



# BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

## Compliance Report along with the Draft Scheme of Amalgamation

It is hereby certified that the Draft Scheme of Amalgamation of Butterfly Gandhimathi Appliances Limited (“the Company”) with Crompton Greaves Consumer Electricals Limited (“Crompton”) and their respective shareholders and creditors (“Scheme”) does not, in any way violate, override, or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars	Remarks
1	Regulations 17 to	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, complied since it does not violate, override or limit the provisions of securities laws or the requirements of the Stock Exchange(s)
<b>Requirements of Part I SEBI Master Circular</b>			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(2)	Conditions for schemes of arrangements involving unlisted entities	Since the Company and Crompton are listed entities, no unlisted entities are involved in the scheme. Hence, the requirement mentioned in Para (I)(A)(2) is not applicable to the Company.
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Yes, complied with and the valuation report is attached
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, complied with and auditor’s certificate is attached
(e)	Para (1)(A)(10)	Provision of approval of public shareholders through e-voting	The Company will provide e-voting facility to its shareholders as required under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

  
**Viral Sarvaiya**  
Company Secretary  
ACS-A33764

  
**Rangarajan Sriram**  
Managing Director  
(DIN: 09550640)

Certified that the transactions / accounting treatment provided in the draft Scheme involving the Company and Crompton are in compliance with all the Accounting Standards applicable to a listed entity.

  
**Ananda Shalini**  
Chief Financial Officer  
ICAI Membership No. 402780  
Date: April 7, 2023

  
**Rangarajan Sriram**  
Managing Director  
(DIN: 09550640)

Regd.office : 143.Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam - Pin 603 103,  
Chengalpattu District, Phone : +91-44-47415500 CIN No : L28931TN1986PLC012728.  
E-mail : gmal@butterflyindia.com, Web : www.butterflyindia.com

Corporate office : E-34, 2nd Floor, Egattur Village, Rajiv Gandhi Salai, Navalur - 600130, Chengalpattu District.  
Phone : 044-49005100 E-mail : butterflyho@butterflyindia.com,



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