

BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

Registered Office: 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam, Chengalpattu, Tamil Nadu, 603103. Tel No.: 044-47415590/92/93, Fax No.: 044-67415526. Website: www.butterflyindia.com

OPEN OFFER FOR ACQUISITION OF UP TO 46,48,684 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 10 (INDIAN RUPEES TEN ONLY) EACH ("EQUITY SHARE") REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL (AS DEFINED BELOW) OF BUTTERFLY GANDHIMATHI APPLIANCES LIMITED ("TARGET COMPANY") AT A PRICE OF INR 1,433.90 (INDIAN RUPEES ONE THOUSAND FOUR HUNDRED AND THIRTY THREE AND NINETY PAISE ONLY) PER EQUITY SHARE FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY BY CROMPTON GREAVES CONSUMER ELECTRICALS LIMITED ("ACQUIRER") PURSUANT TO AND IN COMPLIANCE WITH THE SEBI (SAST) REGULATIONS (AS DEFINED BELOW) ("OFFER"/"OPEN OFFER").

This detailed public statement ("DPS") is being issued by Kotak Mahindra Capital Company Limited, the manager to the Open Offer ("Manager to the Offer" or "Manager"), for and on behalf of the Acquirer, to the Public Shareholders pursuant to and in compliance with Regulations 3(1) and 4, and read with Regulations 13(4), 14(3), 15(2) and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations") and pursuant to the public announcement dated February 22, 2022 ("PA") in relation to the Open Offer, which was filed with the BSE Limited and National Stock Exchange of India Limited ("BSE" and "NSE" respectively) or the "Stock Exchanges" collectively) and the Securities and Exchange Board of India ("SEBI") and sent to the Target Company on February 22, 2022, in compliance with Regulations 14(1) and 14(2) of the SEBI (SAST) Regulations.

For the purpose of this DPS, the following terms would have the meaning assigned to them herein below:

- "Public Shareholders"** shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, excluding the Acquirer, the existing members of the promoter and promoter group of the Target Company, and the parties to the SPA (as defined below) including persons deemed to be acting in concert with such parties to the SPA.
- "Voting Share Capital"** means the total voting equity share capital of the Target Company on a fully diluted basis as of the 10th (tenth) Working Day from the closure of the tendering period of the Open Offer.
- "Identified Date"** means the date falling on the 10th (tenth) Working Day prior to the commencement of the Tendering Period, for the purpose of determining the Public Shareholders to whom the letter of offer in relation to this Open Offer ("Letter of Offer") shall be sent.
- "Offer Period"** has the same meaning as ascribed to it in the SEBI (SAST) Regulations.
- "Tendering Period"** has the meaning as ascribed to it under the SEBI (SAST) Regulations.
- "Working Day"** means the working day of SEBI.

1. ACQUIRER, SELLERS, TARGET COMPANY AND OFFER

1. Information about the Acquirer

1.1 Crompton Greaves Consumer Electricals Limited is a public company limited by shares. It was incorporated on February 25, 2015 under the provisions of the Companies Act, 2013 (Company Identification Number ("CIN"): L31900MH2015PLC262254). Its registered office is situated at Tower 3, 1st Floor, East Wing, Equinox Business Park, LBS Marg, Kurla (West), Mumbai- 400070. There has been no change in the name of Acquirer since its incorporation.

1.2 The Acquirer is primarily engaged in the business of electrical consumer durables and lighting products. The Acquirer manufactures and markets a wide spectrum of consumer products, ranging from fans, lamps and luminaries to pumps and household appliances such as water heaters, coolers, mixer grinders and irons.

1.3 As on the date of the DPS, the issued and paid-up share capital of the Acquirer is INR 125,61,98,474 (Indian Rupees One Hundred Twenty Five Crore Sixty One Lakh Ninety Eight Thousand Four Hundred and Seventy Four only) comprising of 62,80,99,237 equity shares of INR 2 (Indian Rupees Two only) each. The equity shares of the Acquirer (ISIN: INE299U01018) are listed on BSE and NSE. The non-convertible debentures of the Acquirer (ISIN: INE299U07056) are listed on the NSE.

