup>TH</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi-110001
Stock Exchange(s) where securities of the Transferor Company is listed	Unlisted

Promptec Renewable Energy Solutions Private Limited (Transferor Company No.4)	
Corporate Identification Number (CIN)	U40108KA2008PTC047683
Permanent Account Number (PAN)	AAECP8149G
Incorporation Date	04.09.2008
Registered Office address	Shibra Farms, Nagasandra Main Road, 8 <sup>th</sup> Mile, Tumkur Road, Bangalore Karnataka- 560073
Stock Exchange(s) where securities of the Transferor Company is listed	Unlisted.

## 16. Summary of the Main Objects as per the Memorandum of Association of the Transferor Companies:

- a. Transferor Company No.1 inter-alia carries** on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, all type of relays, plate switches, piano type switches, contractors, relays, motor control centre, connectors, capacitors, electric motors, generators, electric magnets, motor control centres, power control centres, distribution board, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fans, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut- outs, wires and cables, all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.S Lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories such as chokes, starters, switches and condensers and also household and industrial appliances, vessels and utensils of all types including kitchenware, lifestyle products, other consumer durables and FMCG products. It also carries on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in electronic and audio-visual goods of every nature and description as well as electronic goods required in any trade, industry, domestic or manufacture as well as all type of component parts, accessories, ancillaries, stores and spares;
- b. Transferor Company No.2 inter-alia carries** on the business of manufacturing, assembling, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods, light engineering goods and instruments such as all type of switches, plate switches, piano type switches, circuit breakers, HRC Fuses, Meters, rectifiers, converters

and alternators, current transformers, switches, switchgears panels, contacts, etc. It also carries on the business of manufacturing, producers, processors, makers, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockist, agents, factors, dealers, distributors, hirers or otherwise deal in every description of household and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hoods (chimneys), hobs and other consumer durables and FMCG products.

**c. The Transferor Company No.3 inter-alia carries** on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centers, distribution boards, rising mains, bus trunking, etc. It also carries on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing exporting, and otherwise dealing in electronic and audio-visual goods of every nature and description such as Television, Tape recorders, Radios, etc.

**d. The Transferor Company No.4 inter-alia carries** on the business of analysing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing electrical and electronics products, solutions, components used in renewable energy, general lighting, any other areas of power and energy industry in domestic and international market; it also carries on the business of analysing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing of products, solutions, components used in solar lighting, water heating, LED lighting, general lighting, any other consumer, commercial utilities to cater to domestic and international markets in the renewable energy, power and lighting industry.

**17. Main business carried on by the Transferor Company:**

**Transferor Company No.1:**

The Transferor Company No. 1 is primarily engaged in the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments.

**Transferor Company No.2:**

The Transferor Company No. 2 is primarily engaged in the business of manufacturing, assembling, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods.

**Transferor Company No.3:**

The Transferor Company No. 3 is primarily engaged in the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments.

**Transferor Company No.4:**

The Transferor Company No. 4, is engaged in the business of analysing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing electrical and electronic products, solutions, components used in renewable energy, general lighting, any other areas of power and energy industry in domestic and international markets.

**18. Details of change of name, registered office and objects of the Transferor Companies during the last five year:**

- a) Change of Name: There has been no change in the name of the Transferor Companies.
- b) Change of Registered Office: There was a change in the Registered office address of the Transferor Company No. 1, Transferor Company No. 2 and Transferor Company No. 3 in last five years. In respect of Transferor Company 1 and Transferor Company No. 2, with effect from 1<sup>st</sup> January, 2017 and in respect of Transferor Company No. 3, with effect from 8<sup>th</sup> May, 2017, the registered office address of these companies is 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi 110001.
- c) Change of Objects: There has been no change in the objects of the Transferor Companies during the last five years.

**19. Details of the capital structure of the Transferor Companies including authorized, issued, subscribed and paid-up share capital:**

**Transferor Company No.1**

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
50,000 Equity Shares having face value of Rs. 10/- each	5,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares having face value of Rs. 10/- each, fully paid	5,00,000/-

**Transferor Company No.2**

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
50,000 Equity Shares having face value of Rs. 10/- each	5,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares having face value of Rs. 10/- each, fully paid	5,00,000/-

**Transferor Company No.3**

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
50,000 Equity Shares having face value of Rs. 10/- each	5,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares having face value of Rs. 10/- each, fully paid	5,00,000/-

**Transferor Company No.4**

Particulars	Amount (INR)
<b>Authorized Share Capital</b>	
30,00,000 Equity Shares having face value of Rs. 10/- each	3,00,00,000/-
5,50,000 Redeemable Preference Shares of Rs. 10/-	55,00,000/-
<b>Issued, Subscribed and Paid-up Share Capital</b>	
26,36,226 Equity Shares having face value of Rs. 10/- each, fully paid	2,63,62,260/-

**20. Details of the capital structure of the Transferor Companies post the amalgamation as envisaged under the Scheme:**

Upon the Scheme becoming effective, the Transferor Companies Shall stand dissolved without being wound up.

**21. Names of the Directors and Promoters of the Transferor Companies along with their addresses are mentioned herein below:**

**Transferor Company No. 1**

Sr. No.	Name of Promoter/ Director	Address of the Promoter/ Director
<b>DIRECTORS</b>		
1.	Sh. Anil Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
2.	Sh. Surjit Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
3.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
<b>PROMOTER</b>		
4.	Havells India Limited	904, 9 <sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**Transferor Company No. 2**

Sr. No.	Name of Promoter/ Director	Address of the Promoter/ Director
<b>DIRECTORS</b>		
1.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
2.	Sh. Pardeep Kumar Gupta	B-3/283, First Floor, Paschim Vihar, Delhi - 110063
3.	Smt. Bhavna Banerjee	4/57,Block 4, Old Rajinder Nagar, Delhi - 110060
<b>PROMOTER</b>		
4.	Havells India Limited	904, 9 <sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**Transferor Company No. 3**

Sr. No.	Name of Promoter/ Director	Address of the Promoter/ Director
<b>DIRECTORS</b>		
1.	Sh. Anil Rai Gupta	'QRG Niwas', 1, Raj Narain Marg, Civil Lines, Delhi – 110054
2.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
<b>PROMOTER</b>		
3.	Havells India Limited	904, 9 <sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**Transferor Company No. 4**

Sr. No.	Name of Promoter/ Director	Address of the Promoter/ Director
<b>DIRECTORS</b>		
1.	Sh. Surjit Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
2.	Sh. Ameet Kumar Gupta	78-A/1, Friends Colony (East), New Delhi – 110065
3.	Sh. Rajiv Goel	House No 4 GF1 Ground Floor ATS One Hamlet Noida, UP - 201304
<b>PROMOTER</b>		
4.	Havells India Limited	904, 9 <sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**22. The date of the Board Meeting at which the Scheme was approved by the Board of Directors of the Transferor Companies, including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:**

Transferor Companies	Transferor Company No.1	Transferor Company No.2	Transferor Company No.3	Transferor Company No.4
Date of Board Meeting Approving the Scheme	September 19, 2018	September 19, 2018	September 6, 2018	September 19, 2018
Names of the Directors who voted in favour of the resolution	1. Shri Surjit Kumar Gupta 2. Shri Ameet Kumar Gupta	1. Shri Ameet Kumar Gupta 2. Shri Pardeep Kumar Gupta 3. Smt Bhavna Banerjee	1. Shri Anil Rai Gupta 2. Shri Ameet Kumar Gupta	1. Shri Ameet Kumar Gupta 2. Shri Surjit Kumar Gupta 3. Shri Rajiv Goel
Names of the Directors who voted against the resolution	None	None	None	None
Names of the Director who did not vote or participate on the resolution	None	None	None	None

23. (i) The amount due to unsecured creditors of the Transferor Company No.1 as on 31.08.2018 is NIL as there are no unsecured creditors.  
(ii) The amount due to unsecured creditors of the Transferor Company No.2 as on 31.08.2018 is NIL as there are no unsecured creditors.  
(iii) The amount due to unsecured creditors of the Transferor Company No.3 as on 31.08.2018 is NIL as there are no unsecured creditors.  
(iv) The amount due to unsecured creditors of the Transferor Company No.4 as on 31.08.2018 is Rs. 11,49,77,112/- .

**24. Disclosure about effect of amalgamation on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee:**

None of the directors nor the key managerial personnel of the Transferor Companies have any material interest in the Scheme, save to the extent of shares / directorships / managerial positions held by the directors / key managerial personnel in the Transferor Companies, if any. Further the Transferor Companies has not appointed any debenture trustee.

**25. Disclosure about the effect of the Scheme on the following persons of the Transferor Companies:**

Sr. No.	Persons	Effect of the Scheme
a.	Key managerial personnel	No effect
b.	Directors	No effect
c.	Promoters	No effect
d.	Non-promoter members	No effect
e.	Depositors	Not Applicable
f.	Creditors	No effect
g.	Debenture Holders	Not Applicable
h.	Deposit Trustee and debenture trustee	Not Applicable
i.	Employees of the Company	All the permanent employees of the Transferor Companies shall become permanent employees of the Transferee Company, with effect from the Appointed Date, without any break in their service

**26. Relationship between the Transferee Company and the Transferor Companies:**

The Transferor Companies are Wholly Owned Subsidiary of the Transferee Company.

**27. Rationale and Benefits of the Scheme**

*“The rationale for the amalgamation of the Transferor Company into the Transferee Company is, inter alia, as follows:*

- The amalgamation will facilitate consolidation of the businesses of the Transferor Companies and the Transferee Company into a single corporate operation.*
- The amalgamation of the Transferor Companies into the Transferee Company would create synergies of operations besides economies in administrative and managerial costs by combining operations and would result in improved performance for the amalgamated Transferee Company and would enhance the shareholders’ value.*
- The amalgamation will improve the management of the Transferee Company by combining the legal entities and the amalgamation will reduce expenditure by eliminating administrative functions and multiple record keeping.*
- In view of aforesaid, the Board of Directors of Transferor Companies and Transferee Company have considered and proposed the amalgamation of entire undertaking and business of Transferor Companies with Transferee Company in order to benefit their respective stakeholders. Accordingly, Board of Directors of Transferor Companies and Transferee Company have formulated this Scheme of Amalgamation for the transfer and vesting of entire undertaking and business of Transferor Companies with and into Transferee Company, pursuant to provisions of Section 230 to Section 232 and other relevant provisions of the Act.*

28. The Scheme does not involve any reduction in the Share Capital or debt restructuring and therefore the requirement to disclose details of capital or debt restructuring is not applicable.

29. Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other government authorities required, received or pending for the proposed scheme of amalgamation – Not Applicable

**30. Investigation or proceedings pending against the Transferor Companies under the Act:**

There are no investigations or proceedings pending against the Transferor Companies under this Companies Act 2013.

**31. Investigation or proceedings pending against the Transferee Company under the Act:**

There are no investigations or proceedings pending against the Transferee Company under this Companies Act 2013.

**32. Inspection of Documents:**

The following documents will be open for inspection at the Registered office of the Transferee Company between 10:30 am to 12:30 pm on all working days (except Saturdays, Sundays and public holidays) up to the date of the Meeting.

