

Crompton

Crompton Greaves Consumer Electricals Limited

Registered & Corporate Office: Tower 3, 1st Floor,

East Wing, Equinox Business Park, LBS Marg,

Kurla (West), Mumbai 400 070. India

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Date: March 29, 2022

| | |
|--|---|
| BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai 400 001 E-mail: corp.relations@bseindia.com | National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla-Complex, Bandra (East) Mumbai – 400 051 Email: takeover@nse.co.in |
| Butterfly Gandhimathi Appliances Limited 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam, Chengalpattu – 603103 E-mail: priya.vm@butterflyindia.com | |

Dear Sir/ Madam,

Subject: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("Takeover Regulations").

Please see enclosed a disclosure by Crompton Greaves Consumer Electricals Limited under Regulation 29(1) of the Takeover Regulations.

Kindly take the above on record.

Thanking you

Yours faithfully

For and on behalf of **Crompton Greaves Consumer Electricals Limited**



Pragma Kaul
Company Secretary & Compliance Officer



Encl: As above

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

Part-A- Details of the Acquisition

| | | | |
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| Name of the Target Company (TC) | Butterfly Gandhimathi Appliances Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Crompton Greaves Consumer Electricals Limited (" Acquirer ") | | |
| Whether the acquirer belongs to Promoter/Promoter group | No ⁽¹⁾ | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited National Stock Exchange of India Limited (" NSE ") | | |
| Details of the acquisition as follows | Number | % w.r.t. total share/voting capital wherever applicable (*) | % w.r.t. total diluted share/ voting capital of the TC (**) |
| Before the acquisition under consideration, holding of acquirer along with PACs of: | | | |
| a) Shares carrying voting rights | Nil | Nil | Nil |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ other) | Please see note (2) | Please see note (2) | Please see note (2) |
| c) Voting rights (VR) otherwise than by equity shares | Nil | Nil | Nil |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | Nil | Nil | Nil |
| e) Total (a+b+c+d) | Nil | Nil | Nil |



| | | | |
|--|--|---------------------|---------------------|
| Details of acquisition: | | | |
| a) Shares carrying voting rights acquired | 98,33,754 | 55.00 | 55.00 |
| | Nil | Nil | Nil |
| b) VRs acquired otherwise than by equity shares | | | |
| | Nil | Nil | Nil |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired | | | |
| | Nil | Nil | Nil |
| d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | | | |
| | Nil | Nil | Nil |
| e) Total (a+b+c+/-d) | 98,33,754 | 55.00 | 55.00 |
| After the acquisition, holding of acquirer along with PACs of: | | | |
| a) Shares carrying voting rights | 98,33,754 | 55.00 | 55.00 |
| b) VRs otherwise than by equity shares | Nil | Nil | Nil |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | Nil | Nil | Nil |
| d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ other) | Please see note (2) | Please see note (2) | Please see note (2) |
| | 98,33,754 | 55.00 | 55.00 |
| e) Total (a+b+c+d) | | | |
| Mode of acquisition (e.g. open market/ public issue/ rights issue/ preferential allotment/ inter-se transfer/encumbrance, etc.) | Acquisition of 98,33,754 equity shares (Sale Shares) through the stock exchange settlement process by way of block deals on NSE. | | |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc | Not Applicable. It is clarified that the Sale Shares will be placed in a share escrow account in terms of Regulation 22(2A) of the Takeover Regulations. The Acquirer has deposited the entire consideration payable under the open offer (assuming full acceptance) in | | |



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| | cash in the cash escrow account in accordance with the Takeover Regulations. Accordingly, the Sale Shares shall be transferred to the Acquirer's demat account and the Acquirer can exercise voting rights on the Sale Shares after the expiry of twenty-one working days from the date of the DPS |
| Date of acquisition of/ date of receipt of intimation of allotment of shares/ VR/ warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC | March 25, 2022 |
| Equity share capital / total voting capital of the TC before the said acquisition | INR 17,87,95,510 |
| Equity share capital/ total voting capital of the TC after the said acquisition | INR 17,87,95,510 |
| Total diluted share/voting capital of the TC after the said acquisition | INR 17,87,95,510 |

- (1) Acquirer has made a public announcement for an open offer to the public shareholders of the TC in accordance with the Takeover Regulations on 22.02. 2022 (**PA**). Pursuant to completion of the underlying transaction as disclosed in the PA, the Acquirer will acquire sole control over the TC and shall become a promoter of the TC, in accordance with applicable laws.
- (2) We refer to the disclosures dated 24.02.2022 and 29.03.2022 w.r.t creation and release of encumbrance over *inter alia* the Sale Shares. Presently certain members of the promoter group of TC have provided an NDU w.r.t. 7.78% stake held by them in favour of the Acquirer. These are not aggregated to avoid the impression that the Acquirer has acquired a total of 62.78% equity shares of the TC.

For and on behalf of **Crompton Greaves Consumer Electricals Limited**



Pragya Kaul
Company Secretary & Compliance Officer



Place: Mumbai
Date: March 29, 2022

Notes:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.