

December 13, 2023

To,

**National Stock Exchange of India Limited**

Symbol – Symphony

**BSE Limited**

Security Code – 517385

**Ref.: Disclosure under Regulation 30 of the SEBI (LODR) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (SEBI Listing Regulations), we wish to inform you that Symphony Limited, India (herein referred as the “Company”) has, on December 13, 2023, invested an additional amount of A\$ 15 million (equivalent to approx. ₹ 82 crores) by subscribing 1,50,00,000 ordinary shares of A\$ 1 each of Symphony AU Pty Limited, Australia (“SAPL”), a wholly owned subsidiary of the Company.

SAPL was incorporated in June 2018 for the purpose of acquisition of Climate Technologies Pty Limited, Australia (“CTPL”). CTPL – Australia’s leading cooling and heating appliances company, is a wholly owned step-down subsidiary of the Company and it has iconic brands i.e. Bonaire and Celair. The said acquisition was funded through a judicious mix of debt and equity capital. It is to be noted that debt financing was to the tune of A\$ 25 million (approx. ₹ 129 crores), out of which A\$ 7.5 million was repaid over the last 18 months.

Post the acquisition of CTPL, the Company’s initiatives (including but not limited to revamping product categories, in-house manufacturing to outsourced business model, substantial reduction in cost of doing business (CODB), and leveraging retail distribution channel etc.) to improve its performance were derailed on account of:

- (i) Covid-19 induced stringent lockdowns in Australia and its aftermath for almost 30 months, and
- (ii) worsening macro-economic factors in the local market.

This led to subdued performance of CTPL. Its transformation is underway, which will result in lower CODB and higher margin by:

- (i) introduction of new products such as strip heaters, electric fireplaces, radiant heaters, convector heaters, oil filled heaters and portal air conditioners;
- (ii) change in business model from vertically integrated manufacturing to third-party manufacturing;
- (iii) change from a fixed cost business model to a variable cost business model; and
- (iv) an asset light business model

To further boost these initiatives, the Company is undertaking this equity infusion of A\$ 15 million (equivalent to approx. ₹ 82 crores) to strengthen the financial standing of SAPL and its subsidiaries. This equity fund will be utilized towards:

- (i) serving and repayment of debts including part-repayment of the Company's loan (approx. A\$ 2.5 million: equivalent to approx. ₹ 13.7 crores);
- (ii) the Company's receivable (approx. A\$ 8 million: equivalent to approx. ₹ 43.8 crores);  
and
- (iii) working capital and general corporate purpose.

We are enclosing herewith the relevant details of the Transaction as prescribed under SEBI Listing Regulations read with SEBI circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023, in **Annexure A**.

As per the Company's Internal Code for Prevention of Insider Trading, the trading window for dealing in shares of the Company will remain closed upto 48 hours after this announcement.

This is in due compliance of regulation 30 of the SEBI Listing Regulations.

Thanking you,

Yours Truly,  
**For Symphony Limited**

**Mayur Barvadiya**  
**Company Secretary and Head - Legal**

Encl.: as above

## ANNEXURE – A

No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Symphony AU Pty Limited, Australia (“SAPL”) is a wholly owned subsidiary of Symphony Limited (the Company) incorporated in Australia. It was incorporated as an SPV in June 2018 for the purpose of acquisition of Climate Technologies Pty Limited, Australia (CTPL).</p> <p><b>Capital Details:</b>  <b>Paid-up Share Capital:</b> A\$ 1,84,00,000 divided into 1,84,00,000 Equity Shares of A\$ 1 each</p> <p><b>Consolidated Turnover:</b> A\$ 40,973,457 (for the Financial Year ended March 31, 2023)</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm’s length"	SAPL is a wholly owned subsidiary of the Company. Accordingly, SAPL is a Related Party. But considering the fact that the accounts of SAPL are consolidated with the Company, therefore, the requirements as set out in Regulation 23 of the SEBI LODR are not applicable.
3.	Industry to which the entity being acquired belongs.	The Company is a SPV Company formed for the purpose of acquisition of CTPL in the year 2018. CTPL is Australia’s leading cooling and heating appliances company.
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>This equity fund will be utilized towards:</p> <p>(i) serving and repayment of debts including part-repayment of the Company’s loan (approx. A\$ 2.5 million: equivalent to approx. ₹ 13.7 crores);</p> <p>(ii) the Company’s receivable (approx. A\$ 8 million: equivalent to approx. ₹ 43.8 crores); and</p> <p>(iii) working capital and general corporate purpose.</p>

5.	Brief details of any governmental or regulatory approvals required for the acquisition	None
6.	Indicative time period for completion of the acquisition	Completed. 1,50,00,000 ordinary shares have been allotted
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash consideration.
8.	Cost of acquisition or the price at which the shares are acquired;	A\$ 15 million/- (equivalent to approx. ₹ 82 crores)
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	SAPL is a wholly owned subsidiary of Symphony Limited and hence additional equity infusion does not result in a change in shareholding.  The Company continues to hold 100% shareholding in SAPL.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<b>Date of incorporation:</b> June 15, 2018  <b>Product/line of business:</b> SPV Company  <b>Last 3 years consolidated turnover:</b> Financial Year 2020-21: A\$ 63,426,411 Financial Year 2021-22: A\$ 66,551,499 Financial Year 2022-23: A\$ 40,973,457  <b>Presence of entity:</b> Australia and USA (through its WOS)