- a. Latest audited financial statements of the Transferee Company including consolidated financial statements;
- b. Copy of the order of Hon'ble Tribunal in pursuance of which the meeting is to be convened;
- c. Copy of Scheme as filed before the Hon'ble Tribunal;
- d. The certificate issued by Auditors of the Transferee Company to the effect that the accounting treatment, if any, proposed in the scheme of amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013

**Dated this 21<sup>st</sup> day of December, 2018.**

**Place – Noida**

**For Havells India Limited**

**Regd. Office – 904, 9<sup>th</sup> Floor, Surya Kiran Building,  
Kasturba Gandhi Marg, Connaught Place  
New Delhi – 110001**

**Sd/-  
Sanjay Kumar Gupta  
Vice President & Company Secretary  
Membership No. – FCS 3348**



# HAVELLS INDIA LIMITED

CIN : L31900DL1983PLC016304

Regd. Office : 904, 9th Floor, Surya Kiran Building, K.G. Marg, Connaught Place, New Delhi-110 001

Corp. Office : QRG Towers, 2D, Sector-126, Expressway, Noida, U.P.-201 304

Tel. : 0120-3331000, Fax : 0120-3332000, Email : investors@havells.com, Website : www.havells.com

## SCHEME OF AMALGAMATION

BY & BETWEEN

1. HAVELLS GLOBAL LTD.
2. STANDARD ELECTRICAL LTD.
3. LLOYD CONSUMER PVT. LTD.
4. PROMPTEC RENEWABLE ENERGY SOLUTIONS PVT. LTD.

.....TRANSFEROR COMPANIES

AND

HAVELLS INDIA LIMITED

..... TRANSFEREE COMPANY

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS  
(Under Sections 230 to 232 of the Companies Act, 2013)

Prepared by:

**M/s. HAMMURABI & SOLOMON PARTNERS**

Advocates & Corporate Law Advisors

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5.	Part D: Transfer and Vesting
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7.	Part F: General Terms and Conditions
8.	Schedule I: List of Tangible and Intangible Assets of Transferor Companies
9.	Schedule II : List of Licenses of Transferor Companies

## **INTRODUCTION**

This Scheme of Amalgamation ("**Scheme**") provides for the amalgamation of the Transferor Companies with the Transferee Company pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the Act).

The Scheme is carved out into following parts:

- (i) **Part A** - Description of the Companies;
- (ii) **Part B** - Rationale of the scheme;
- (iii) **Part C** - Definitions of the terms used in this Scheme, and share capital of the Transferor Companies and the Transferee Company;
- (iv) **Part D** - Transfer and vesting of all the Undertakings (as hereinafter defined) of the Transferor Companies in favour of Transferee Company;
- (v) **Part E** - Accounting Treatment for the amalgamation in the books of the Transferee Company; and
- (vi) **Part F** - General Terms and conditions applicable to this Scheme and, other matters consequential and integrally connected thereto.

### **PART A**

#### **1. DESCRIPTION OF THE TRANSFEROR & TRANSFEE COMPANIES**

- 1.1 "Havells Global Ltd.", the Transferor Company no.1 herein is a public company, limited by shares incorporated under the provisions of Companies Act, 2013, having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001. The Transferor Company no. 1 is carrying on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, all type of relays, plate switches, piano type switches, contractors, relays, motor control centre, connectors, capacitors, electric motors, generators, electric magnets, motor control centres, power control centres, distribution board, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fans, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut- outs, wires and cables, all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.S Lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories such as chokes, starters, switches and condensers and also household and industrial appliances, vessels and utensils of all types including kitchenware, lifestyle products, other consumer durables and FMCG products.
- 1.2 "Standard Electrical Ltd.", the Transferor Company no.2 herein is a public company, limited by shares incorporated under the provisions of Companies Act, 2013, having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001. The Transferor Company no. 2 is carrying on the business of manufacturing, assembling, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods, light engineering goods and instruments such as all type of switches, plate switches, piano type switches, circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, all type of relays, contractors, relays, motors control centre, connectors, capacitors, electric motors, generators, electric magnets, motor control centres, power control centres, distribution board, rising mains, bus fans, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut-outs, wires and cable, all aluminium conductor and aluminium conductor steel reinforced transformer, G.L.C Lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories such as chokes, starters, switches and condensers.
- 1.3 "Lloyd Consumer Pvt. Ltd.", the Transferor Company no.3 herein is a private company, limited by shares incorporated under the provisions of Companies Act, 2013, having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001. The Transferor Company no. 3 is carrying on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cutouts, wires and cables all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories including chokes, starters, switches and condensers.
- 1.4 "Promptec Renewable Energy Solutions Pvt. Ltd.", the Transferor Company no.4 herein, is a private company, limited by shares incorporated under the provisions of the Companies Act, 1956, having its registered office at Shibra Farms, Nagasandra Main Road, 8<sup>th</sup> Mile, Tumkur Road, Bangalore, Karnataka - 560073. The Transferor Company No. 4 is carrying on the business of analyzing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing electrical and electronics products, solutions, components used in renewable energy, general lighting, any other areas of power and energy industry in domestic and international markets; analyzing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing of products, solutions, components used in solar lighting, water heating, LED lighting, general lighting, any other consumer, commercial utilities to cater to domestic and international markets in the renewable energy, power and lighting industry.
- 1.5 "Havells India Limited", the Transferee Company herein, is a listed public company, limited by shares incorporated under the provisions of the Companies Act, 1956, having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001. The Transferee Company is carrying on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting, fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution, boxes, cutouts, wires and cables all aluminium conductor and aluminium conductor steel reinforced, transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories, including chokes, starters, switches and condensers

### **PART B**

#### **2. RATIONALE OF THE SCHEME OF AMALGAMATION**

- 2.1 The amalgamation will facilitate consolidation of the businesses of the Transferor Companies and the Transferee Company into a single corporate operation
- 2.2 The amalgamation of the Transferor Companies into the Transferee Company would create synergies of operations besides economies in administrative and managerial costs by combining operations and would result in improved performance for the amalgamated Transferee Company and would enhance the shareholders' value.
- 2.3 The amalgamation will improve the management of the Transferee Company by combining the legal entities and the amalgamation will reduce expenditure by eliminating administrative functions and multiple record keeping.
- 2.4 In view of aforesaid, the Board of Directors of Transferor Companies and Transferee Company have considered and proposed the amalgamation of entire undertaking and business of Transferor Companies with Transferee Company in order to benefit their respective stakeholders. Accordingly, Board of Directors of Transferor Companies and Transferee Company have formulated this Scheme of Amalgamation for the transfer and vesting of entire undertaking and business of Transferor Companies with and into Transferee Company, pursuant to provisions of Section 230 to Section 232 and other relevant provisions of the Act.

### **PART C**

#### **3. DEFINITIONS AND SHARE CAPITAL**

- 3. In this Scheme, unless repugnant to the context, the following expressions shall have the following meaning:
- 3.1 "**Act**" or "**the Act**" shall mean the Companies Act, 2013, and shall include any statutory modifications, re-enactment or amendments thereof.
- 3.2 "**Applicable Laws**" means any applicable statute, notification, bye laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, orders or instructions having the force of law enacted or issued by any Appropriate Authority, including any statutory modifications or re-enactment thereof for the time being in force.
- 3.3 "**Appointed Date**" means the opening business hours of 1<sup>st</sup> day of April, 2018 or such other date as may be approved by the New Delhi Bench and Bangalore Bench of the National Company Law Tribunal.
- 3.4 "**Board of Directors**" or "**Board**" means the respective board of directors of the Transferor Companies and/or the Transferee Company, as the case may be, and shall include a duly constituted committee thereof.
- 3.5 "**Effective Date**" means the date on which the certified copies of the orders of the National Company Law Tribunal, New Delhi Bench and National Company Law

Tribunal, Bangalore Bench sanctioning this Scheme, is filed with the Registrar of Companies, Delhi & Haryana at Delhi and Registrar of Companies, Bangalore.

- 3.6 "**Legal Proceedings**" means any proceedings taken by and/or against the Transferor Companies in any Court/Tribunal/Forum/Authority, as pending on the Appointed Date.
- 3.7 "**National Company Law Tribunal**" means the National Company Law Tribunal, New Delhi Bench and National Company Law Tribunal, Bangalore Bench, collectively.
- 3.8 "**Shareholders**", with respect to the Transferor Companies and the Transferee Company, means respectively, the persons registered from time to time, as the holders of the equity shares of the respective companies concerned.
- 3.9 "**Transferor Companies**" means:
- "Havells Global Ltd.", a company registered under Companies Act, 2013 and having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001;
  - "Standard Electrical Ltd.", a company registered under Companies Act, 2013 and having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001;
  - "Lloyd Consumer Pvt. Ltd.", a company registered under Companies Act, 2013 and having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001;
  - "Promptec Renewable Energy Solutions Pvt. Ltd.", a company registered under the Companies Act, 1956 and having its registered office at Shibra Farms, Nagasandra Main Road, 8<sup>th</sup> Mile, Tumkur Road, Bangalore, Karnataka – 560073;
- 3.10 "**Transferee Company**" means "Havells India Limited", a company registered under the Companies Act, 1956, and having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001.
- 3.11 "**Scheme**" or "**the Scheme**" or "**this Scheme**" means this Scheme of Amalgamation in its present form or with any modification(s) approved or directed by the National Company Law Tribunal, .
- 3.12 "**Undertaking**" or "**the Undertakings**", means the whole of the undertaking and entire business of the Transferor Companies as a going concern, including (without limitation):
- All the assets and properties (whether movable or immovable, tangible or intangible, real or personal, corporeal or incorporeal, present, future or contingent) (**List of tangible and intangible assets enclosed as Schedule I**) of the Transferor Companies, including but not limited to, plant and machinery, equipment, buildings and structures, offices, residential and other premises, sundry debtors, furniture, fixtures, office equipment, appliances, packing material, accessories, depots, deposits, all stocks, assets, investments of all kinds (including shares, scrips, stocks, bonds, debenture stocks, units), and interests in its subsidiaries, cash balances or deposits with banks, loans, advances, disbursements, contingent rights or benefits, book debts, receivables, actionable claims, earnest moneys, advances or deposits paid by the Transferor Companies, financial assets, leases (including lease rights), hire purchase contracts and assets, lending contracts, rights and benefits under any agreement, borrowing limits, investment limits benefit of any security arrangements or under any guarantees, reversions, powers, municipal permissions, tenancies in relation to the office and/or residential properties for the employees or other persons, guest houses, godowns, warehouses, fixed and other assets, domain names, tradenames, brandname, trademarks service names and marks, patents, copyrights, and other intellectual property rights of any nature whatsoever, know how, good will, licenses (**List of Licenses/ Brand/ Trade Names enclosed as Schedule II**) rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights including, title, interests, other benefits (including tax benefits), easements, privileges, liberties, mortgages, hypothecations, pledges or other security interests created in favour of the Transferor Companies and advantages of whatsoever nature and wheresoever situated in India or abroad, belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Companies or in connection with or relating to the Transferor Companies and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Companies, whether in India or abroad;
  - All liabilities (including contingent liabilities), including but not limited to, secured and unsecured debts, sundry creditors, duties and obligations of the Transferor Companies, of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised;
  - All agreements, rights, contracts, entitlements, permits, licenses, approvals, authorizations, concessions, consents, quota rights, engagements, arrangements, authorities, allotments, benefits of any guarantees, reversions, powers and all other approvals of every kind, nature and description whatsoever relating to the business activities and operations of the Transferor Companies;
  - All records, files, papers, computer programs, manuals, data, catalogues, sales material, lists of customers and suppliers, other customer information and all other records and documents relating to the business activities and operations of the Transferor Companies;
  - All Permanent staff, workmen and employees engaged by the Transferor Companies as on the Effective Date.
  - All brand names, trademarks, trade names, patents and domain names, filings, dossiers copyrights, industrial designs, trade secrets, know-how; data, formulations, technology, methodology, manufacturing procedures and techniques, test procedures, product registrations, applications and authorizations and other intellectual property and all other interests exclusively relating to the goods or services being dealt with by the Transferor Companies; and
  - All intellectual property rights created, developed or invented by employees concentrated on the research, development or marketing of products (including process development or enhancement) in connection with the Transferor Companies;
- All capitalized terms not defined but used in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations and byelaws, as the case may be, or any statutory amendment(s) or re-enactment thereof, for the time being in force.