1.4 The Acquirer does not belong to any group. The names of the promoter and promoter group of the Acquirer as disclosed to the Stock Exchanges under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations"), as of December 31, 2021 are Amalfaco Limited (Promoter), Nirsinia Limited (Promoter Group), MacRitchie Investments Pte. Ltd. (Promoter Group), AI Cool Midco 1 Limited (Promoter Group), AI Cool Midco 2 Limited (Promoter Group) and Seletar Investments Pte Limited (Promoter Group). The inter-se agreement dated April 23, 2015 between MacRitchie Investments Pte. Ltd., Amalfaco Limited and Nirsinia Limited has since been terminated in accordance with its terms. MacRitchie Investments Pte. Ltd does not have control rights and will not be exercising control over the Acquirer. The Acquirer had filed an application for re-classification of promoters under Regulation 31A of the SEBI (LODR) Regulations on October 29, 2021 for the removal of 1. Amalfaco Limited, 2. Nirsinia Limited, 3. AI Cool Midco 1 Limited and 4. AI Cool Midco 2 Limited, from the "promoter/promoter group" category, and received approval for their reclassification on January 28, 2022.

1.5 No other person is acting in concert with the Acquirer for the purposes of this Open Offer. While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"), such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.

1.6 As on the date of this DPS, the Acquirer, its directors, and its key employees do not hold any ownership/ interest/relationship/Equity Shares/voting rights in the Target Company, except as detailed in Part II (Background to the Open Offer) of this DPS. Further, none of the directors of the Acquirer are on the board of directors of the Target Company.

1.7 The Acquirer has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("SEBI Act") or under any other regulations made under the SEBI Act.

1.8 Neither the Acquirer nor any of its directors or key employees have been categorized or declared: (i) a 'wilful defaulter' by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI; or (ii) a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).

1.9 Consolidated unaudited limited review financial information as at and for the six-month period ended September 30, 2021 and consolidated audited financial information for each of the three financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 of the Acquirer extracted from the relevant financial statements, are as follows:

(in INR crore except for earnings per share)

| Particulars | As on and for the six-month period ended September 30, 2021 ⁽¹⁾ | As on and for the financial year ended March 31, 2021 ⁽²⁾ | As on and for the financial year ended March 31, 2020 ⁽³⁾ | As on and for the financial year ended March 31, 2019 ⁽³⁾ |
|--------------------------------|--|--|--|--|
| | (Unaudited) | (Audited) | (Audited) | (Audited) |
| Total Revenue ⁽⁴⁾ | 2,472.06 | 4,879.26 | 4,579.31 | 4,526.92 |
| Net Income | 253.57 | 616.65 | 496.39 | 401.39 |
| EPS (Basic) | 4.04 ⁽⁵⁾ | 9.83 | 7.92 | 6.40 |
| EPS (Diluted) | 4.00 ⁽⁵⁾ | 9.75 | 7.85 | 6.36 |
| Net worth/ shareholders' funds | 2,057.91 | 1,931.43 | 1,468.34 | 1,097.34 |

Notes:

- The financial information for the six-month period ended September 30, 2021 has been extracted from review report of the unaudited consolidated financial results for the six-months ended September 30, 2021 submitted to stock exchanges under Regulation 33 of SEBI (LODR) Regulations.
- The financial information set forth above has been extracted from Acquirer's consolidated audited financial statements as on and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 audited by the statutory auditors of the Acquirer.
- Total Revenue includes revenue from operations and other income
- Not annualized.

