

10<sup>th</sup> December, 2015

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: Outcome of Board Meeting**

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, it is hereby informed that upon the intimation received from one of Company's wholly-owned subsidiary, namely, Havells Holdings Ltd (HHL), Isle of Man about its proposed divestment plans, the Board of Directors of the Company, in its Meeting held today i.e. 10<sup>th</sup> December, 2015 at Shanghai, People's Republic of China, has, subject to the approval of shareholders of the Company to be sought by way of Postal Ballot/ E-voting, accorded its consent to

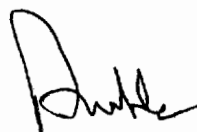
- (1) The divestment proposed by Havells Holdings Limited (HHL), a 100% subsidiary of the Company, for the sale of its stake upto 100% in Havells Malta Limited (excluding its subsidiaries based in United States, Brazil, Chile and Thailand) to Shanghai Feilo Acoustics Co. Ltd. (FEILO) or its Affiliates on such terms and conditions as contained in the proposed Share Purchase Agreement (SPA) and the Share Holders Agreement (SHA) signed interalia between the buyer (FEILO) and seller (HHL). Havells Malta Limited is a wholly-owned subsidiary of Havells Holdings Limited and thereby a step-down subsidiary of the Company.
- (2) The divestment upto 100% of the Company's stake in Havells Exim Limited, Hongkong (Exim), a 100% subsidiary of the Company to Shanghai Feilo Acoustics Co. Ltd. (FEILO) or its Affiliates on such terms and conditions as contained in the proposed Share Purchase Agreement (SPA) signed interalia between the buyer (FEILO) and seller (Company).

The details prescribed under Regulation 30 with respect to the proposed transactions referred at sr. nos. 1 and 2 above, are given hereunder:-

- (a) Amount and % age of the turnover/ revenue/ income and Net Worth contributed by such unit / division of listed entity during the last financial year –

% age of the turnover/ revenue/ income contributed by Havells Malta Ltd during the last financial year in the consolidated turnover/ revenue/ income	:	35%
% age of the turnover/ revenue/ income contributed by Havells Exim Ltd during the last financial year in the consolidated turnover/ revenue/ income	:	0%*
% age of the Net Worth contributed by Havells Malta Ltd during the last financial year in the consolidated Net Worth	:	-19%
% age of the Net Worth contributed by Havells Exim Ltd during the last financial year in the consolidated Net Worth	:	1.3%

\* Since the sales by Havells Exim Limited is only to group companies, the turnover gets eliminated on consolidation.



10/12/2015

(b) Date on which the agreement for sale has been entered into:-

- The divestment proposal of Havells Holdings Limited has been consented to by the Board of Directors of Havells India Limited in its capacity as the sole shareholder of Havells Holdings Limited. Further, the Company has signed and executed the Share Purchase Agreement and the Shareholders Agreement on 10<sup>th</sup> December, 2015, as the confirming party.
- The proposed divestment of the Company from Havells Exim Limited has been approved by the Board of Directors of Havells India Limited. Further, the Company has signed and executed the Share Purchase Agreement on 10<sup>th</sup> December, 2015.

(c) Expected date of completion of sale/ disposal:-

Sale of shares with respect to 80% of the stake held in both the entities i.e. Havells Malta Limited and Havells Exim Limited shall be completed on or before end of February, 2016.

Remainder sale of stake of 20% in case of Havells Malta Ltd, shall be disposed off during a period of 5 years by Havells Holdings Ltd commencing from the closing of the sale of 80% shares as above, with a put/ call option enforceable at the behest of either party.

Remainder sale of stake of 20% in case of Havells Exim Limited shall be completed within 9 months from the closing which is likely to be on or before end of February, 2016.

(d) Consideration received from such sale/ disposal:-

The total consideration, subject to closing adjustment, in respect of proposed 80% transactions is €148,800,000 (One Hundred and Forty Eight Million and Eight Hundred Thousand Euros), out of which,

- an amount of €138,400,000 (One Hundred and Thirty Eight Million and Four Hundred Thousand Euros) has been agreed to between HHL and FEILO for the proposed divestment plan of HHL.
- an amount of €10,400,000 (Ten Million and Four Hundred Thousand Euros) has been agreed to between the Company and FEILO for the proposed divestment plan of the Company.

(e) Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof:-

Shanghai Feilo Acoustics Co. Ltd., is a company incorporated under the laws of the People's Republic of China and is principally involved in the business of manufacturing and distributing lighting equipment.

The buyer is an independent third party not related to any of the promoters or promoter group or group companies.

(f) Whether the transaction would fall within RPT? If yes, whether the same is done at "arms length";

As the buyer and seller are unrelated, the transaction shall not fall within the definition of a Related Party Transaction.



- (g) Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale. For the purpose of this sub-clause, "slump sale" shall mean the transfer of one or more undertakings, as a result of the sale for a lump sum consideration, without values being assigned to the individual assets and liabilities in such sales.

Not applicable.

Further, the Company in the above-referred Board Meeting, also signed a Strategic Co-operation Framework Agreement with INESA (Group) Co. Ltd ("INESA").

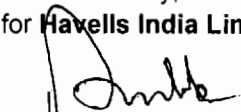
INESA is a large State-owned Enterprise, 100% owned by Shanghai State-owned Assets Supervision and Administration Commission of the State Council. The group has a focus on IOT (internet of things), cloud computing and is supported by commercial real estate and non-banking financial service, aiming to develop itself as a smart city solution provider and operator.

The Company and INESA have agreed for a strategic co-operation, in the normal course of business, for a period of 5 years from the date of signing the agreement whereby both parties have agreed to share resources, complement advantages and maximize value, by fully utilizing their resources in the Indian and Chinese market and carry out co-operation in multi-channels effectively and progressively.

The above is for your information and records.

Thanking you.

Yours faithfully,  
for **Havells India Limited**



(Sanjay Gupta)  
Company Secretary