#### 4. **SHARE CAPITAL:**

##### 4.1 **TRANSFEROR COMPANIES:**

- a. The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No.1, namely, Havells Global Ltd., as on March 31, 2018 is as under: -

<b>Authorised Share Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	<b>5,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each, fully paid	<b>5,00,000</b>

- b. The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No.2, namely, Standard Electrical Ltd., as on March 31, 2018 is as under: -

<b>Authorised Share Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	<b>5,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each, fully paid	<b>5,00,000</b>

- c. The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No.3, namely, Lloyd Consumer Pvt. Ltd., as on March 31, 2018 is as under: -

<b>Authorised Share Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	<b>5,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each, fully paid	<b>5,00,000</b>

- d. The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company No.4, namely, Promptec Renewable Energy Solutions Pvt. Ltd., as on March 31, 2018 is as under: -

<b>Authorised Share Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	<b>3,00,00,000</b>
Redeemable Preference Share of Rs. 10/-	<b>55,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each, fully paid	<b>2,63,62,260</b>

#### 4.2 **TRANSFeree COMPANY:**

The Authorised, Issued, Subscribed and Paid-up share capital of the Transferee Company, namely, Havells India Limited as on March 31, 2018 is as under: -

<b>Authorised Share Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each	<b>100,05,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	<b>Amount (Rs.)</b>
Equity Shares of Rs.10/- each, fully paid	<b>62,51,48,473</b>

- 4.3 The shares of Transferor Companies are not listed on any Stock Exchange. The shares of Transferee Company are listed on National Stock Exchange and BSE Limited.
- 4.5 The Scheme does not involve any Reduction in the Share Capital or Corporate Debt Restructuring, hence disclosures under Section 230 (2) (b) and 230 (2) (c) are not required to be made by the Transferor Companies or the Transferee Company.
- 4.6 The Transferor Companies being wholly owned subsidiaries of the Transferee Company and consequently, the present Scheme being not involving either issuance or subscription of shares, the compliance of proposed Rule 9A of The Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, towards the requirement of dematerialization of the existing equity shares of any of the Transferor Companies is not required. The Transferee Company being a listed company, its shares are already in dematerialized form.

#### 5. **GENERAL DISCLOSURES**

##### 5.1 **TRANSFEROR COMPANIES**

- i. The Transferor Company No.1, Havells Global Ltd. is a Public Limited Company incorporated on 04.07.2016 under the Companies Act, 2013 with CIN U31909DL2016PLC302444 and PAN AADCH9332C having email id bhavna.chugh@havells.com and registered office at 904, 9th Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001 and has the following main objects:

- a. *To carry on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, all type of relays, plate switches, piano type switches, contractors, relays, motor control centre, connectors, capacitors, electric motors, generators, electric magnets, motor control centres, power control centres, distribution board, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fans, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut-outs, wires and cables, all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.S Lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories such as chokes, starters, switches and condensers and also household and industrial appliances, vessels and utensils of all types including kitchenware, lifestyle products, other consumer durables and FMCG products.*
- b. *To carry on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in electronic and audio-visual goods of every nature and description as well as electronic goods required in any trade, industry, domestic or manufacture as well as all type of component parts, accessories, ancillaries, stores and spares and to engineer develop, design, assemble, import and export, buy, sell, trade and otherwise deal in industrial, mining, agricultural and such other machines and machinery and all types of tools, plants, equipments, instruments, appliances and hardware and software of all kinds, general fitting amalgams, accessories and appliances of all description made of metal, alloy, glass, synthetic and other fibres, chemicals and PVC compounds, plastic or any other materials and to take agencies of any firms, company or companies, within or outside India and to appoint agents, distributors, salesman, travellers, convessors, sales organisers for the products likewise in India or abroad.*

- ii. The detail of Directors of Transferor Company no.1 is as under:

<b>Sr. No.</b>	<b>Name of Directors</b>	<b>DIN No.</b>	<b>Date of Appointment</b>
1	Sh. Anil Rai Gupta	00011892	04-07-2016
2	Sh. Surjit Kumar Gupta	00002810	04-07-2016
3	Sh. Ameet Kumar Gupta	00002838	04-07-2016

- iii. The Transferor Company No.2, Standard Electrical Ltd. is a Public Limited Company incorporated on 12.09.2016 under the Companies Act, 2013 with CIN U31900DL2016PLC305794 and PAN AAXCS5894A having email id bhavna.chugh@havells.com and registered office at 904, 9th Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001 and has the following main objects:

- a. *To carry on the business of manufacturing, assembling, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods, light engineering goods and instruments such as all type of switches, plate switches, piano type switches, circuit breakers, HRC Fuses, Meters, rectifiers, converters and alternators, current transformers, switches, switchgears panels, contacts, all type of relays, contractors, relays, motors control centre, connectors, capacitors, electric motors, generators, electric magnets, motor control centres, power control centres, distribution board, rising mains, bus fans, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut-outs, wires and cable, all aluminium conductor and aluminium conductor steel reinforced transformer, G.L.C Lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories such as chokes, starters, switches and condensers.*
- b. *To carry on the business of manufacturing, producers, processors, makers, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockist, agents, factors, dealers, distributors, hirers or otherwise deal in every description of household and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hoods (chimneys), hobs and other consumer durables and FMCG products.*

ii. The detail of Directors of Transferor Company no.2 is as under:

Sr. No.	Name of Directors	DIN No.	Date of Appointment
1	Sh. Ameet Kumar Gupta	00002838	03-07-2018
2	Sh. Pardeep Kumar Gupta	00183838	12-09-2016
3	Smt. Bhavna Banerjee	07730454	08-02-2017

v. The Transferor Company No.3, Lloyd Consumer Pvt. Ltd. is a Private Limited Company incorporated on 05.05.2017 under the Companies Act, 2013 with CIN U29309DL2017PTC317324 and PAN AADCL3103B having email id bhavna.chugh@havells.com and registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001 and has the following main objects:

- To carry on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting, trading or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar systems, feeder pillars, lighting fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cutouts, wires and cables all aluminum conductor and aluminum conductor steel reinforced transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories including chokes, starters, switches and condensers.
- To carry on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing exporting, and otherwise dealing in electronic and audio-visual goods of every nature and description such as Television, Tape recorders, Radios, Records Players, Video Sets, Stereo system, decks, loud speakers, amplifiers, gramophones, records, tapes, watches, clocks, walkie talkies, cameras, cassettes, transistors, assemblers and distributor, electronic flash guns, electronic digital goods, microwave ovens, radio paging systems, computers, miniaturized circuits goods, micro modules, intercommunications sets, microphones, Dictaphones, telecommunication requisites, wireless/laboratory/ testing equipment's, electronic consumer and domestic goods, musical and visual appliances, apparatus, instruments, equipment's and devices for amusement and entertainment, electronic goods required in any trade, industry or manufacture such as photographic, surgical, medical films, nautical, aeronautical, electrical defense industry and including equipment, instruments and goods used in generation, transmission and receiving of any impulses such as and sound, light, electronic and electrical impulses and all kinds of electronic accessories, appliances, implements, components, instruments, equipment stores and spares, spare parts, devices, contrivances, apparatus and supplies related to or connected with the aforesaid, and all such electronic goods adapted, invented and discovered in future.
- To carry on business of electrical engineers and manufacture of all kinds of heavy and light electrical machinery and equipment and apparatus for any purpose and to install, sell, hire or otherwise deal with the same in any manner whatsoever.
- To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell, and generally deal in all kinds of sanitary fittings and bathroom fittings such as brass fittings, steel fittings tiles and ceramic ware.
- To carry on the business as manufacturers, producers, processors, makers, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockiest, agents, factors, dealers, distributors, hirers or otherwise deal in every description of household and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hoods (chimneys), hobs and other consumer durables and FMCG products.

vi. The detail of Directors of Transferor Company No.3 is as under:

Sr. No.	Name of Directors	DIN No.	Date of Appointment
1	Sh. Anil Rai Gupta	00011892	08-05-2017
2	Sh. Ameet Kumar Gupta	00002838	08-05-2017

vii. The Transferor Company No.4, Promptec Renewable Energy Solutions Pvt. Ltd., is a Private Limited Company incorporated on 04.09.2008 under the Companies Act, 1956 with CIN U40108KA2008PTC047683 and PAN AAACP8149G having email id ameer.gupta@havells.com and registered office at Shibra Farms, Nagasandra Main Road, 8th Mile, Tumkur Road, Bangalore , Karnataka - 560073 and has the following main objects:

- To carry on the business of analysing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing electrical and electronics products, solutions, components used in renewable energy, general lighting, any other areas of power and energy industry in domestic and international markets.
- To carry on the business of analysing, designing, developing, enhancing, testing, manufacturing, marketing, sales, servicing of products, solutions, components used in solar lighting, water heating, LED lighting, general lighting, any other consumer, commercial utilities to cater to domestic and international markets in the renewable energy, power and lighting industry.
- To carry on the business of providing training, educational programs, consultancy services in relation to renewable energy, lighting and electronics.
- To carry on the business of undertaking various testing, measurements, introduction of quality control systems and measures, to assess and implement various types of quality standards for products, process and services, conforming to various international and national standards in the area of power electronics, renewable energy systems and general lighting.

viii. The detail of Directors of Transferor Company no.4 is as under:

Sr. No.	Name of Directors	DIN No.	Date of Appointment
1	Sh. Surjit Kumar Gupta	00002810	03-07-2018
2	Sh. Ameet Kumar Gupta	00002838	15-05-2015
3	Sh.Rajiv Goel	00714821	15-05-2015

5.2 There was no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors in their Audit Report, obtained for the FY ended 31st March, 2018 of the Transferor Companies.

5.3 There is no investigation or proceeding pending against the Transferor Companies.

#### 5.5 TRANSFeree COMPANY

The Transferee Company is a Public Limited Company with CIN L31900DL1983PLC016304. The Transferee Company was incorporated on 08.08.1983 as a Private Limited Company in the name and style of "Havell's India Private Limited" under the Companies Act, 1956. Subsequently, the Transferee Company was converted to Public Limited Company under the name of "Havell's India Limited" and a fresh Certificate of Incorporation dated 31.03.1992 was provided by the Registrar of Companies, Delhi & Haryana. Later on, the name of the Transferee Company was also changed from "Havell's India Limited" to Havells India Limited and a fresh Certificate of Incorporation dated 28.07.2007 was provided by the Registrar of Companies, Delhi & Haryana. The Transferee Company is having PAN AAACH0351E with email id sanjaykumar.gupta@havells.com and registered office at 904, 9th Floor, Surya Kiran Building, KG Marg, Connaught Place, New Delhi – 110001 has the following main objects:

- To carry on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, panels, electric motors, generators, electric magnets motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar

systems, feeder pillars, lighting fixtures, fans, exhaust fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cut outs, wires and cables all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, fluorescent tubes and its accessories including chokes, starters, switches and condensers.