2. Details of the Sellers

2.1 The details of the sellers under the SPA (as defined below) (collectively, "Sellers") have been set out hereunder:

| Name of Seller ⁽¹⁾ | Nature of Entity/ Individual | Residential address/ Registered office address | Part of Promoter Group of Target Company | Shares/voting rights held in Target Company before entering into the SPA with Acquirer ⁽²⁾ |
|--|------------------------------|--|--|---|
| V.M. Lakshminarayana ("Seller 1") | Individual | No. 9, Malavia Avenue, 3 rd Street, Sivakampuram, Thiruvanniyur, Chennai - 600041 | Yes | 6,98,530 (3.91%) |
| V.M. Balasubramaniam ("Seller 2") | Individual | No. 9, Malavia Avenue, 3 rd Street, Sivakampuram, Thiruvanniyur, Chennai - 600041 | Yes | 7,83,529 (4.38%) |
| V.M. Seshadri ("Seller 3") | Individual | No. 9, Malavia Avenue, 3 rd Street, Sivakampuram, Thiruvanniyur, Chennai - 600041 | Yes | 9,78,344 (5.47%) |
| V.M. Gangadharam ("Seller 4") | Individual | No. 9, Malavia Avenue, 3 rd Street, Sivakampuram, Thiruvanniyur, Chennai - 600041 | Yes | 7,75,229 (4.34%) |
| V.M. Kumaresan ("Seller 5") | Individual | No. 9, Malavia Avenue, 3 rd Street, Sivakampuram, Thiruvanniyur, Chennai - 600041 | Yes | 7,82,422 (4.38%) |
| V.M. Chettiar & Sons India LLP ⁽³⁾ ("Seller 6") | LLP | E-34, Rajiv Gandhi Salai, 2 nd Floor, Egattur Village, Navalur, Chengalpattu - 600130 | Yes | 35,07,100 (19.62%) |
| LLM Appliances Private Limited ("Seller 7") ⁽⁴⁾ | Private Company | E-34, Rajiv Gandhi Salai, 2 nd Floor, Egattur Village, Navalur, Chengalpattu - 600130 | Yes | 30,46,565 (17.04%) |
| | | | Total | 1,05,71,719 (59.13%) |

Notes:

- The Sellers do not belong to any group.
- Equity Shares held as on December 31, 2021 and percentage calculated basis the Voting Share Capital.
- V.M. Chettiar & Sons India LLP was previously a private limited company and was known as V.M. Chettiar & Sons Private Limited. It received registration as a limited liability partnership upon such conversion on March 29, 2016.
- LLM Appliances Private Limited was originally incorporated as LLM Appliances Limited on August 2, 1994. Its name was thereafter changed to LLM Appliances Private Limited with effect from February 17, 2016.

2.2 None of the Sellers have been prohibited by the SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act as amended or under any other regulations made under the SEBI Act.

2.3 The Sellers along with other existing members of the promoter and promoter group of the Target Company ("Other Promoters") intend to be reclassified as public shareholders of the Target Company, subject to receipt of necessary approvals required in terms of the SEBI (LODR) Regulations and the conditions prescribed therein.

3. Details of the Target Company

3.1 The Target Company is a public limited company incorporated under the provisions of the Companies Act, 1956 on February 24, 1986. The Target Company was incorporated under the name of Gandhimathi Appliances Limited on February 24, 1986, which was subsequently changed to its current name Butterfly Gandhimathi Appliances Limited on October 25, 2011. There has been no change in the name of the Target Company in the last three years.

3.2 The registered office of the Target Company is at 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam, Chengalpattu, Tamil Nadu, 603103. The CIN of the Target Company is L28931TN1986PLC012728.

3.3 The Target Company is engaged in manufacturing, marketing and distribution of kitchen and small domestic appliances.

3.4 The Equity Shares are listed on BSE (Scrip code: 517421) and NSE (Symbol: BUTTERFLY). The ISIN of the Equity Shares is INE295F01017.

3.5 The Equity Shares of the Target Company are frequently traded on both NSE and BSE within the meaning of the explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations.

3.6 As on the date of this DPS, the Voting Share Capital is as follows:

| Particulars | Issued and paid up Equity Shares | % of Voting Share Capital |
|--|----------------------------------|---------------------------|
| Fully paid-up Equity Shares as on the date of this DPS | 1,78,79,551 | 100 |
| Partly paid-up Equity Shares as on the date of this DPS | Nil | Nil |
| Outstanding convertible instruments (such as depository receipts, fully convertible debentures, warrants, or employee stock options) | Nil | Nil |
| Voting Share Capital (Total) | 1,78,79,551 | 100 |

3.7 As on the date of the DPS, there are no: (a) partly paid-up Equity Shares; and/or (b) outstanding convertible securities which are convertible into Equity Shares (such as depository receipts, fully convertible debentures, warrants, or employee stock options), issued by the Target Company.

3.8 The Target Company has not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

3.9 Neither the Target Company nor any of its promoters or directors or key employees have been categorized or declared: (i) a 'wilful defaulter' by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI; or (ii) a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).

