

This is an abridged prospectus containing salient features of the Red Herring Prospectus dated September 9, 2016 (the “RHP” or the “Red Herring Prospectus”). You are encouraged to read greater details available in the RHP.

**THE DOCUMENT CONSISTS OF FOUR PAGES OF APPLICATION FORM ALONG WITH INSTRUCTIONS AND SIX PAGES OF THE ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

Please ensure that you have read the RHP, this abridged prospectus and the General Information Document (“GID”) for investing in public issues undertaken through the Book Building Process before applying in the Issue. You may obtain a physical copy of the Bid cum Application Form and the RHP from Stock Exchanges, Members of the Syndicate, Registered Brokers, Collecting Depository Participants (“CDPs”) Registrar to the Issue, Registrar and Share Transfer Agents (“RTAs”), Underwriters, Bankers to the Issue, Investors’ Associations and Self Certified Syndicate Banks (“SCSBs”). You may also download the RHP from the websites of Securities and Exchange Board of India (the “SEBI”), the Book Running Lead Managers (“BRLMs”), BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (collectively the “Stock Exchanges”) i.e. [www.sebi.gov.in](http://www.sebi.gov.in), [www.sbics.com](http://www.sbics.com), [www.icicisecurities.com](http://www.icicisecurities.com), [www.idfcbank.com](http://www.idfcbank.com), [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP. Investors are advised to retain a copy of the RHP/Abridged Prospectus for their future reference.



## HPL ELECTRIC & POWER LIMITED

**Registered and Corporate Office:** 1/21, Asaf Ali Road, New Delhi 110 002, India; Tel: (+91 11) 2323 4411; **Fax:** (+91 11) 2323 2639

**Contact Person:** Mr. Vivek Kumar, Company Secretary and Compliance Officer; **Tel:** (+91 11) 2323 4411; **Fax:** (+91 11) 2323 2639

**E-mail:** [hpls@hplindia.com](mailto:hpls@hplindia.com); **Website:** [www.hplindia.com](http://www.hplindia.com); **CIN:** U74899DL1992PLC048945

**PROMOTERS:** MR. LALIT SETH, HAVELL'S PRIVATE LIMITED (THE 'HAVELL'S' TRADEMARK IS A PROPERTY OF HAVELL'S INDUSTRIES (NOW HAVELLS INDIA LIMITED) AND WE, OUR PROMOTERS AND MEMBERS OF OUR PROMOTER GROUP ARE NOT ASSOCIATED IN ANY MANNER WITH HAVELLS INDIA LIMITED OR ITS PROMOTERS), HPL INDIA LIMITED AND HAVELLS ELECTRONICS PRIVATE LIMITED (THE 'HAVELL'S' TRADEMARK IS A PROPERTY OF HAVELL'S INDUSTRIES (NOW HAVELLS INDIA LIMITED) AND WE, OUR PROMOTERS AND MEMBERS OF OUR PROMOTER GROUP ARE NOT ASSOCIATED IN ANY MANNER WITH HAVELLS INDIA LIMITED OR ITS PROMOTERS)

**INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (THE "EQUITY SHARES") OF HPL ELECTRIC & POWER LIMITED (OUR "COMPANY" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("THE ISSUE PRICE") AGGREGATING UP TO ₹ 3,610 MILLION (THE "ISSUE"). THE ISSUE SHALL CONSTITUTE AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMs AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITIONS OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE IN THE PLACE WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE AND THE NSE (DESIGNATED STOCK EXCHANGE) FOR THE PURPOSES OF UPLOAD ON THEIR RESPECTIVE WEBSITES.**

Details about the Basis for Issue Price will be available on the websites of the Stock Exchanges.

### PROCEDURE:

If you wish to know about processes and procedures applicable to public issues, you may request for a copy of the General Information Document (the “GID”) from the BRLMs or download it from the websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), and the websites of the BRLMs at [www.sbics.com](http://www.sbics.com); [www.icicisecurities.com](http://www.icicisecurities.com) and [www.idfcbank.com](http://www.idfcbank.com).