- b. To carry on the business of manufacturing, assembling, altering, exchanging, buying, selling, importing exporting, and otherwise dealing in electronic and audio-visual goods of every nature and description such as Television, Tape recorders, Radios, Records Players, Video Sets, Stereo system, decks, loud speakers, amplifiers, gramophones, records, tapes, watches, clocks, walkie talkies, cameras, cassettes, transistors, assemblers and distributor, electronic flash guns, electronic digital goods, microwave ovens, radio paging systems, computers, miniaturised circuits goods, micro modules, intercommunications sets, microphones, Dictaphones, telecommunication requisites, wireless/laboratory/ testing equipment, electronic consumer and domestic goods, musical and visual appliances, apparatus, instruments, equipment and devices for amusement and entertainment, electronic goods required in any trade, industry or manufacture such as photographic, surgical, medical films, nautical, aeronautical, electrical defence industry and including equipment, instruments and goods used in generation, transmission and receiving of any impulses such as and sound, light, electronic and electrical impulses and all kinds of electronic accessories, appliances, implements, components, instruments, equipment stores and spares, spare parts, devices, contrivances, apparatus and supplies related to or connected with the aforesaid, and all such electronic goods adapted, invented and discovered in future.
  - c. To carry on business of electrical engineers and manufacture of all kinds of heavy and light electrical machinery and equipment and apparatus for any purpose and to install, sell, hire or otherwise deal with the same in any manner whatsoever.
  - d. To produce, manufacture, refine, treat, cure, process, prepare, import, export, purchase, sell, and generally deal in all kinds of sanitary fittings and bathroom fittings such as brass fittings, steel fittings tiles and ceramic ware.
  - e. To carry on the business as manufacturers, producers, processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, stockist, agents, factors, dealers, distributors, hirers or otherwise deal in every description of household and industrial appliances, vessels and utensils of all types including induction cookers, transformers, stabilizers, UPS, inverters, batteries, dispensers, water purifiers, utensils, cooktops, cookware, kitchenware, lifestyle products, kitchen hoods (chimneys), hobs and other consumer durables and FMCG products.
  - f. To manufacture, set-up, buy, sell, store, distribute, generate, develop, advise, repair and deal in all kinds and sources of energy such as electrical, mechanical and light derived from conventional and non-conventional method, natural and other sources including renewable energy, in particular from the use of oil, gas, coal, water and other source of energy such as Solar, Geothermal, Wind, Bio Gas, Gobar Gas, Waste and other residual products thereof and also to use, purchase, acquire, supply, distribute and apply the same for electrical, electronic and other products which the company deals in presently or may deal in future.
- 5.6 There was no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors in their Audit Report obtained for the FY ended 31st March, 2018 of the Transferee Company.
- 5.7 Details of the Directors of the Transferee Company as on March 31, 2018 are as under:

Sr. No.	Name of Directors	DIN NO.	Date of Appointment
1	Sh. Anil Rai Gupta	00011892	30-09-1992
2	Sh. Surjit Kumar Gupta	00002810	08-08-1983
3	Sh. Ameet Kumar Gupta	00002838	22-12-2014
4	Sh. Rajesh Kumar Gupta	00002842	21-03-1992
5	Sh. Surender Kumar Tuteja	00594076	11-05-2010
6	Sh. Vijay Kumar Chopra	02103940	30-01-2009
7	Dr. Adarsh Kishore	02902810	28-07-2010
8	Smt. Pratima Ram	03518633	28-07-2014
9	Sh. Mohandas Tellicheery Venkataraman Pai	00042167	22-12-2014
10	Sh. Puneet Bhatia	00143973	22-12-2014
11	Sh. Vellayan Subbiah	01138759	18-10-2016
12	Sh. Jalaj Ashwin Dani	00019080	16-08-2017
13	Sh. Upendra Kumar Sinha	00010336	01-03-2018

#### PART D

#### 6. **TRANSFER AND VESTING OF ALL THE UNDERTAKINGS OF THE TRANSFEROR COMPANIES INTO THE TRANSFEE COMPANY**

- 6.1 Subject to the provisions of this Scheme as specified hereinafter and with effect from the Appointed Date, the entire Undertaking(s) of the Transferor Companies, including without limitation, all the assets, properties, debts, liabilities, losses, duties and obligations, including those arising on account of taxation laws and other allied laws of the Transferor Companies of every description and also including, without limitation, all the movable and immovable properties and assets, tangible or Intangible assets (whether or not recorded in the books of account of the Transferor Companies) of the Transferor Companies comprising, amongst others, all freehold land, leasehold land, building, plants, motor vehicles, manufacturing facilities, laboratories receivables, actionable claims, furniture and fixtures, computers, office equipment, electrical installations, generators, containers, telephones, telex, facsimile and other communication facilities and business licenses, licenses under Factories Act, manufacturing licenses, permits, deposits, authorisations, approvals, insurance cover of every description, lease, tenancy rights, permissions, incentives, if any, and all other rights, patents, know-how, trademark, service mark, trade secret, brands, registrations and other intellectual property rights, proprietary rights, title, interest, contracts, no objection certificates, deeds, bonds, consents, approvals and rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages and benefits, approvals, filings, dossiers, copyrights, industrial designs, trade secrets, know-how, data, formulations, technology, methodology, manufacturing procedures and techniques, test procedures, brand names, trade names and domain names, and all other interests in connection with or relating to and product registrations, applications and authorisations for product registrations, and all other interests exclusively relating to the goods or services, shall, under the provisions of Sections 230 to 232 of the Act, and pursuant to the orders of the National Company Law Tribunal, sanctioning this Scheme and without further act, instrument or deed, but subject to the charges affecting the same as on the Effective Date, be transferred and/or deemed to be transferred to and vested in the Transferee Company, so as to become the properties, assets, rights, business and Undertaking of the Transferee Company.

- 6.1.1 Without prejudice to the generality of Clause 6.1 above, upon occurrence of the Effective Date, the Transferor Companies shall stand merged and amalgamated into the Transferee Company with effect from the Appointed Date.

#### 6.2 **Transfer of Assets**

- 6.2.1 All the assets and properties, including all rights, title, interest and all entitlements therein, comprised in the Undertaking of whatsoever nature and wheresoever situated, shall, under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act or deed, shall stand transferred to and vested in the Transferee Company or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become the assets and properties of the Transferee Company.
- 6.2.2 Without prejudice to the provisions of Clause 6.2.1 above, in respect of such of the assets and properties of the Undertaking as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same shall be so transferred by the Transferor Companies and shall, upon such transfer, become the assets and properties of the Transferee Company as an integral part of the Undertaking, without requiring any separate deed or instrument or conveyance or any further additions or implications of stamp duty for the same.
- 6.2.3 In respect of movables other than those dealt with in Clause 6.2.2 above including sundry debts, Investment Limits, receivables, bills, credits, loans and advances of

the Undertaking, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Governmental Authority or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in the Transferee Company.

6.2.4 All the licenses, brand names (as signified in the names of Transferor Companies), permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Transferor Companies and all rights and benefits that have accrued or which may accrue to the Transferor Companies, whether before or after the Appointed Date, shall, under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Transferee Companies so as to become as and from the Appointed Date licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Transferee Companies and shall remain valid, effective and enforceable on the same terms and conditions. With respect to transfer of brand names (signified in the names of Transferor Companies), suitable intimation shall be delivered to Registrar of Companies to not to make them available for others as the same are brand names transferable in favour of the Transferee Company.

6.2.5 All assets and properties of the Transferor Companies as on the Appointed Date, whether or not included in the books of the respective Transferor Companies, and all assets and properties which are acquired by the Transferor Companies on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets and properties of the Transferee Company, and shall under the provisions of Sections 230 to 232 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme. Provided however that no onerous assets shall have been acquired by the Transferor Companies after the Appointed Date without the consent of the Transferee Company as provided for in this Scheme.

#### 6.3 **Transfer of Liabilities**

6.3.1 All liabilities relating to and comprised in the Undertaking including all secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the Transferor Companies of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised for its business activities and operations (herein referred to as the "Liabilities"), shall, pursuant to the sanction of this Scheme by the National Company Law Tribunal under and in accordance with the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, along with any charge, encumbrance, lien or security thereon, and the same shall be assumed by the Transferee Company to the extent they are outstanding as on the Effective Date so as to become as and from the Appointed Date the liabilities of the Transferee Company on the same terms and conditions as were applicable to the respective Transferor Companies, and the Transferee Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.

6.3.2 All debts, liabilities, duties and obligations of the Undertaking as on the Appointed Date, whether or not provided in the books of the respective Transferor Companies, and all debts and loans raised, and duties, liabilities and obligations incurred or which arise or accrue to the Undertaking on or after the Appointed Date till the Effective Date, shall be deemed to be and shall become the debts, loans raised, duties, liabilities and obligations incurred by the Transferee Company by virtue of this Scheme.

6.3.3 Where any such debts, loans raised, liabilities, duties and obligations of the Undertaking as on the Appointed Date have been discharged or satisfied by the Transferor Companies after the Appointed Date and prior to the Effective Date, such discharge or satisfaction shall be deemed to be for and on account of the Transferee Company.

6.3.4 Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Undertaking and the Transferee Company shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company.

#### 6.4 **Encumbrances**

6.4.1 The transfer and vesting of the assets comprised in the Undertaking to and in the Transferee Company under Clauses 6.1 and 6.2 of this Scheme shall be subject to the mortgages and charges, if any, affecting the same, as and to the extent hereinafter provided.

6.4.2 All the existing securities, mortgages, charges, encumbrances or liens (the "Encumbrances"), if any, as on the Appointed Date and created by the Transferor Companies after the Appointed Date, over the assets comprised in the Undertaking or any part thereof transferred to the Transferee Company by virtue of this Scheme and in so far as such Encumbrances secure or relate to liabilities of the Transferor Companies, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date and as are transferred to the Transferee Company, and such Encumbrances shall not relate or attach to any of the other assets of the Transferee Company, provided however that no Encumbrances shall have been created by the Transferor Companies over its assets after the Appointed Date without the consent of the Transferee Company as provided for in this Scheme.

6.4.3 The existing Encumbrances over the assets and properties of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Effective Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Undertaking transferred to and vested in the Transferee Company by virtue of this Scheme.

6.4.4 Any reference in any security documents or arrangements (to which the Transferor Companies are a party) to the Transferor Companies and its assets and properties, shall be construed as a reference to the Transferee Company and the assets and properties of the Transferor Companies transferred to the Transferee Company by virtue of this Scheme. Without prejudice to the foregoing provisions, the Transferor Companies and the Transferee Company may execute any instruments or documents or do all the acts and deeds as may be considered appropriate, including the filing of necessary particulars and/or modification(s) of charge(s), with the Registrar of Company to give formal effect to the above provisions, if required.

6.4.5 Upon occurrence of the Effective Date, the Transferor Companies shall stand merged and amalgamated into the Transferee Company with effect from the Appointed Date and the Transferee Company alone shall be liable to perform all obligations in respect of the Liabilities, which have been transferred to it in terms of the Scheme.

#### 7. **CONTRACTS, DEEDS, ETC.**

7.1 All contracts, deeds, bonds, agreements, schemes, arrangements, assurances and other instruments of whatsoever nature to which the Transferor Companies are a party or to the benefit of which the Transferor Companies may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect by, for or against or in favour of, as the case may be, the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Companies the Transferee Company had been a party or beneficiary or obligee or obligor thereto or thereunder.

7.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertaking occurs by virtue of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which the Transferor Companies are a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of Transferor Companies and to carry out or perform all such formalities or compliances referred to above on the part of Transferor Companies.

7.3 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Companies shall without any further act or deed, stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall receive relevant approvals from the concerned Governmental Authorities as may be necessary in this behalf.