3.10 Unaudited limited review financial information as at and for the six-month period ended September 30, 2021 and audited financial information for each of the three financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 of the Target Company extracted from the relevant financial statements, are as follows:

(in INR crore except for earnings per share)

| Particulars | As on and for the six-month period ended September 30, 2021 ⁽¹⁾ | As on and for the financial year ended March 31, 2021 ⁽²⁾ | As on and for the financial year ended March 31, 2020 ⁽³⁾ | As on and for the financial year ended March 31, 2019 ⁽³⁾ |
|-------------------------------|--|--|--|--|
| | (Unaudited) | (Audited) | (Audited) | (Audited) |
| Total Revenue ⁽⁴⁾ | 548.28 | 871.22 | 680.15 | 654.03 |
| Net Income | 26.42 | 36.16 | 3.98 | 9.57 |
| EPS (Basic) | 14.78 ⁽⁵⁾ | 20.22 | 1.83 ⁽⁵⁾ | 5.15 ⁽⁵⁾ |
| EPS (Diluted) | 14.78 ⁽⁵⁾ | 20.22 | 1.83 ⁽⁵⁾ | 5.15 ⁽⁵⁾ |
| Net worth/shareholders' funds | 250.14 | 223.99 | 192.68 | 189.42 |

Notes:

- The financial information for the six-month period ended September 30, 2021 has been extracted from review report of the unaudited financial results for the six-months ended September 30, 2021 submitted to stock exchanges under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The financial information set forth above has been extracted from Target Company's audited financial statements as on and for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 audited by the statutory auditors of the Target Company.
- Total Revenue includes revenue from operations and other income.
- Total comprehensive income for the year / weighted average number of equity shares.
- Not annualized.

4. Details of the Offer

4.1 The Offer is a mandatory offer in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the substantial acquisition of shares, voting rights and control over the Target Company by the Acquirer, as described in Part II of this DPS (Background to the Offer).

4.2 This Offer is being made by the Acquirer to the Public Shareholders of the Target Company to acquire up to 46,48,684 Equity Shares ("Offer Shares") representing 26.00% of the Voting Share Capital ("Offer Size"), at an offer price of INR 1,433.90 (Indian Rupees One Thousand Four Hundred and Thirty Three and Ninety Paise only) per Equity Share ("Offer Price") aggregating to a total consideration of up to INR 666,57,47,987.60 (Indian Rupees Six Hundred and Sixty Six Crore Fifty Seven Lakh Forty Seven Thousand Nine Hundred and Eighty Seven and Sixty Paise only) ("Maximum Consideration"), subject to the terms and conditions mentioned herein. The Offer Price will be payable in cash by the Acquirer, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations. If the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the Offer Size, the Acquirer shall accept the Equity Shares received from the Public Shareholders on a proportionate basis in consultation with the Manager.

4.3 As on the date of the DPS, to the best of the knowledge of the Acquirer, there are no statutory or other approval(s) required to acquire the Offer Shares that are validly tendered pursuant to this Offer and/or to complete the Underlying Transaction (as defined below), except as set out in Part VI (Statutory and Other Approvals) of this DPS. However, if any statutory or other approval(s) becomes applicable prior to the completion of the Offer, the Offer would also be subject to such statutory or other approval(s) being obtained and the Acquirer shall make necessary applications for such approvals.

4.4 All Public Shareholders, including non-resident holders of Equity Shares, must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from RBI) and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares. Where statutory or other approval(s) extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approval(s) are required in order to complete this Open Offer.

4.5 To the best of the knowledge of the Acquirer, there are no statutory or other approvals required to acquire the Offer Shares that are validly tendered pursuant to this Open Offer. If, however, any statutory or other approval becomes applicable prior to the completion of this Offer, this Offer would also be subject to such statutory or other approval(s). In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event such approvals are finally refused, the Acquirer shall have the right to withdraw this Offer. In the event of such a withdrawal of the Open Offer, the Acquirer (through the Manager) shall, within 2 (two) Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds and reasons for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

4.6 Paragraphs 10.1 and 10.2 of Part II (Background to the Open Offer) of this DPS set out the details of the conditions precedent stipulated in the SPA, which, if not met for reasons outside the reasonable control of the Acquirer, may lead to the Underlying Transaction being withdrawn in accordance with Regulation 23 of the SEBI (SAST) Regulations. In the event that any of the conditions precedent stipulated in the SPA are not met for reasons outside the reasonable control of the Acquirer, then the SPA may be terminated, and this Open Offer may be withdrawn, subject to applicable law.

4.7 The Offer is not conditional on any minimum level of acceptance by the Public Shareholders in terms of Regulation 19 of the SEBI (SAST) Regulations.

