

28<sup>th</sup> January, 2019

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: Proceedings of Court Convened Meetings of the Equity Shareholders and Creditors of Havells India Limited convened by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi**

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company viz. Havells India Limited, hereby furnishes the proceedings of the Court Convened Meetings of the Equity Shareholders of Havells India Limited ("Transferee Company" or "Company"), its Unsecured Creditors and Secured Creditors convened today on 28<sup>th</sup> January, 2019 at 10:30 am, 12:30 pm and 2:00 pm respectively, by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi, to consider, and, if thought fit, to approve with or without modification(s), 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.

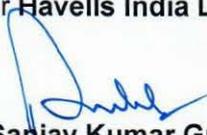
The Shareholders were given the option to cast votes by way of postal ballot form which also included voting by electronic means conducted during the period from 28<sup>th</sup> December, 2018 to 27<sup>th</sup> January, 2019. The facility for voting through polling paper was also made available at the venue for those who did not cast their vote through postal ballot or remote e-voting.

The Results of Voting (in the prescribed format) u/r 44 along with the Consolidated Report of the Scrutinizer shall be forwarded on or before 30<sup>th</sup> January, 2019.

Kindly acknowledge receipt.

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

**PROCEEDINGS OF THE COURT CONVENED MEETING OF THE SHAREHOLDERS OF THE COMPANY CONVENED ON 28<sup>TH</sup> JANUARY, 2019 AT 10:30 A.M. SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR, LODHI ROAD, NEW DELHI – 110 003**

Date of the Meeting: **28<sup>TH</sup> JANUARY 2019**

Total number of shareholders on Record Date i.e. 7<sup>th</sup> December, 2018: **1,00,390**

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: **\_\_\_NIL\_\_\_**

Public: **146 in person and \_\_\_NIL\_\_\_ in proxy**

No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group:- **—**

Public:- **—**

Directors Present: **—**

Chairman, Representatives of the Lawyers and Officers took the chair.

Mr Jaideep Tandan, Chairman, informed that the Meeting was convened pursuant to the order of the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi (NCLT) dated 6<sup>th</sup> December, 2018 in the matter of 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"). Mr Tandan further informed that vide the said Order, the NCLT had appointed him as Chairman to preside over the Meeting, Ms Shivani Gupta as Alternate Chairman and Mr Ananda Rao Korada as the Scrutinizer.

In terms of the Court Order, the requisite quorum of 200 in no. (or 75% in value) not being present, the Meeting was adjourned for half an hour and thereafter the persons present were deemed to constitute the quorum.

The requisite quorum being present Chairman declared the Meeting open at 11:00 am.

The Notice of the Meeting, the Explanatory Statement alongwith the Scheme of Amalgamation had already been despatched to all the Members. With the consent of the Members, the Notice convening the Meeting was taken as read.

The Chairman then briefed the Members on the rationale of the Scheme.

The following Resolution set out in the Notice convening the Meeting was put up to the Members for voting:-

Item No.	Detail of the Agenda	Resolution required
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 ('Transferor Companies') with Havells India Limited ('Transferee Company' or 'Company').	Requisite Majority *

\* majority of persons representing three-fourths in value.

For HAVELLS INDIA LIMITED

Company Secretary

The Members entitled to cast their vote (i.e. persons who were Members on 7<sup>th</sup> December, 2018 being the cut-off date) were given the option to cast votes by way of postal ballot form which also included voting by electronic means conducted during the period from 28<sup>th</sup> December, 2018 (8:30 am) to 27<sup>th</sup> January, 2019 (5:00 pm). The facility for voting through polling paper was also made available for those who did not cast their vote through postal ballot or remote e-voting.

The Members were informed that 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 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 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 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))

The Chairman concluded the Meeting and thanked the shareholders and others for attending & participating at the Meeting.

For HAVELLS INDIA LIMITED  
  
Company Secretary

**HAVELLS INDIA LTD.**

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CIN: L31900DL1983PLC016304  
GSTIN: 09AAACH0351E2Z2

**PROCEEDINGS OF THE COURT CONVENED MEETING OF THE UNSECURED CREDITORS OF THE COMPANY CONVENED ON 28<sup>TH</sup> JANUARY, 2019 AT 12:30 P.M. SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR, LODHI ROAD, NEW DELHI – 110 003**

Chairman, Representatives of the Lawyers and Officers took the chair.