8. **LEGAL PROCEEDINGS**

- 8.1 All Legal Proceedings of whatsoever nature by or against the respective Transferor Companies pending at the Appointed Date and or arising after the Appointed Date till the Effective Date, shall be continued and enforced by or against the Transferee Company in the manner and to the same extent as would or might have been continued and enforced by or against the respective Transferor Companies, as and from the Effective Date.
- 8.2 After the Appointed Date, if any Legal Proceedings are taken against the respective Transferor Companies it shall defend the same at the cost of the Transferee Company and the Transferee Company shall reimburse and indemnify the respective Transferor Companies against all liabilities and obligations incurred by the Transferor Companies in respect thereof.
- 8.3 The Transferee Company undertakes to have all Legal Proceedings initiated by or against the respective Transferor Companies, transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company to the exclusion of the respective Transferor Companies.

9. **CONDUCT OF BUSINESS**

- 9.1 Upon occurrence of the Effective Date:
- (a) The respective Transferor Companies shall carry on and shall be deemed to have carried on all its business and activities as hitherto and shall hold and stand possessed of and shall be deemed to have held and stood possessed of the Undertaking on account of, and for the benefit of and in trust for, the Transferee Company.
- (b) All the profits or income accruing or arising to the respective Transferor Companies, and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) by the Transferor Companies shall, for all purposes, be treated and be deemed to be and accrue as the profits or income or as the case may be, expenditure or losses (including taxes) of the Transferee Company.
- (c) Any of the rights, powers, authorities and privileges attached or related or pertaining to and exercised by or available to the respective Transferor Companies shall be deemed to have been exercised by the Transferor Companies for and on behalf of and as agent for the Transferee Company. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Undertaking that have been undertaken or discharged by the Transferor Companies shall be deemed to have been undertaken or discharged for and on behalf of and as agent for the Transferee Company.
- 9.2 With effect from the date of filing of this Scheme with the National Company Law Tribunal and up to and including the Effective Date:
- (a) The respective Transferor Companies shall preserve and carry on their business and activities with reasonable diligence and business prudence and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments either for itself or on behalf of its group Company or any third party or sell, transfer, alienate, charge, mortgage or encumber or deal with the Undertaking or any part thereof save and except in each case in the following circumstances:
- (i) if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with National Company Law Tribunal; or
- (ii) if the same is permitted by this Scheme; or
- (iii) If consent of the Board of Directors of the Transferee Company has been obtained.
- (b) The respective Transferor Companies shall not take, enter into, perform or undertake, as applicable (i) any material decision in relation to its business and operations other than decisions already taken prior to approval of the Scheme by the respective Board of Directors (ii) any agreement or transaction; (iii) any new business, or discontinue any existing business or change the capacity of facilities and (iv) such other matters as the Transferee Company may notify from time to time save and except in each case in the following circumstances:
- (i) if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with National Company Law Tribunal; or
- (ii) if the same is permitted by this Scheme; or
- (iii) if consent of the Board of Directors of the Transferee Company has been obtained.

10. **TREATMENT OF TAXES**

Upon occurrence of the Effective Date:

- 10.1 Any tax liabilities under the Income-tax Act, 1961, Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Central Sales Tax Act, 1956, any other state Sales Tax / Value Added Tax laws, Goods and Services Tax, luxury tax, stamp laws or other applicable laws/ regulations (hereinafter in this Clause referred to as "Tax Laws") dealing with taxes/ duties/ levies allocable or related to the business of the respective Transferor Companies to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to Transferee Company.
- 10.2 All taxes (including income tax, wealth tax, sales tax, excise duty, customs duty, service tax, luxury tax, VAT, GST etc.) paid or payable by the respective Transferor Companies in respect of the operations and/or the profits of the business on and from the Appointed Date, shall be on account of the Transferee Company and, insofar as it relates to the tax payment (including without limitation income tax, wealth tax, sales tax, excise duty, customs duty, service tax, luxury tax, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the respective Transferor Companies in respect of the profits or activities or operation of the business on and from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and shall, in all proceedings, be dealt with accordingly.
- 10.3 Any refund under the Tax Laws due to respective Transferor Companies consequent to the assessments made on Transferor Companies and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.
- 10.4 Without prejudice to the generality of the above, all benefits including under the income tax, sales tax, excise duty, customs duty, service tax, luxury tax, VAT, GST etc., to which the respective Transferor Companies are entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Transferee Company.

11. **STAFF, WORKMEN & EMPLOYEES**

- 11.1 All the permanent employees of the respective Transferor Companies who are in its employment as on the Effective Date shall become the permanent employees of the Transferee Company with effect from the Effective Date without any break or interruption in service and on terms and conditions as to employment and remuneration not less favourable than those on which they are engaged or employed by the Transferor Companies. It is clarified that the employees of the Transferor Companies who become employees of the Transferee Company by virtue of this Scheme, shall be entitled to all such employment policies and shall be entitled to avail of all schemes and benefits that may be applicable and available to any of the employees of the Transferee Company (including the benefits of or under any employee stock option schemes applicable to or covering all or any of the employees of the Transferee Company), unless otherwise determined by the Board of Directors of the Transferee Company. The Transferee Company undertakes to continue to abide by any agreement/ settlement, if any, validly entered into by the Transferor Companies with any union/employee of the Transferor Companies (as may be recognized by the Transferor Companies). After the Effective Date, the Transferee Companies shall be entitled to vary the terms and conditions as to employment and remuneration of the employees of the Transferor Companies on the same basis as it may do for the employees of the Transferee Company.
- 11.2 The existing provident fund, gratuity fund and pension and/or superannuation fund or trusts or retirement funds or benefits created by the Transferor Companies or any other special funds created or existing for the benefit of the concerned permanent employees of the Transferor Companies (collectively referred to as the "Funds") and the investments made out of such Funds shall, at an appropriate stage, be transferred to the Transferee Company to be held for the benefit of the concerned employees. The Funds shall, subject to the necessary approvals and permission and at the discretion of the Transferee Company, either be continued as separate funds of the Transferee Company for the benefit of the employees of the Transferor Companies or be transferred to and merged with other similar funds of the Transferee Company. In the event that the Transferee Company does not have its own fund with respect to any such Funds, the Transferee Company may, subject to necessary approvals and permissions, continue to maintain the existing Funds separately and contribute thereto, until such time as the Transferee Company creates its own funds at which time the Funds and the investments and contributions pertaining to the employees of the Transferor Companies shall be transferred to such funds of the Transferee Company.

12. **CONSIDERATION:**

- 12.1 Transferor Companies are the wholly owned subsidiaries of the Transferee Company. Upon the Scheme being sanctioned by the Hon'ble Tribunal and the transfer having been effected as provided hereinabove, all equity shares held by the Transferee Company and its Nominee(s) in the Transferor Companies shall be cancelled

and extinguished as on the Appointed Date. Accordingly, there will be no issue and allotment of equity shares of the Transferee Company to the Shareholders of the Transferor Companies upon this Scheme becoming effective.

- 12.2 Upon the Scheme becoming effective, the Authorized Share Capital of the Transferee Company of Rs. 100,05,00,000/- (Rupees One Hundred Crore and Five Lakhs only) divided into 100,05,00,000 equity shares of Re. 1/- each, in terms of the provisions of the Companies Act, shall without further act or deed stand increased by the amount of cumulative Authorised Share Capital of the all the Transferor Companies by Rs. 3,15,00,000 and Rs. 55,00,000 divided into 5,50,000 Redeemable Preference Shares of Rs. 10 each, without payment of any additional fees or charges to the Registrar of Companies. The fees paid by respective Transferor Companies to the Registrar of Companies for their respective authorized share capital shall be deemed to have been paid by the Transferee Company. Upon the coming into effect of the Scheme, the Capital Clause V of the Memorandum of Association of the Transferee Company shall, without any further act or deed be replaced by the following Clause and the Transferee Company will not be required to pass any fresh resolution in this regard:

*"The Authorised Capital of the Company is Rs. 103,75,00,000/- (Rupees One Hundred and Three Crores Seventy Five Lakhs only) divided into 103,20,00,000 (One Hundred and Three Crores Twenty Lakhs only) Equity Shares of Re. 1/- (Rupee One only) each and 5,50,000 (Five Lakh Fifty Thousand only) Redeemable Preference Shares of Rs. 10 (Rupees Ten only) each."*

- 12.3 It is clarified that for the purposes of Clause 12.2, the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting the amendment, and no further resolution(s) under the applicable provisions of the Act, would be required to be separately passed, nor any registration fee, stamp duty, etc. shall be payable by the Transferee Company.
- 12.4 Save as provided in Clause 12.2 above, the Transferee Company shall increase/ modify its Authorized Share Capital, as applicable, for the purpose of implementing the terms of this Scheme.
- 12.5 It is clarified that no Special Resolution under Section 62 of the Act shall be required to be passed by the Transferee Company separately in a general meeting for issue of shares to the shareholders of the Transferor Companies under this Scheme and on the members of the Transferee Company approving this Scheme, it shall be deemed that they have given their consent to the issue of equity shares of the Transferee Company to the shareholders of the Transferor Companies in the Share Exchange Ratio.

#### **PART E**

#### **13. ACCOUNTING TREATMENT**

- 13.1 Notwithstanding anything to the contrary herein, upon this Scheme becoming effective, the Transferee Company shall give effect to the accounting treatment in its books of account in accordance with the accounting standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, or any other relevant or related requirement under the Companies Act, as applicable on the Effective Date.
- 13.2 Accounting policies of the Transferor Companies will be harmonized with that of the Transferee Company following the amalgamation (i.e. merger by way of absorption).
- 13.3 The Transferee Company shall, upon the Scheme being sanctioned by the National Company Law Tribunal, record the assets and liabilities of the Transferor Companies vested in it pursuant to the Scheme of Amalgamation, at the respective book values thereof as appearing in the books of the Transferor Companies, prepared in accordance with Indian Accounting Standards.
- 13.4 Amounts lying in the balance of the "Profit and Loss Account" in the books of account of the Transferor Companies shall be adjusted by the Transferee Company to its "Profit and Loss Account."
- 13.5 The inter-company balances between the Transferee Company and the Transferor Company, if any appearing in the books of the Transferee Company shall stand cancelled. Further, the value of investments held by the Transferee Company on the Appointed date shall stand cancelled pursuant to amalgamation.
- 13.6 If there is any difference in accounting policies of the Transferor Companies and that of the Transferee Company, the impact of the same till the appointed date will be quantified and same should be appropriately adjusted and reported in accordance with the applicable accounting rules and principles, so as to ensure that the financial statement of the Transferee Company reflects the financial position on the basis of consistent accounting policies.
- 13.7 The difference between the share-capital of the Transferor Companies and the book value of the investments cancelled in terms of Clause 13.5 above shall be transferred to Capital Reserve and would be presented separately from other capital reserves in the books of Transferee Company. However, where such difference between the share-capital of the Transferor Companies and the book value of the investments cancelled in terms of Clause 13.5 is negative, such negative balance shall be adjusted to General Reserve.
- 13.8 Subject to the above, the reserves of the Transferor Company will be incorporated in the books of the Transferee Company in the same form as they appeared in the financial statements, prepared in accordance with Indian Accounting Standards, of the Transferor Company.
- 13.9 Further in case of any difference in accounting policy between the Transferor Companies and the Transferee Company, the impact of the same till the amalgamation will be quantified and adjusted in the Retained earnings of the Transferee Companies, to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

#### **PART F**

#### **GENERAL TERMS AND CONDITIONS**

#### **14. COMPLIANCE WITH LAW**

##### **14.1 Scheme becoming effective:**

Subject to the stipulations of Clause 17 (Conditionality), this Scheme shall become effective on occurrence of Effective Date.