4.8 The Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

4.9 The Offer Shares will be acquired by the Acquirer as fully paid-up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof, and the tendering Public Shareholders shall have obtained all necessary consents for it to sell the Equity Shares on the foregoing basis.

4.10 In terms of Regulation 25(2) of the SEBI (SAST) Regulations, subsequent to the completion of the Offer, the Acquirer reserves the right to streamline/restructure the operations, assets, liabilities and/or businesses of the Target Company through arrangement/ reconstruction, restructuring, merger (including merger with itself), demerger and/or sale of assets or business or undertakings, at a later date. The Acquirer may also consider disposal of or otherwise encumbering any assets of the Target Company through sale, lease, reconstruction, restructuring and/or re-negotiation or termination of existing contractual/operating arrangements, for restructuring and/or rationalising the assets, liabilities of the Target Company whether within or outside the ordinary course of business, to improve operational efficiencies and for other commercial reasons. The board of directors of the Target Company will take decisions on these matters in due course, in accordance with the requirements of the business of the Target Company and in accordance with and as permitted by applicable law and subject to any approvals or consent as may be required.

4.11 Pursuant to completion of this Open Offer, if the shareholding of the public shareholders in the Target Company falls below the minimum public shareholding requirement as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957 ("SCRR") read with the SEBI (LODR) Regulations, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time, and in a manner acceptable to the Acquirer.

4.12 The Manager does not hold any Equity Shares in the Target Company as on the date of this DPS. The Manager shall not deal, on their own account, in the Equity Shares of the Target Company during the Offer Period.

II. BACKGROUND TO THE OFFER

1. The Offer is being made by the Acquirer to the Public Shareholders of the Target Company in accordance with Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations.

2. The Acquirer has entered into a share purchase agreement dated February 22, 2022 with the Sellers and the Target Company ("SPA") to acquire up to 98,33,754 Equity Shares, representing up to 55.00% of the Voting Share Capital from the Sellers ("Sale Shares"), at a price of Rs 1,403.00 (Indian Rupees One Thousand Four Hundred and Three only) per Equity Share from the Sellers, aggregating up to INR 1379,67,56,862 (Indian Rupees One Thousand Three Hundred Seventy Nine Crore Sixty Seven Lakh Fifty Six Thousand Eight Hundred and Sixty Two only) ("Purchase Consideration") subject to the terms and conditions set out in the SPA, including certain price adjustments, and fulfillment of customary closing conditions ("Underlying Transaction"). The details of the Sale Shares being sold under the SPA are set out below:

| Seller | Number of Sale Shares | Percentage of Voting Share Capital |
|--------------------------------|-----------------------|------------------------------------|
| V.M. Lakshminarayana | 6,91,776 | 3.87% |
| V.M. Balasubramaniam | 6,91,776 | 3.87% |
| V.M. Seshadri | 6,91,776 | 3.87% |
| V.M. Gangadharam | 6,91,776 | 3.87% |
| V.M. Kumaresan | 6,91,776 | 3.87% |
| V.M. Chettiar & Sons India LLP | 35,07,100 | 19.62% |
| LLM Appliances Private Limited | 28,67,774 | 16.04% |
| Total | 98,33,754 | 55.00% |

3. It is clarified that out of the Sale Shares, LLM Appliances Private Limited (i.e., Seller 7) has the flexibility to sell up to 1,78,796 Equity Shares, representing up to 1.00% of the Voting Share Capital ("Liquidity Shares 1"), on-market, between the execution date of the SPA and the date immediately preceding the Trade Execution Date (as defined in the SPA). In case, Seller 7 does not sell or partly sells the Liquidity Shares 1, within the prescribed time, then Seller 7 shall be required to sell the balance Liquidity Shares 1 to the Acquirer at the same price as the Sale Shares. In case Seller 7 sells all the Liquidity Shares 1, within the prescribed time, then the Acquirer would acquire an aggregate of 96,54,958 Equity Shares representing 54.00% of the Voting Share Capital from the Sellers.