### ELIGIBILITY FOR THE ISSUE – REGULATION 26(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (“SEBI ICDR REGULATIONS”)

Whether the Company is compulsorily required to allot at least 75% of the Net Offer to Qualified Institutional Buyers – No

### INDICATIVE TIMELINE

BID/ISSUE OPENS ON*	Thursday, September 22, 2016	INITIATION OF REFUNDS FOR ANCHOR INVESTOR/UNBLOCKING OF FUNDS	On or about Friday, September 30, 2016
BID/ISSUE CLOSES ON	Monday, September 26, 2016	CREDIT OF EQUITY SHARES TO DEPOSITORY ACCOUNTS	On or about Monday, October 03, 2016
FINALISATION OF BASIS OF ALLOTMENT	On or about Thursday, September 29, 2016	COMMENCEMENT OF TRADING	On or about Tuesday, October 04, 2016

\*Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares have not been recommended or approved by the SEBI, nor does the SEBI guarantee the accuracy or adequacy of the Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 13 of the RHP and “Internal Risk Factors” on page 7 of this Abridged Prospectus.

**PRICE INFORMATION OF PAST ISSUES HANDLED BY BRLMs**

Sr. No.	Issue Name	Name of Merchant Banker*	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Monte Carlo Fashions Limited	SBI Capital Markets Limited <sup>(1)</sup>	-26.53% [+3.25%]	-23.37% [+4.57%]	-21.01% [-2.50%]
2	Navkar Corporation Limited	SBI Capital Markets Limited <sup>(1)</sup>	+0.71% [+4.38%]	+25.81% [-0.74%]	+6.13% [-4.12%]
3	Prabhat Dairy Limited	SBI Capital Markets Limited <sup>(1)</sup>	+11.78% [+3.57%]	+30.83% [-1.79%]	-5.48% [-4.67%]
4	Precision Camshafts Limited	SBI Capital Markets Limited <sup>(1)</sup>	-14.68% [+1.53%]	-20.43% [+5.77%]	-20.32% [15.61%]
5	Infibeam Incorporation Limited	SBI Capital Markets Limited <sup>(1)</sup>	+20.37% [-0.67%]	+61.31% [+7.40%]	NA
6	Equitas Holdings Limited	ICICI Securities Limited <sup>(2)</sup>	+34.95%, [-1.63%]	+57.91%, [+7.79%]	-
7	Thyrocare Technologies Limited	ICICI Securities Limited <sup>(2)</sup>	+36.85%, [+5.09%]	+22.57%, [10.75%]	-
8	Ujjivan Financial Services Limited	ICICI Securities Limited <sup>(2)</sup>	+72.38%, [+4.88%]	115.38%, [10.44%]	-
9	Quess Corp Limited	ICICI Securities Limited <sup>(2)</sup>	+73.60%, [+0.64%]	-	-
10	Larsen & Toubro Infotech Limited	ICICI Securities Limited <sup>(2)</sup>	-6.39%, [+1.84%]	-	-
11	Advanced Enzyme Technologies Limited	ICICI Securities Limited <sup>(2)</sup>	-	-	-
12	RBL Bank Limited	ICICI Securities Limited/SBI Capital Markets Limited	-	-	-

Source: [www.nseindia.com](http://www.nseindia.com), [www.bseindia.com](http://www.bseindia.com)

\*IDFC Bank Limited has not acted as a BRLM to any past issue in the last three years.

<sup>(1)</sup> The designated exchange for the issue has been considered for the price, benchmark index and other details

<sup>(2)</sup> All data sourced from [www.nseindia.com](http://www.nseindia.com).

**Notes:**

- Above disclosures have been restricted to recent 7 issues managed by each of the BRLMs.
- The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the next trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.

**BOOK RUNNING LEAD MANAGERS**

<b>SBI Capital Markets Limited</b> Tel: (+91 22) 2217 8300 Email ID: <a href="mailto:hpl.ipo@sbicaps.com">hpl.ipo@sbicaps.com</a> Investor Grievance E-mail: <a href="mailto:investor.relations@sbicaps.com">investor.relations@sbicaps.com</a>	<b>ICICI Securities Limited</b> Tel: (+91 22) 2288 2460 Email ID: <a href="mailto:hpl.ipo@icicisecurities.com">hpl.ipo@icicisecurities.com</a> Investor Grievance E-mail: <a href="mailto:customercare@icicisecurities.com">customercare@icicisecurities.com</a>	<b>IDFC Bank Limited</b> Tel: (+91 22) 6622 2600 Email ID: <a href="mailto:hpl.ipo@idfcbank.com">hpl.ipo@idfcbank.com</a> Investor Grievance E-mail: <a href="mailto:mb.ig@idfcbank.com">mb.ig@idfcbank.com</a>
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**Name of Syndicate Members:** SBICAP Securities Limited and Sharekhan Limited