- 14.2 This Scheme is presented and drawn up to comply with the provisions/ requirements of Sections 230 to 232 of the Act, for the purpose of amalgamation of the Transferor Companies with the Transferee Company and other related arrangements and compromise, including reorganization of shareholding, etc., amongst the Transferor Companies, the Transferee Company and / or their respective shareholders.
- 14.3 This Scheme has been drawn up to comply with the conditions relating to 'amalgamation' as specified under the tax laws, including section 2(1B) and other relevant sections of the Income Tax Act, 1961. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the Income Tax Act, 1961 shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments as may become necessary shall vest with the Board of Directors of the Transferor Companies and the Transferee Company, which power shall be exercised reasonably in the best interests of the companies concerned and their stakeholders
- 14.4 Upon occurrence of the Effective Date, Transferee Company is expressly permitted to revise its financial statements, as may be necessary to give effect to this Scheme.
- 14.5 This Scheme shall not in any manner affect the right of any of the creditors of the Transferor Companies, who shall continue to enjoy all such rights against the Transferee Company, as they had against the Transferor Companies.

#### **15. DISSOLUTION OF THE TRANSFEROR COMPANIES WITHOUT WINDING UP**

Upon occurrence of the Effective Date, the Transferor Companies shall stand dissolved without winding-up, and the Board of Directors and any committees thereof of the Transferor Companies shall without any further act, instrument or deed be and stand dissolved.

#### **16. VALIDITY OF EXISTING RESOLUTIONS, ETC.**

Upon occurrence of the Effective Date, the resolutions, if any, of Transferor Companies, which are valid and subsisting on the Effective Date shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have upper monetary or other limits being imposed under the provisions of the Act, or any other applicable provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

17. **CONDITIONS TO AND DATE OF SCHEME BECOMING EFFECTIVE:**

- 17.1 Subject to Clause 17.2 hereof, the Scheme in its present form or with any modification(s) approved or directed by the National Company Law Tribunal or any other appropriate authority shall be effective from the Appointed Date, but shall be operative from the Effective Date
- 17.2 This Scheme is and shall be conditional upon and subject to:
- The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme;
  - The certified copies of the orders of the National Company Law Tribunal under Sections 230 to 232 of the Act sanctioning the Scheme are filed with the Registrar of Companies, Delhi and Haryana and the Registrar of Companies, Bangalore; and
  - Compliance with such other conditions as may be directed by the National Company Law Tribunal.

18. **APPLICATION TO NATIONAL COMPANY LAW TRIBUNAL**

The Transferor Companies and the Transferee Company shall, with all reasonable diligence, make and pursue applications to the National Company Law Tribunal, New Delhi and Bangalore Bench, for sanctioning this Scheme of Amalgamation under Section 230 and 232 of the Act, for carrying this Scheme into effect and for dissolution of the Transferor Companies without winding up.

19. **MODIFICATIONS**

- 19.1 Subject to approval of NCLT, the Transferor Companies and the Transferee Company by their respective Board of Directors or any director/executives or any committee authorised in that behalf (hereinafter referred to as the "Delegate") may assent to, or make, from time to time, any modification(s) or addition(s) to this Scheme which Jurisdictional NCLT or any authorities under law may deem fit to approve of or may impose and which the Board of Directors of the Transferor Companies and the Transferee Company may in their discretion accept, or such modification(s) or addition(s) as the Board of Directors of the Transferor Companies and the Transferee Company or as the case may be, their respective Delegate may deem fit, or required for the purpose of resolving any doubts or difficulties that may arise in carrying out this Scheme. The Transferor Companies and the Transferee Company by their respective Boards of Directors or Delegates are authorised to do and execute all acts, deeds, matters and things necessary for bringing this Scheme into effect, or review the position relating to the satisfaction of the conditions of this Scheme and if necessary, waive any of such conditions (to the extent permissible under law) for bringing this Scheme into effect, and/or give such consents as may be required in terms of this Scheme. In the event that any conditions are imposed by NCLT or any Governmental Authorities, which the Board of Directors of the Transferor Companies or the Transferee Company find unacceptable for any reason, then the Transferor Companies and the Transferee Company shall be at liberty to withdraw the Scheme.
- 19.2 For the purpose of giving effect to this Scheme or to any modification(s) thereof or addition(s) thereto, the Delegates (acting jointly) of the Transferor Companies and Transferee Company may give and are authorised to determine and give all such directions as are necessary for settling or removing any question of doubt or difficulty that may arise under this Scheme or in regard to the meaning or interpretation of any provision of this Scheme or implementation thereof or in any matter whatsoever connected therewith (including any question or difficulty arising in connection with any deceased or insolvent shareholders or depositors, if any of the Transferor Companies) or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any such conditions (to the extent permissible in law) and such determination or directions or waiver, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme. For the avoidance of doubt, it is clarified that where this Scheme requires the approval of the Board of Directors of the Transferor Companies or the Transferee Company to be obtained for any matter, the same may be given through their Delegates.

20. **EFFECT OF NON-RECEIPT OF APPROVALS**

- 20.1 In the event any of the approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Board of Directors of the Transferee Company and the Transferor Companies shall mutually waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing such mutual agreement, or in case the Scheme is not sanctioned by the National Company Law Tribunal, the Scheme shall become null and void and each party shall bear and pay their respective costs, charges and expenses in connection with the Scheme.
- 20.2 Further, in the case of non-receipt of approvals to the Scheme, no rights and liabilities whatsoever shall accrue to or be incurred inter-se by the Transferor Companies or the Transferee Company or their shareholders or creditors or employees or any other person.

21. **COSTS, CHARGES, EXPENSES AND STAMP DUTY**

All costs, charges and expenses (including any taxes and duties) incurred or payable by each of the Transferor Companies and Transferee Company in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the Transferor Companies with the Transferee Company in pursuance of this Scheme, including stamp duty on the Orders of National Company Law Tribunal, if any and to the extent applicable and payable, shall be borne and paid by the Transferee Company.

List of Tangible and Intangible Assets as on 1<sup>st</sup> Day of April, 2018

**Schedule-I**

Sl. No.	Asset	Location
1	Leasehold Land and Building-Unit-1	Shibra Farms, Nagasandra Main Road, Near 8th Mile Tumkur Road, Bangalore-560073
2	Leasehold Land and Building-Unit-2	Survey No. 250/2, Murli Mohan Godown N H 4 Huchegowdanapalya T. Begur Village & Post, Nelamangala T. Begur Bangalore Rural Karnataka 562123
3	Other Moveable Assets – Unit -1	Shibra Farms, Nagasandra Main Road, Near 8th Mile Tumkur Road, Bangalore-560073
4	Other Moveable Assets – Unit -2	Survey No. 250/2, Murli Mohan Godown N H 4 Huchegowdanapalya T. Begur Village & Post, Nelamangala T. Begur Bangalore Rural Karnataka 562123

**Schedule-II**List of Licenses/Brand/Trade Names, etc. as on 1<sup>st</sup> day of April, 2018**A. List of Licences & Trade Marks**

S No	Type of Registration Certificate	Reg. No	Valid Upto	Issuing Authority
1.	Factory License -Unit-1	MYB.17482	31.12.2020	Department of Factories & Boilers
2.	Factory License -Unit-2	MYB`22635	31.12.2018	Department of Factories & Boilers
3.	Hazardous Waste Authorisation	NO.PCB/152/WMC/AUTHORISATION/2015/H1400	30.06.2020	Karnataka State Pollution Control Board
4.	PF Registration	KN/BN/PYPNY0031335000	NA	Employee Provident Fund organisation Regional Office Bangalore
5.	ESI Registration	KAR.INSNP.49-30264-52	NA	Employee State Life Insurance Corporation
6.	PT Registration	P01212608	NA	Commercial Tax Department
7.	Contract Labour License - Unit1-Office	ALCB1/CLAP-31/2015-16	NA	Department of Labour
8.	Contract Labour License - Unit1 Factory	ALC-B-1/CLAP-100000356/2016 17	NA	Department of Labour
9.	Combined Consent for operating Air & Water KSPCB - Unit1-Office	PCB/BNG-DASARAHALLI/WPC/APC/2013-14/R1451	31.12.2022	Karnataka State Pollution Control Board
10.	Combined Consent for operating Air & Water KSPCB - Unit2-Factory	CTE-10539913	29.12.2022	Karnataka State Pollution Control Board
11.	Legal Metrology	KAR-1124436/16-17	NA	Department of Legal Metrology
12.	BBMP Trade License	DA06039746153608341	31.03.2019	Bruhat Bangalore Mahanagara Palike
13.	Fire NOC -Unit-1-Office	C.NO.69/CFO/BWZ/2017	17.11.2018	Karnataka Fire & Emergency Services Department
14.	Fire NOC -Unit-2-factory	C.NO.70/CFO/BWZ/2017	17.11.2018	Karnataka Fire & Emergency Services Department
15.	Shops & Establishment License - Unit II	NML/T.B/CE/0006/2016	31.12.2020	Office of Labour Inspector-Nelamangala Circle
16.	ISO 9001:2015 QMS	PRESPL/QMS/GR/01/435	23.08.2019	ISO
17.	ISO 14001:2015 EMS	PRESPL/QMS/GR/01/435	23.08.2019	ISO
18.	R&D Certificate	TU/IV-RD/3877/2018	31.03.2021	Department of Scientific & Industrial Research
19.	GST registration	29AAECP8149G1Z1	NA	Government of Karnataka
20.	PAN	AAECP8149G	NA	Income Tax Department
21.	Export License	EEPC/ROC/DVK/REGN/2018/2159	31.03.2019	Engineering Export Promotion Council
22.	Trade Mark Registration	Trade Mark No. 3370339 as of date 22/09/2016	NA	Trade Marks Registry, Mumbai, Government of India
23.	Trade Mark Registration	Trade Mark No. 3370342 as of date 22/09/2016	NA	Trade Marks Registry, Mumbai, Government of India

**B. List of Trade Names & Brand Names**

1. Trade Name comprised in "Standard Electrical"
2. Trade Name comprised in "Promptec"
3. Trade Name Comprised in "Lloyd"

## ANNEXURE B

### Report adopted by the directors in terms of Section 232(2) (c) of the Companies Act, 2013

In terms of the provisions of the section 232 (c) of the Companies Act, 2013, the Effect of Scheme of Amalgamation of Havells Global Limited ('Transferor Company No.1'), Standard Electrical Limited ('Transferor Company No.2'), Lloyd Consumer Private Limited ('Transferor Company No.3') & Promptec Renewable Energy Solutions Private Limited ('Transferor Company No.4') with Havells India Limited ('Transferee Company' or 'Company') on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange ratio, specifying any special valuation difficulties is given below:-

Class of Shareholders	None
Key Managerial Personnel	None
Promoters	None
Non-promoters	None
Share Exchange Ratio	Not Applicable
Special Valuation Difficulties	Not Applicable

For Havells India Limited

Sd/-

(Surjit Kumar Gupta)

Director

Dated this 13th day of December, 2018.

