

Date: 19/07/2023

Ref:CBG/Chennai/Butterfly/1/2023-24

To,

Butterfly Gandhimathi Appliances Limited,

143,Pudupakkam Village,

Kelambakkam,

Kancheepuram,

Tamil Nadu – 603 103

Re: Approval under the Scheme of Amalgamation of Butterfly Gandhimathi Appliances Limited with Crompton Greaves Consumer Electricals Limited and their respective shareholders and creditors and Relevant Agreement(s)

We are in receipt of your letter dated 06/05/2023 for the purpose of seeking our approval (i) to the proposed Scheme of Amalgamation of Butterfly Gandhimathi Appliances Limited (“**Transferor Company**”) with Crompton Greaves Consumer Electricals Limited (“**Transferee Company**”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**Scheme**”); and (ii) under the Relevant Agreement(s) (as mentioned under Schedule 1 of your letter).

We, confirm that we have read and understood the Scheme. We hereby confirm that I / we fully support the said Scheme and every step, which may be taken by the Transferee Company, its directors or authorised representatives for implementation of the said Scheme.

We hereby, provide our consent (i) to the Scheme; and (ii) as required under the Relevant Agreement(s) in relation to assumption of all rights, benefits, interests and obligations of the Transferor Company by the Transferee Company pursuant to the proposed Scheme subject to the following:

- 1.Issuance of similar NOC from all the other lenders
- 2.Submission of copy of approval from NCLT regarding the proposed change and complying with the statutory requirements in this regard
- 3.Post amalgamation , security cover for primary and collateral security(ies) shall be ensured to be not less than pre-amalgamation level.
- 4.Borrower to ensure no prejudice to the IndusInd Bank Ltd interest at all times.

Thanking you.

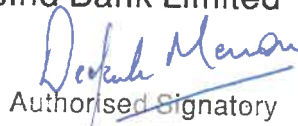
Yours faithfully,

For IndusInd Bank Ltd



Authorised Signatory

For IndusInd Bank Limited



Authorised Signatory