**Registrar to the Issue:** Karvy Computershare Private Limited, Tel. +91 40 6716 2222, E-mail: [einward.ris@karvy.com](mailto:einward.ris@karvy.com); Investor Grievance E-mail: [hplep.ipo@karvy.com](mailto:hplep.ipo@karvy.com)

**Statutory Auditor to our Company:** Sahni Mehra & Co., Chartered Accountants

**Name of the Credit Rating Agency and the rating or grading, if any:** As the Issue is of Equity Shares, credit rating is not required. No credit rating agency registered under the SEBI has been appointed in respect of obtaining grading for the Issue.

**Name of the Debenture Trustee, if any:** As the Issue is of Equity Shares, no debenture trustee has been appointed for the Issue.

**Self Certified Syndicate Banks:** The list of banks is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/> Recognised-Intermediaries and updated from time to time.

**Non Syndicate Registered Brokers:** You can submit the Bid cum Application Forms in the Issue to Non Syndicate Registered Brokers at the Broker Centres. For further details, see “**Issue Procedure**” beginning on page 372 of the Red Herring Prospectus.

**Details regarding website address(es)/link(s) from which the investor can obtain list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable :** The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, the list of the CDPs eligible as applicable to accept ASBA Forms at the Designated CDP Locations and stock brokers including details such as name and contact details, are provided on the websites of Stock Exchanges at <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6> and [http://www.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm), [http://www.bseindia.com/Markets/PublicIssues/brokercentres\\_new.aspx?expandable=7](http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=7) as updated from time to time. For further details, see section titled “**Issue Procedure**” beginning on page 372 of the Red Herring Prospectus.

## PROMOTERS OF OUR COMPANY

**Mr. Lalit Seth**, is the Chairman and Managing Director and a Promoter of our Company. He has experience of over 40 years in the electric equipment manufacturing industry and has been associated with our corporate Promoters prior to joining our Board since the incorporation of our Company.

**Havell's Private Limited** (the 'Havell's' trademark is a property of Havell's Industries (now Havells India Limited) and we, our Promoters and members of our Promoter Group are not associated in any manner with Havells India Limited or its promoters) was incorporated on November 24, 1956, under the Companies Act 1956 and is authorised to be engaged in the business of manufacturing meters, machinery and other equipments.

**HPL India Limited** was incorporated on January 2, 1989, under the Companies Act 1956 and is engaged in the business of selling of component and tools design of various engineering products.

**Havells Electronics Private Limited** (the 'Havell's' trademark is a property of Havell's Industries (now Havells India Limited) and we, our Promoters and members of our Promoter Group are not associated in any manner with Havells India Limited or its promoters) was incorporated on October 31, 1974 under the Companies Act 1956 and is permitted to carry on the business of manufacturing electrical equipment.

None of the Group Companies of the Company are listed on any stock exchange in India or abroad.

## BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

We are an established electric equipment manufacturing company in India, manufacturing a diverse portfolio of electric equipment, including, metering solutions, switchgears, lighting equipment and wires and cables, catering to consumer and institutional customers in the electrical equipment industry. We had the largest market share in the market for electricity energy meters in India in fiscal 2015, with one of the widest portfolios of meters in India and the fifth largest market share for LED lamps during the corresponding period (*Source: Indian Power Sector Overview And Market Landscape For Select Electrical Equipments' dated February 2016, prepared by Frost & Sullivan (I) Private Limited and commissioned by our Company ("Frost & Sullivan Report, February 2016")*). Our manufacturing capabilities are supported by a large sales and distribution network with a pan-India presence. We currently manufacture and sell our products under the umbrella brand 'HPL', which has been registered in India since 1975.

We supply our products through a network of authorized dealers or distributors to institutional, non-institutional and corporate customers. We supply switchgears, lighting equipment and wires and cables, primarily through our pan-India authorized dealer network, which comprised of over 2,400 authorized dealers or distributors as on March 31, 2016, from our warehouses located in 21 states and union territories in India that are managed by our carrying and forwarding agents. Our authorized dealers or distributors further sell our products to over 15,000 retailers in India. In addition, we supply our products to Power Utilities, which primarily includes supply of meters under direct contractual arrangements to electricity boards and power distribution companies, as well as through project contractors. Further, we supply our portfolio of products to developers of residential and commercial building projects, OEMs and to industrial customers through a mix of direct sales and supply through our authorized dealer network.