Place – Noida

## ANNEXURE C

### Independent Auditor's Certificate on the accounting treatment contained in Proposed Scheme of Amalgamation

The Board of Directors

Havells India Limited

QRG Towers, Sector 126,

Noida, India

1. This Certificate is issued in accordance with the terms of the Master Engagement Agreement (the "MEA") dated July 08, 2017 and the Service scope letter (the "SSL") dated September 17, 2018 which serves as an addendum to the MEA and forms an integral part of the Auditors' Certificate.
2. At the request of the management of the Havells India Limited (the "Company" or "Havells"), we have examined the proposed accounting treatment specified in Paragraph 13 of Part E of of the Proposed Scheme of Amalgamation between Promptec Renewable Energy Solutions Private Limited, Havells Global Limited, Standard Electrical Limited and LLYOD Consumer Private Limited (hereinafter together referred to as (the "Transferor Companies") and Havells India Limited ("the Transferee Company") and the respective shareholders and creditors under sections 230 to 232 of the Companies Act, 2013 (hereinafter referred to as "Proposed Scheme") to confirm whether the said accounting treatment is in compliance to the Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (India Accounting Standards) Amendment Rules, 2016 (the 'Act') and Other Generally Accepted Accounting Principles.
3. The attached Annexure A containing accounting treatment specified in Paragraph 13 of Part E of the Proposed Scheme, has been extracted by management of the Company from the Proposed Scheme and the said Annexure has been initialled by us for identification purposes which is required to be submitted by the Company to the National Company Law Tribunal (NCLT) constituted under the Act.

#### Managements' Responsibility

4. The responsibility for the preparation of the Proposed Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved in the Proposed Scheme.

#### Auditor's Responsibility

5. Pursuant to the requirements of Act, our responsibility is to express reasonable assurance in the form of an opinion based on our examination and according to information and explanations given to us as to whether the proposed accounting treatment contained in the paragraph 13 of Part E of the Proposed Scheme (refer Annexure A) complies with the Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (India Accounting Standards) Amendment Rules, 2016 and Other Generally Accepted Accounting Principles.
6. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria. Accordingly, we have performed the following procedures in relation to the Certificate:
  - i. Read the proposed accounting treatment specified in Paragraph 13 of Part E of the Proposed Scheme obtained other necessary information and explanations from the management.
  - ii. Validated the accounting treatment as described in paragraph 13 of Part E of the aforesaid scheme with accounting treatment as prescribed under Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (India Accounting Standards) Amendment Rules, 2016 (the 'Act') and Other Generally Accepted Accounting Principles.

7. We performed procedures in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.  
Further, our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be to express an opinion on the specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity as the statutory auditors of any financial statements of the Company.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
9. Our examination did not extend to any aspects of a legal or propriety nature covered in the Scheme.
10. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

#### **Opinion**

11. Based on our examination and according to the information and explanations given to us, in our opinion the accounting treatment specified in paragraph 13 of Part E of the Proposed Scheme (refer Annexure A), is in compliance with Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (India Accounting Standards) Amendment Rules, 2016 and Other Generally Accepted Accounting Principles.

#### **Restriction on Use**

12. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose to comply with the requirements of the provisions of sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for onward submission to the National Company Law Tribunal. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

Sd/-

**per Vikas Mehra**

Partner

Membership Number: 094421

Place of Signature: Gurugram, India

Date: September, 20, 2018

**Enclosed:** Extract of proposed accounting treatment specified in paragraph 13 of the Proposed Scheme (Annexure A)

**Annexure 1 to Independent Auditor's Certificate on the accounting treatment contained in Proposed Scheme of Amalgamation**

#### **13. ACCOUNTING TREATMENT**

- 13.1 Notwithstanding anything to the contrary herein, upon this Scheme becoming effective, the Transferee Company shall give effect to the accounting treatment in its books of account in accordance with the accounting standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, or any other relevant or related requirement under the Companies Act, as applicable on the Effective Date.
- 13.2 Accounting policies of the Transferor Companies will be harmonized with that of the Transferee Company following the amalgamation (i.e. merger by way of absorption).
- 13.3 The Transferee Company shall, upon the Scheme being sanctioned by the National Company Law Tribunal, record the assets and liabilities of the Transferor Companies vested in it pursuant to their Scheme of Amalgamation, at the respective book values thereof as appearing in the books of the Transferor Companies, prepared in accordance with Indian Accounting Standards.
- 13.4 Amounts lying in the balance of the "Profit and Loss Account" in the books of account of the Transferor Companies shall be adjusted by the Transferee Company to its "Profit and Loss Account."
- 13.5 The inter-company balances between the Transferee Company and the Transferor Company, if any appearing in the books of the Transferee Company shall stand cancelled. Further, the value of investments held by the Transferee Company on the appointed date shall stand cancelled pursuant to amalgamation.
- 13.6 If there is any difference in accounting policies of the Transferor Companies and that of the Transferee Company, the impact of the same till the appointed date will be quantified and same should be appropriately adjusted and reported in accordance with the applicable accounting rules and principles, so as to ensure that the financial statement of the Transferee Company reflects the financial position on the basis of consistent accounting policies.
- 13.7 The difference between the share-capital of the Transferor Company and the book value of the investments cancelled in terms of Clause 13.5 above shall be transferred to Capital Reserve and would be presented separately from other capital reserves in the books of Transferee Company. However, where such difference between the share-capital of the Transferor Company and the book value of the investments cancelled in terms of Clause 13.5 is negative, such negative balance shall be adjusted to General Reserve.
- 13.8 Subject to the above, the reserves of the Transferor Company will be incorporated in the books of the Transferee Company in the same form as they appeared in the financial statements, prepared in accordance with Indian Accounting Standards, of the Transferor Company.
- 13.9 Further in case of any difference in accounting policy between the Transferor Companies and the Transferee Company, the impact of the same till the amalgamation will be quantified and adjusted in the Retained earnings of the Transferee Companies, to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

## ANNEXURE - D

MINISTRY OF CORPORATE AFFAIRS ACKNOWLEDGEMENT	
SRN : H30926836	Service Request Date : 03/12/2018
<b>Received From</b>	
<b>Name :</b> Havells India Limited <b>Address :</b> 1, Raj Narain Marg, Civil Lines, Delhi, Delhi India - 110054	
<b>Entity on whose behalf money is paid</b>	
CIN : L31900DL1983PLC016304 Name : Havells India Limited Address : 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001	
<b>Full Particulars of Remittance</b>	
<b>Service Type :</b> eFiling	
<b>Service Description</b>	
Fee For Form GNL-1	
Note: The defects or incompleteness in any respect in this eForm as noticed shall be placed on the Ministry's website (www.mca.gov.in). In case the eForm is marked as RSUB or PUCL, please resubmit the eForm or file Form GNL-4(Addendum), respectively. Please track the status of your transaction at all times till it is finally disposed off. (Please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014) It is compulsory to file Form GNL-4 (Addendum) electronically within the due date whenever the document is put under PUCL, failing which the system will treat the document as invalid and will not be taken on record in accordance with Rule 10(4) of the Companies (Registration offices and Fees) Rules, 2014	

**ANNEXURE E  
PRE AND POST SCHEME SHAREHOLDING PATTERN**

**A. PRE – SCHEME****1. HAVELLS GLOBAL LTD. (Transferor Company No.1)**

Particulars	Amount INR
<b>Authorized Capital</b>	
50,000 Equity shares having face value of Rs. 10/- each	5,00,000/-
	<b>5,00,000/-</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares Having face value of INR 10/-each fully paid up	5,00,000/-
	<b>5,00,000/-</b>

**2. STANDARD ELECTRICAL LTD. (Transferor Company No.2)**

Particulars	Amount INR
<b>Authorized Capital</b>	
50,000 Equity shares having face value of Rs. 10/- each	5,00,000/-
	<b>5,00,000/-</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares Having face value of INR 10/-each fully paid up	5,00,000/-
	<b>5,00,000/-</b>

**3. LLOYD CONSUMER PVT. LTD (Transferor Company No.3)**

Particulars	Amount INR
<b>Authorized Capital</b>	
50,000 Equity shares having face value of Rs. 10/- each	5,00,000/-
	<b>5,00,000/-</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
50,000 Equity Shares Having face value of INR 10/-each fully paid up	5,00,000/-
	<b>5,00,000/-</b>

**4. PROMPTEC RENEWABLE ENERGY SOLUTIONS PVT. LTD. (Transferor Company No. 4)**

Particulars	Amount INR
<b>Authorized Share Capital</b>	
30,00,000 Equity Shares of Rs. 10/- each	3,00,00,000/-
5,50,000 Redeemable Preference Shares of Rs. 10/- each	55,00,000/-
	<b>3,55,00,000/-</b>
<b>Issued, Subscribed and Paid up Capital</b>	
26,36,226 Equity Shares of Rs. 10/- each, fully paid	2,63,62,260/-
	<b>2,63,62,260/-</b>

**5. HAVELLS INDIA LIMITED (Transferee Company)**

Particulars	Amount INR
<b>Authorized Share Capital</b>	
1,00,05,00,000 Equity Shares of Re. 1/- each	1,00,05,00,000/-
	<b>1,00,05,00,000/-</b>
<b>Issued, Subscribed and Paid up Capital</b>	
62,54,72,910 Equity Shares of Re. 1/- each, fully paid	62,54,72,910/-
	<b>62,54,72,910/-</b>

**B. POST SCHEME**

Upon the Scheme becoming effective, the above-mentioned Transferor Companies No. 1 to 4 shall stand amalgamated with Havells India Limited (Transferee Company); the Capital Structure of the Transferee Company, post amalgamation will be as below:

Particulars	Amount INR
<b>Authorized Share Capital</b>	
1,03,20,00,000 Equity Shares of Re. 1/- each	1,03,20,00,000/-
5,50,000 Redeemable Preference Shares of Rs. 10/- each	55,00,000/-
	<b>1,03,75,00,000/-</b>
<b>Issued, Subscribed and Paid up Capital</b>	
62,54,72,910 Equity Shares of Re. 1/- each, fully paid	62,54,72,910/-
	<b>62,54,72,910/-</b>

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, PRINCIPAL BENCH AT NEW DELHI  
COMPANY APPLICATION NO. CA(CAA) 160(PB)/2018

In the matter of the Companies Act, 2013;

And

In the matter of application under Sections 230–232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force)

And

In the matter of Scheme of Amalgamation of Havells Global Limited (**‘Transferor Company No.1’**), Standard Electrical Limited (**‘Transferor Company No.2’**), Lloyd Consumer Private Limited (**‘Transferor Company No.3’**) & Promptec Renewable Energy Solutions Private Limited (**‘Transferor Company No.4’**) with Havells India Limited (**‘Transferee Company’** or **‘Company’**).

Havells India Limited [CIN: L31900DL1983PLC016304], )  
A company incorporated under the Companies Act, 1956 )  
having its registered office at 904, 9<sup>th</sup> Floor, Surya Kiran Building, )  
K G Marg, Connaught Place, New Delhi-110001 )

...Transferee Company

**PROXY FORM**  
**HAVELLS INDIA LIMITED**

CIN: L31900DL1983PLC016304

**Registered Office:** 904, 9<sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**Corporate Office:** QRG Towers, 2D, Sec- 126, Expressway, Noida - 201304 Uttar Pradesh.

**Website:** www.havells.com; E-Mail investors@havells.com

**Phone:** 0120-3331000 | Fax: 0120-3332000

Name of the secured Creditor: .....  
Address of secured Creditor: .....  
E-mail ID: .....