Mr Jaideep Tandan, Chairman, informed that the Meeting was convened pursuant to the order of the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi (NCLT) dated 6<sup>th</sup> December, 2018 in the matter of 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"). Mr Tandan further informed that vide the said Order, the NCLT had appointed him as Chairman to preside over the Meeting, Ms Shivani Gupta as Alternate Chairman and Mr Ananda Rao Korada as the Scrutinizer.

In terms of the Court Order, the requisite quorum of 200 in no. (or 75% in value) not being present, the Meeting was adjourned for half an hour and thereafter the persons present were deemed to constitute the quorum.

The requisite quorum being present Chairman declared the Meeting open at 1:00 pm.

The Notice of the Meeting, the Explanatory Statement alongwith the Scheme of Amalgamation had already been despatched/ emailed to all the Unsecured Creditors. With the consent of the Creditors, the Notice convening the Meeting was taken as read.

The Chairman then briefed the Unsecured Creditors on the rationale of the Scheme.

The following Resolution set out in the Notice convening the Meeting was put up to the Unsecured Creditors for voting:-

Item No.	Detail of the Agenda	Resolution required
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 ('Transferor Companies') with Havells India Limited ('Transferee Company' or 'Company').	Requisite Majority*

\* majority of persons representing three-fourths in value.

The facility for voting through polling paper was made available at the venue of the Meeting.

The Unsecured Creditors were informed that 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 polling / ballot paper submitted by the Unsecured Creditors.

The results of the voting on the Resolution set out in the notice shall be endeavoured to be announced on the date of Meeting itself or latest by 30th January, 2019. The Results of the voting along with the Scrutinizer's Report shall be displayed on the website of the Company, [www.havells.com](http://www.havells.com) besides being on the websites of stock exchanges where the equity shares of the 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))

The Chairman concluded the Meeting and thanked the Unsecured Creditors and others for attending & participating at the Meeting.

For HAVELLS INDIA LIMITED

Company Secretary



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CIN: L31900DL1983PLC016304

GSTIN: 09AAACH0351E222

**PROCEEDINGS OF THE COURT CONVENED MEETING OF THE SECURED CREDITORS OF THE COMPANY CONVENED ON 28<sup>TH</sup> JANUARY, 2019 AT 2:00 P.M. SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR, LODHI ROAD, NEW DELHI – 110 003**

Chairman, Representatives of the Lawyers and Officers took the chair.

Mr Jaideep Tandan, Chairman, informed that the Meeting was convened pursuant to the order of the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi (NCLT) dated 6<sup>th</sup> December, 2018 in the matter of 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"). Mr Tandan further informed that vide the said Order, the NCLT had appointed him as Chairman to preside over the Meeting, Ms Shivani Gupta as Alternate Chairman and Mr Ananda Rao Korada as the Scrutinizer.

The Meeting was adjourned for half an hour and once the Sole Secured Creditor was present at the venue, Chairman declared the Meeting open at 2:30 pm.

The Notice of the Meeting, the Explanatory Statement alongwith the Scheme of Amalgamation had already been despatched to the sole Secured Creditor. With the consent of the Creditor the Notice convening the Meeting was taken as read.

The Chairman then briefed the Secured Creditor on the rationale of the Scheme.

The following Resolution set out in the Notice convening the Meeting was put up to the Secured Creditor for voting:-

Item No.	Detail of the Agenda	Resolution required
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 ('Transferor Companies') with Havells India Limited ('Transferee Company' or 'Company').	Requisite Majority *

\* majority of persons representing three-fourths in value.

The facility for voting through polling paper was made available at the venue of the Meeting.

The Secured Creditor was informed that 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 polling / ballot paper submitted.

The results of the voting on the Resolution set out in the notice shall be endeavoured to be announced on the date of Meeting itself or latest by 30th January, 2019. The Results of the voting along with the Scrutinizer's Report shall be displayed on the website of the Company, [www.havells.com](http://www.havells.com) besides being on the websites of stock exchanges where the equity shares of the 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))

The Chairman concluded the Meeting and thanked the Secured Creditor and others for attending & participating at the Meeting.

For HAVELLS INDIA LIMITED

Company Secretary

**HAVELLS INDIA LTD.**  
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