We have a strong focus on consistently upgrading the technology that is used in our products and the processes used in manufacturing thereof, through our continuing research and development efforts. We have established two in-house research and development centres at Kundli (Haryana) and Gurgaon (Haryana). We currently own and operate seven manufacturing facilities located across the states of Haryana and Himachal Pradesh, having in-house testing capabilities, including one manufacturing facility owned and operated by our Subsidiary, Himachal Energy Private Limited (**"Himachal Energy"**).

**Business strategies:** • Expand our product range with focus on value added products • Reduce our working capital cycle and focus on rationalizing our indebtedness • Expand our business and capture growth opportunities • Increase our geographical reach and expansion of addressable market • Strengthen customer base with focus on increasing customer spend on our products • Continue to enhance our brand through innovative and focused marketing initiatives

## BOARD OF DIRECTORS

S. No.	Name	Designation (Independent/ Whole time / Executive / Nominee)	Experience including current / past position held in other firms
1	Mr. Lalit Seth	Chairman and Managing Director	He has experience of over 40 years in the electric equipment manufacturing industry. He is also a director on the boards of our Subsidiary, corporate Promoters and all our Group Companies. He has been associated with our Company since incorporation.
2	Mr. Rishi Seth	Joint Managing Director	He has over 20 years of experience in the field of electric equipment manufacturing industry. He has been on our Board since April 14, 2000. He is also on the board of our corporate Promoters, Subsidiary and certain Group Companies.
3	Mr. Gautam Seth	Joint Managing Director	He has over 15 years of experience in the electric equipment manufacturing industry. He was, earlier on the board of Socomec India Private Limited and is currently on the boards of certain of our corporate Promoters and Group Companies.
4	Mr. Chandra Prakash Jain	Whole-time Director	He has experience in manufacturing of electrical and electronic products having worked at Jaipur Metals and Electricals Limited and Rajasthan Electronics and Instruments Limited. He was the chairman of the metering division at Indian Electrical and Electronics Manufacturers Association.

**BOARD OF DIRECTORS**

S. No.	Name	Designation (Independent/ Whole time / Executive / Nominee)	Experience including current / past position held in other firms
5	Mr. Vinod Ratan	Whole-time Director and Chief Financial Officer	He is a qualified chartered accountant. He joined our Board on January 21, 2016.
6	Mr. Tarun Sehgal	Non Executive, Independent Director	He is a qualified Canadian chartered professional accountant. He joined our Board on January 14, 2016.
7	Mr. Jatinder Singh Sabharwal	Non-executive, Independent Director	He has over 25 years of experience in the field of sales and management. Prior to joining our Board on January 14, 2016, he worked with Blue Dart Express Limited and Brooke Bond India Limited.
8	Ms. Madhu Bala Nath	Non Executive, Independent Director	She has over 20 years of experience in social service. Prior to joining our Board, she worked with United Nations. She is also a director on the board of India HIV/ AIDS Alliance U/S 25.
9	Mr. Jainul Haque	Non Executive, Independent Director	He has over 15 years of experience in the electrical industry. Prior to joining our Board on January 14, 2016, he worked with Indian Power Corporation Limited and Power Grid Corporation of India Limited.
10	Mr. Virender Kumar Bajaj	Non Executive, Independent Director	He is a certified associate of the Indian Institute of Bankers. He has over 27 years of experience in banking. Prior to joining our Board, he worked with Axis Bank Limited, UTI Bank Limited and the State Bank of India.

**OBJECTS OF THE ISSUE**

The Net Proceeds are proposed to be utilized by our Company for the following objects:

(a) Repayment/ prepayment of certain indebtedness; (b) Funding working capital requirements; and (c) General corporate purposes.

The fund requirements for each of the objects for the Issue are as stated below.

(₹ in million)

S. No.	Objects of the Issue	Amount to be financed from Net Proceeds	Estimated Net Proceeds Utilization
			Fiscal 2017
1.	Repayment/ prepayment of certain indebtedness	1,300.00	1,300.00
2.	Funding working capital requirements	1,800.00	1,800.00
3.	General corporate purposes*	●	●
	Total	●	●

\*To be finalised upon determination of Issue Price

In addition, we believe that the listing of our Equity Shares will enhance our visibility and brand name among existing and potential customers.

**Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/ rights issues, if any, of the Company in the preceding 10 years - Not Applicable**

Name of monitoring agency, if any: N.A.