I/We, the undersigned as a secured creditor of Havells India Limited, hereby appoint:

1. Name: .....  
Address: .....  
E-mail ID: .....  
Signature:.....

failing him/her

2. Name: .....  
Address: .....  
E-mail ID: .....  
Signature:.....

failing him/her

3. Name: .....  
 Address: .....  
 E-mail ID: .....  
 Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Meeting of the secured creditor to be held at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003 on 28.01.2019 at 2:30 PM and at any adjournment thereof, in respect of such resolution and in such manner as are indicated below:

Resolution No.	Resolution Description	For*	Against*
1.	Resolution pursuant to provisions of Section 230-232 of the Companies Act 2013 read with relevant Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and NCLT Rules, 2016 and SEBI LODR Regulations and SEBI Circulars and other relevant provisions of applicable law for approval of the Scheme of Amalgamation of Havells Global Limited, Standard Electrical Limited, Lloyd Consumer Private Limited & Promptec Renewable Energy Solutions Private Limited ( <b>'Transferor Companies'</b> ) with Havells India Limited ( <b>'Transferee Company'</b> or <b>'Company'</b> ).		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018/ 2019

Affix  
Revenue  
Stamp of  
Re 1/-

Signature of secured Creditor \_\_\_\_\_

Signature of Proxy Holder \_\_\_\_\_

**Notes:**

- \*1 Please put a "X" in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate. Alterations, if any, made in the Form of Proxy should be initialed.
- 2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Transferee Company, not less than 48 hours before the commencement of the Meeting.
- 3. The proxy form should be signed across the revenue stamp

**HAVELLS INDIA LIMITED**

CIN: L31900DL1983PLC016304

**Registered Office:** 904, 9<sup>th</sup> Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi-110001

**Corporate Office:** QRG Towers, 2D, Sec- 126, Expressway, Noida - 201304 Uttar Pradesh.

**Website:** www.havells.com; E-Mail investors@havells.com

**Phone:** 0120-3331000 | Fax: 0120-3332000

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**ATTENDANCE SLIP**

**MEETING OF THE SECURED CREDITOR OF HAVELLS INDIA LIMITED ON 28.01.2019 AT 2:00 P.M**

Name of the secured Creditor	
Address of the secured Creditor	

I/ We hereby record my/our presence at the meeting of the secured creditor of Havells India Limited, convened pursuant to the order dated 06.12.2018 of the National Company Law Tribunal, Principal Bench at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003 on 28.01.2019 at 2:00 P.M. IST.

Secured Creditor's/ Proxy's name in BLOCK letters

Signature of Secured Creditor /Proxy

# ROUTE MAP



 **Sri Sathya Sai International Centre**  
Pragati Vihar, Lodhi Road, New Delhi- 110 003

**REQUEST FOR PROPOSAL**

State Bank of India has issued a Request for Proposal (RFP) for "Procurement, Installation, Commissioning and Maintenance of Aadhaar Enrolment Centre Kits" for SBI and Bank sponsored RRBs. For detail please see 'Procurement News' at Bank's Website [https:// bank.sbi](https://bank.sbi)

Place: Navi Mumbai  
Date: 21/12/2018

Sd/-  
Deputy General Manager  
(FI & GS)

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
PRINCIPAL BENCH AT NEW DELHI**

COMPANY PETITION NO. (CAA) 175 (PB)/2018

CONNECTED WITH

COMPANY APPLICATION NO. CA (CAA) 144 (PB)/2018

(under Section 230-232 of the Companies Act 2013)

IN THE MATTER OF THE COMPANIES ACT 2013

AND

IN THE MATTER OF SECTIONS 230 - 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH THE COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS RULE

AND

**IN THE MATTER OF:**

SCHEME OF AMALGAMATION BETWEEN JTEKT SONA AUTOMOTIVE LIMITED AND JTEKT INDIA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

**JTEKT SONA AUTOMOTIVE INDIA LIMITED**

[CIN NO. U29268DL2007PLC165741], [PAN NO. AABCJ8647G], a Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001.

P  
AMALGAMATING

**JTEKT INDIA LIMITED**

[CIN NO. L29113DL1984PLC018415], [PAN NO. AABCS7787C], a Company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at UGF-6, Indra Prakash, 21 Barakhamba Road, New Delhi-110001.

P  
AMALGAMATEE

**NOTICE OF PETITION**

TAKE NOTICE that a Petition under Sections 230 - 232 of the Companies Act, 2013, for the sanction of the National Company Law Tribunal, Principal Bench, New Delhi, Scheme of Amalgamation Between JTEKT Sona Automotive India Limited and JTEKT India Limited and their respective shareholders and creditors (the "Scheme of Amalgamation") presented by the Petitioner Companies to the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi on 28th November 2018 and was listed for hearing on 29th January 2019 at 10.30 AM. Any person desirous of supporting or opposing the Petition should send notice of his/her intention signed by him/her or his/her agent, with his/her name and address to the Advocate of the Petitioner Companies not less than (2) days before the date fixed for hearing of the Petition. If the said person so desires, the grounds of opposition and an affidavit should be furnished. A copy of the Petition will be furnished by the undersigned to any person on payment of the prescribed charges for the same.

Dated this 18th day of December 2018.

Sd/-  
**(ANIRUDH DAS/KAMALJEET SINGH)**  
(SHARDUL AMARCHAND MANGALDAS & CO.)  
ADVOCATES FOR THE PETITIONER COMPANIES  
AMARCHAND TOWERS, 216, OKHLA INDUSTRIAL ESTATE  
PHASE - III, NEW DELHI - 110020  
MOB : 98100-98320  
EMAIL : anirudh.das@amshardul.com  
ENRL NO.D-514/1993.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
PRINCIPAL BENCH, NEW DELHI**

Company Application No. CA (CAA) 160(PB)/2018

(under Sections 230-232 of the Companies Act, 2013)

In the Matter of Scheme of Amalgamation Between

1. HAVELLS GLOBAL LTD. .... Transferor Company No.1/ Applicant no.1
2. STANDARD ELECTRICAL LTD. .... Transferor Company No.2/ Applicant no.2
3. LLOYD CONSUMER PVT. LTD .... Transferor Company No.3/ Applicant no.3
4. PROMPTEC RENEWABLE ENERGY SOLUTIONS PVT. LTD. .... Transferor Company No.4/ Applicant Company
5. HAVELLS INDIA LIMITED .... Transferee Company / Applicant Company no.4

AND

**ADVERTISEMENT OF NOTICE OF**

**TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS, SECURED CREDITORS AND UNSECURED CREDITORS OF HAVELLS INDIA LIMITED**

Notice is hereby given that by the order dated 06.12.2018 ("Order"), the Hon'ble Principal Bench New Delhi of the National Company Law Tribunal ("Hon'ble Tribunal" or "NCLT") has directed the Transferee Company/ Applicant Company No. 4 to hold meeting of its Equity Shareholders, Secured Creditors and Unsecured Creditors, for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation between Havells Global Ltd. (Transferor Company No. 1/ Applicant Company No. 1), Standard Electrical Limited (Transferor Company No. 2/ Applicant Company No. 2), Lloyd Consumer Pvt. Ltd. (Transferor Company No. 3/ Applicant Company No. 3), Promptec Renewable Energy Solutions Pvt. Ltd. (Transferor Company No. 4/ Applicant Company) and Havells India Limited (Transferee/Applicant Company No.4), ("Scheme").

In pursuance of the said order and as directed therein further, notice is hereby given that aforesaid meeting of the Equity Shareholders, Unsecured Creditors and Secured Creditors of the Transferee Company/ Applicant No. 4 will be held on January 28, 2019 at 10:30 A.M., 12:30 P.M. and 2:00 P.M., respectively at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003, at which time and place the said Equity Shareholders, Unsecured Creditors and Secured Creditors of the Transferee Company/ Applicant Company No. 4 are requested to attend.

Copies of the Scheme and Explanatory Statement under Section 230 to 232 of the Companies Act, 2013 ("Act") read with rules made thereunder ("Explanatory Statement"), can be obtained free of charge, within one day of the requisition made in this regard, on any day (except Saturday, Sunday and public holidays) from the registered office of the Transferee Company/ Applicant Company No. 4 at 904, 9th Floor, Surya Kiran Building, K G Marg, Connaught Place, New Delhi 110001 or from the office of its Advocates, Hammurabi & Solomon Partners at 405A & 405B, 4th Floor, Rectangle One, Gate No. 3, Plot No. D-4, Saket District Centre, Saket, New Delhi -110017.

Persons entitled to attend and vote at the meeting may vote in person or by proxy, provided that all proxies in the prescribed form, duly completed, stamped and signed or authenticated by the concerned person are deposited at the registered office of the Transferee Company/ Applicant No. 4 as mentioned above, not later than forty-eight (48) hours before the scheduled time of the commencement of the aforesaid meeting. Forms of proxy can be obtained, free of charge, from the registered office of the Transferee Company/ Applicant Company No. 4 on any day (except Saturday, Sunday and public holidays).

The Hon'ble Tribunal has appointed Mr. Jaideep Tandan, Advocate as the Chairperson for the Meeting, including for any adjournment(s) thereof and failing him, Ms. Shivani Gupta, Advocate as the Alternative Chairperson of the Meeting, including for any adjournment(s) thereof. The Hon'ble Tribunal has also appointed Mr. Anand Rao Korada, Company Secretary, as the Scrutinizer for the said meeting including for any adjournment(s) thereof. The Scheme, if approved in the aforesaid meeting, will be subject to subsequent approval of Hon'ble Tribunal.

Sd/-  
Date: 19.12.2018  
Place: New Delhi  
**Mr. Jaideep Tandan, Advocate**  
Chairperson Appointed by the Tribunal

Regional Office - Jaipur B-12, Business Avenue, 5th Floor, Govind Marg, Near Bar Jaipur, Rajasthan - 302004. Email: zso.jaipur@denabank.co.in Ph: 0141-266

**Sale notice for sale of immovable properties**

**Rule 6(2) and 8(6) of Security Interest (Enforcement) Rules**

able assets under the Securitisation and Reconstruction of Financial Institutions and Insolvency and Rehabilitation of Financial Institutions Act, 2002 read with proviso to rule 8(6) of the Security Interest (Enforcement) Rules, 2002 and in particular to the Borrower (s) Guarantor (s) that the below mentioned property is the secured creditor, the constructive / physical (whichever is applicable) authorised officer of Dena Bank Secured Creditor, will be sold on behalf of the Bank for recovery of Bank's secured debt plus costs, charges and future interest. The sale will be conducted online through website [www.mstccommerce.com](http://www.mstccommerce.com) on

Description of the property	Secured debt for recovery of which the property is to be sold	Res
Sold with known encumbrances		Pr

**kotak**  
Kotak Mahindra Bank  
Regd office: 27BKC, C-27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai  
Corporate office: Kotak Infinitel, Bldg No 21, Infinity Park, General AK Yashwantrao

**AUCTION NOTICE**

That the below mentioned Borrowers had availed gold loan facility against security of the gold ornaments deposited in their respective accounts. However, the Borrowers has failed to repay/clear the said loan. The auction of the below mentioned gold ornaments pledged in favour of the Bank. The auction of the below mentioned gold ornaments will be conducted on

Date: 27-Dec-18	Time: 10.30 AM	Place: Respr		
Apac	Account No	Borrower Name	State	Location
GLN1243868	70584785	Aashish Verma	Rajasthan	JODHPUR
GLN810676	200789960	Ajay Kumar Sharma	Rajasthan	CHOMU
GLN1127746	117967602	Ashu Danodia	Rajasthan	CHOMU
GLN1436597	196279479	Ashu Talsija	Rajasthan	UDAIPUR
GLN1215470	295143146	Fulla Ram	Rajasthan	SUMERPUR
GLN1212888	254376089	Mahendr Singh	Rajasthan	BARMER
GLN1406072	62745852	Roshan Lal Gaurar	Rajasthan	RAJESAMAND
GLN1440619	226178490	Syed Mehraj Talat Chishty	Rajasthan	AJMER G