4. Further, in terms of the SPA, the Acquirer will also acquire: (a) certain prior trademarks, and (b) certain trademarks in allied and cognate classes, vis-à-vis the trademarks held by the Target Company from: (a) LLM Appliances Private Limited (i.e., Seller 7), for a consideration of INR 17,00,00,000 (Indian Rupees Seventeen Crore only); (b) Sivagurunathan Industries (through its partners Mr V.M.G. Viswanathan, Mr V.M.L. Senthilnathan) for a consideration of INR 4,64,00,000 (Indian Rupees Four Crore and Sixty Four Lakh only), and (c) Swaminathan Enterprises Private Limited, for a consideration of INR 8,74,00,000 (Indian Rupees Eight Crore and Seventy Four Lakh only); aggregating to a total consideration of INR 30,38,00,000 (Indian Rupees Thirty Crore and Thirty Eight Lakh only) ("Trademark Acquisition"). Seller 7, partners of

Sivagurunathan Industries, and Swaminathan Enterprises Private Limited are part of the promoter/promoter group of the Target Company or are related to them. Since the Trademark Acquisition is a part of the SPA and is relevant to protect the trademarks of the Target Company, in terms of Regulation 8(7) of the SEBI (SAST) Regulations, the Acquirer has added INR 30.90 (Indian Rupees Thirty and Ninety Paise only) per Equity Share to the price determined under Regulation 8(2) of the SEBI (SAST) Regulations for the purpose of arriving at the Offer Price of INR 1,433.90 (Indian Rupees One Thousand Four Hundred and Thirty Three and Ninety Paise only) per Offer Share.

5. Additionally, in terms of the SPA, the Underlying Transaction may be consummated either on-market or by way of off-market transfers. In case, the Underlying Transaction is consummated on the floor of the stock-exchange, and any or all of the Sellers continue to hold any Sale Shares after undertaking the transactions envisaged under the SPA ("Slippage Shares"), then such Sellers are required to sell the Slippage Shares within a specified time. However, if the Sellers are unable to sell the Slippage Shares, then in terms of the SPA, subject to applicable law, the Acquirer shall purchase such number of Slippage Shares from the Sellers which are equivalent to the difference between the Offer Shares minus the Equity Shares actually tendered and accepted in the Open Offer ("Open Offer Shortfall"), by way of an off-market sale, at the same price as the Sale Shares. It is clarified that the Slippage Shares will be acquired post completion of the Open Offer.

6. The Acquirer may consummate the transactions envisaged in the SPA through the stock exchange settlement process in accordance with Regulation 22(2A) of the SEBI (SAST) Regulations. In such a scenario, if Sale Shares are to be delivered to the Acquirer before requirements specified in Regulation 22(2) of the SEBI (SAST) Regulations are satisfied, the Sale Shares will be kept in a share escrow account ("Share Escrow"). The Acquirer will not be entitled to exercise voting rights with respect to the Sale Shares kept in Share Escrow, as required under the SEBI (SAST) Regulations. The Acquirer will be permitted to transfer the Sale Shares to its demat account and exercise voting rights in relation to the Sale Shares after compliance with requirements specified in Regulation 22(2) of SEBI (SAST) Regulations.

7. Simultaneously with the execution of the SPA, Sellers 1 to 5 along with certain Other Promoters, namely Mrs V.M.B. Unnamalai, Mrs V.M.K. Mangalam, Mrs V.M.G. Sivakami, Mrs V.M.L. Shenbaga Lakshmi, and Mr V.M.L. Karthikeyan (collectively "NDU Parties") have executed a non-disposal undertaking in relation to 13,91,035 Equity Shares (other than the Sale Shares), representing 7.78% of the Voting Share Capital ("Restricted Shares"), held by them in favour of the Acquirer ("NDU"). Pursuant to the NDU, the NDU Parties have agreed not to dispose of such Equity Shares in the Target Company from its execution until a period of 18 (eighteen) months from the Closing Date (as defined in the SPA).

8. As a consequence of undertaking the Underlying Transaction for purpose of substantial acquisition of shares, voting rights and control over the Target Company by the Acquirer, this Open Offer is a mandatory offer being made by the Acquirer in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations. Further, pursuant to the consummation of the Underlying Transaction (contemplated under the SPA) and subject to compliance with the SEBI (SAST) Regulations, the Acquirer will acquire sole control over the Target Company and shall become a promoter of the Target Company in accordance with the provisions of the SEBI (LODR) Regulations. The Sellers and Other Promoters intend to be reclassified as public shareholders, subject to receipt of necessary approvals required in terms of the SEBI (LODR) Regulations and the conditions prescribed therein.

9. The total consideration for SPA shall be paid in cash by the Acquirer. The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in this DPS and Letter of Offer.

