

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(s) / Madam,

Subject: Disclosure under Regulation 29(2) 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 Regulations 29(2) read with 29(4) of the Takeover Regulations.

Kindly take the above on record.

Thanking you

Yours faithfully

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



Pragya Kaul
Company Secretary & Compliance Officer



Encl: As above

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

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 (" Crompton/ 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		
Details of the acquisition/ disposal 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:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	1,10,45,993 ⁽²⁾	61.78 ⁽²⁾	61.78 ⁽²⁾
c) Voting rights (VR) otherwise than by 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)	1,10,45,993 ⁽²⁾	61.78 ⁽²⁾	61.78 ⁽²⁾
Details of acquisition/ sale			
a) Shares carrying voting rights acquired/ sold	Nil	Nil	Nil
b) VRs acquired /sold otherwise than by 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/sold	Nil	Nil	Nil
d) Shares encumbered/ invoked/ released by the acquirer	96,54,958 ⁽²⁾	54.00 ⁽²⁾	54.00 ⁽²⁾
e) Total (a+b+c+d)	96,54,958 ⁽²⁾	54.00 ⁽²⁾	54.00 ⁽²⁾
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares encumbered with the acquirer	13,91,035 ⁽²⁾	7.78 ⁽²⁾	7.78 ⁽²⁾



c) VRs otherwise than by 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) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	13,91,035⁽²⁾	7.78⁽²⁾	7.78⁽²⁾
Mode of acquisition/ sale (e.g. open market/off-market/ public issue/ rights issue/ preferential allotment / inter-se transfer etc.)	Release of encumbrance		
Date of acquisition / sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 25, 2022		
Equity share capital /total voting capital of the TC before the said acquisition/ sale	INR 17,87,95,510		
Equity share capital/total voting capital of the TC after the said acquisition/ sale	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 disclosure dated 24.02.2022. As per the SPA between the Acquirer, certain members of the promoter group of the TC (**Sellers**), and the TC, the Sellers were restricted from transferring, encumbering, or otherwise disposing 54.00% equity shares of TC till completion of sale of such shares to the Acquirer or termination of SPA. The transaction envisaged under SPA has been completed on 25.03.2022; therefore such encumbrance does not subsist. However, restrictions under the NDU w.r.t the 7.78% stake of TC in favour of Acquirer shall remain until a period of 18 months from the Closing Date (*as defined in the SPA*).

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




Pragya Kaul
Company Secretary & Compliance Officer

Date: March 29, 2022

Place: Mumbai

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. Outstanding employee stock options/ restricted stock units have not been considered.