**Shareholding pattern**

S. No.	Particulars	Pre Issue number of Shares	% Holding of Pre Issue (%)
1	Promoter & Promoter Group	46,391,699	99.92
2	Non-Promoter – Non-Public	-	-
3	Public	37,500	0.08
	<b>Total</b>	<b>46,391,699</b>	<b>100</b>

**Restated Audited Standalone Financials**

(₹ in Million)	FY 2016	FY 2015	FY 2014	FY2013	FY2012
Total income from operations (net)	11,152.63	10,451.12	10,071.90	9,032.41	7,157.35
Net Profit / (Loss) before tax and extraordinary items	488.21	437.69	380.80	416.98	383.43
Net Profit / (Loss) after tax and extraordinary items	370.43	344.43	287.84	314.14	287.56
Equity Share Capital	464.29	185.72	185.72	185.72	179.80
Reserves and Surplus	3,088.51	3,002.25	2,921.39	2,635.73	2,233.77
Net Worth	3,552.80	3,187.97	3,107.11	2,821.45	2,413.57
Basic earnings per share (₹)	7.98	7.42	6.20	6.81	6.40
Diluted earnings per share (₹)	7.98	7.42	6.20	6.81	6.40
Return on net worth (%)	10.43	10.80	9.26	11.13	11.91
Net asset value per share (₹)	76.52	68.66	66.92	60.77	53.70



**Restated Audited Consolidated Financials**

(₹ in Million)	FY 2016	FY 2015	FY 2014	FY 2013	FY 2012
Total income from operations (net)	11,163.81	10,471.27	10,109.45	9,114.38	7,212.36
Net Profit / (Loss) before tax and extraordinary items	483.94	439.50	376.67	417.02	379.74
Net Profit / (Loss) after tax and extraordinary items	366.16	346.24	283.71	314.18	283.87
Equity Share Capital	464.29	185.72	185.72	185.72	179.80
Reserves and Surplus	3,078.27	2,996.28	2,913.61	2,632.08	2,230.08
Net Worth	3,542.56	3182.00	3,099.33	2,817.80	2,409.88
Basic earnings per share (₹)	7.89	7.46	6.11	6.81	6.32
Diluted earnings per share (₹)	7.89	7.46	6.11	6.81	6.32
Return on net worth (%)	10.34	10.88	9.15	11.15	11.78
Net asset value per share (₹)	76.30	68.53	66.75	60.69	53.61

**INTERNAL RISK FACTORS**

**Below are the top five risks as disclosed in the RHP:**

1. There are two legal disputes pending adjudication, seeking to obtain an injunction against the Issue, including a trademark litigation filed against our Company and our Promoters. In the event such disputes are not decided in our favor, our ability to proceed with the Issue may be impaired and our reputation may be adversely affected.
2. Our operations are significantly dependent on our ability to successfully identify customer requirements and preferences and gain customer acceptance for our products. If we are unable to successfully identify customer requirements and preferences and gain customer acceptance for our products, our business may suffer.
3. We face competition in relation to our offerings, including from competitors that may have greater financial and marketing resources. Failure to compete effectively may have an adverse impact on our business, financial condition, results of operations and prospects.
4. We have long working capital cycles and significant working capital requirements. If we are unable to effectively manage our working capital cycles or generate sufficient cash flow to satisfy any increased working capital requirements and make required payments for our business, our results of operations may be negatively impacted.
5. Disruption in our relationships with third party authorized dealers, changes in their business practices, their failure to meet payment schedules and provide timely and accurate information could adversely affect our business, operating cash flows and financial condition.

**SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION**

**A. Total number of outstanding litigations against the Company and amount involved**

There are 37 proceedings filed against our Company, involving an aggregate ascertainable amount of ₹ 307.67 million.

**B. Brief details of top 5 material outstanding litigations in terms of amount involved against the Company and amount involved**

(₹ in million)

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
1.	Havells India Limited and QRG Enterprises (together, “ <b>QRG</b> ”) filed a suit for permanent injunction against our Company and others, seeking to restrain us from undertaking the Issue, by using the word ‘Havell’s’, passing of its business as the business of Havells India Limited; and/or using the name ‘Havell’s’ as the corporate name of our Promoters in any documents in relation to the Issue and claimed damages of ₹ 20.50 million. The High Court of Delhi, by order dated April 7, 2016, declined to pass an injunction against our corporate Promoters from displaying their names as our promoters and permitted our Company to undertake the Issue with a suitable disclaimer.	Havell’s Industries (now Havells India Limited)	The High Court of Delhi has declined to pass an interim injunction against using the word ‘Havell’s’ in the name of our corporate Promoters and permitted our Company to undertake the Issue with the disclaimer as directed by the High Court of Delhi. On appeal the division bench of high Court upheld this order. All the suits are currently pending.	23
	Further, pursuant to its orders dated May 17, 2016 and May 31, 2016, the High Court of Delhi re-emphasized the requirement of our Company to incorporate the disclaimer. QRG filed an appeal (FAO (OS) 197 of 2016) before the division bench of the High Court of Delhi, challenging the orders dated April 7, 2016 and April 30, 2016. The division bench, by an order dated July 20, 2016, upheld such orders, with a further direction to our Company to disclose the disclaimer, as directed pursuant to the order dated April 7, 2016, on its website.			

(₹ in million)

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved
	<p>QRG has also filed a suit, against our Company and Promoters seeking to restrain us from using the word 'Havell's' as part of the corporate name. The High Court of Delhi held that it could be inferred that the assignment of the trademark 'Havell's' was limited to the trade name and did not extend to the use of 'Havell's' in any corporate name. On appeal the division bench of the High Court of Delhi upheld this order. ORG subsequently filed a special leave petition challenging the order wherein the Supreme Court disposed off the petition, upholding the order of the High Court of Delhi.</p> <p>QRG had previously also initiated two other suits against our Company and Promoters seeking to restrain our Promoters directly or indirectly dealing in electrical goods using the trademark 'Havell's' and from using the word 'Havell's' in their corporate names. The High Court of Delhi in 1988 had granted an interim injunction on the use of such trademark by our Promoters.</p>			
2.	Civil suit against our Company seeking a mandatory injunction against the Issue and directions for correcting our draft red herring prospectus alleging that we have wrongly disclosed Havells Electronics Private Limited (the 'Havell's' trademark is a property of Havell's Industries (now Havells India Limited) and we, our Promoters and members of our Promoter Group are not associated in any manner with Havells India Limited or its promoters) as our Corporate Promoter, and that such company does not exist in the records of the relevant registrar of companies.	Mr. Lanka Jaganadham	Our Company is in the process of filing a reply to the suit	N.A.
3.	A show cause notice was issued to our Company alleging submission of a forged letter regarding seeking an extension in the delivery schedule to one of the depots of the Canteen Stores Department.	Deputy General Manager (Management Services), Canteen Stores Department, Government of India	Our Company filed a reply denying any involvement in the submission of such forged letter and filed a complaint before the Station House Officer, Asaf Ali Road, New Delhi against Mr. Narendra Tehriya accusing him of submitting such letter.	N.A.
4.	A show cause notice was issued to our Company alleging submission of a forged work order in one of the tenders submitted to Rashtriya Chemicals and Fertilizers Limited.	Chhattisgarh State Renewable Energy Development Agency	Our Company submitted its reply to such show cause notice.	N.A.
5.	Writ petition challenging the allotment of a tender for manufacturing, supplying, installing, operating and maintaining LED street lighting and flood lighting works by Ujjain Municipal Corporation (Madhya Pradesh) to our Company. The High Court of Madhya Pradesh (Jabalpur Bench at Indore), by an order, quashed the allotment of the tender made in our favor by Ujjain Municipal Corporation (Madhya Pradesh) and directed the Economic Offence Wing, Bhopal (Madhya Pradesh) to investigate the matter. Our Company filed a special leave petition challenging the order of the High Court of Madhya Pradesh (Jabalpur Bench at Indore).	HEC-Infra Projects Limited	The Supreme Court of India by its order has stayed the investigation by Economic Offence Wing and the operation of the order of the High Court of Madhya Pradesh (Jabalpur Bench at Indore).	188.89

**C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in last 5 financial years including outstanding action, if any –** There is no disciplinary action taken by SEBI or the stock exchanges against our Promoters or Group Companies.

**D. Brief details of outstanding criminal proceedings against Promoters –** There are no outstanding criminal litigation against our Promoters.

**ANY OTHER IMPORTANT INFORMATION AS PER BRLMs / ISSUER : NIL**

#### DECLARATION BY THE COMPANY

We certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in the Red Herring Prospectus are true and correct.

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