10. Salient features of the SPA are set out below:

10.1. The obligations of the Acquirer to purchase the Sale Shares is subject to the fulfillment of, *inter alia*, the following conditions (unless waived by the Acquirer):

(a) The Target Company shall have delivered a Closing Cash and TD Statement (as defined in the SPA) within the time prescribed under the SPA.

(b) The Target Company shall have delivered: (a) the Delivered Financial Statements (as defined in the SPA); and (b) the certain specified letters, required to be delivered before the Trade Execution Date (as defined in the SPA).

(c) The Sellers shall have caused each of Butterfly Toys and Games Limited, Butterfly Electricals and Electronics Private Limited, Mr. V.M.L. Karthikeyan and others trading as Sivagurunathan Industries, to file cancellation applications with respect to identified intellectual property set out in the SPA, within 10 Business Days (as defined in the SPA) from the execution date of the SPA.

(d) The Sellers shall have arranged for physical inspection by

Note:

- (1) *Computed assuming full acceptance in the Open Offer and acquisition of all the Sale Shares, i.e. 98,33,754 Equity Shares, representing 55.00% of the Voting Share Capital from the Sellers. However, it is clarified that Seller 7 has the flexibility to sell the Liquidity Shares 1. For further details, please refer to paragraph 3 of Part II (Background to the Open Offer) of this DPS. The Acquirer's total proposed shareholding after acquisition of Offer Shares (assuming full acceptance) and the Sale Shares, will depend on the number of Liquidity Shares 1 sold to the Acquirer. In case Seller 7 sells all the Liquidity Shares 1, within the prescribed time, the Acquirer would acquire an aggregate of 96,54,958 Equity Shares representing 54.00% of the Voting Share Capital. Accordingly, the total proposed shareholding of the Acquirer after acquisition of Offer Shares (assuming full acceptance) and the Sale Shares (reduced to the extent of the Liquidity Shares 1) will be 1,43,03,642 Equity Shares representing 80.00% of the Voting Share Capital. Additionally, please refer to paragraphs 10.8 and 10.9 of Part II (Background to the Open Offer) of this DPS for details relating to Slippage Shares.*
- As on date of this DPS, none of the members of the board of directors of the Acquirer hold any Equity Shares of the Target Company.

IV. OFFER PRICE

- The Equity Shares are listed on BSE (Scrip Code: 517421) and NSE (Symbol: BUTTERFLY). The ISIN of Equity Shares is INE295F01017.
- The trading turnover in the Equity Shares, based on the trading volumes on the Stock Exchanges during the twelve calendar months prior to the calendar month of the PA, i.e. from February 1, 2021 to January 31, 2022 (**"Relevant Period"**), is as given below:

| Stock exchange | Total traded volumes during the Relevant Period ("A") | Weighted average number of Equity Shares during the Relevant Period ("B") | Trading turnover % (A/B) |
|----------------|---|---|--------------------------|
| BSE | 29,98,751 | 1,78,79,551 | 16.77% |
| NSE | 1,80,56,367 | 1,78,79,551 | 100.99% |

(Source: www.nseindia.com, www.bseindia.com)

- Based on the above, the Equity Shares are frequently traded on both NSE and BSE in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- The Offer Price of INR 1,433.90 (Indian Rupees One Thousand Four Hundred and Thirty Three and Ninety Paise only) per Equity Share has been determined in terms of Regulation 8(2) read with Regulation 8(7) of the SEBI (SAST) Regulations, being the highest of the following parameters:

| Sr. No. | Details | Price |
|---------|---|-------------------------------|
| (a) | The highest negotiated price per Equity Share of the Target Company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer i.e. the price per Equity Share under the SPA | INR 1,403.00 |
| (b) | The volume-weighted average price paid or payable per Equity Share for acquisitions, whether by the Acquirer or by any person acting in concert with him, during the fifty-two weeks immediately preceding the date of the PA | Not applicable |
| (c) | The highest price paid or payable per Equity Share for any acquisition, whether by the Acquirer, during the twenty-six weeks immediately preceding the date of the PA | Not applicable |
| (d) | The volume-weighted average market price per Equity Share for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchange where the maximum volume of trading in the Equity Shares of the Target Company is recorded during such period and such shares being frequently traded | INR 1,242.57 |
| (e) | Where the shares are not frequently traded, the price determined by the Acquirer and the Manager taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies | Not applicable |
| (f) | The per Equity Share value computed under Regulation 8(5) of the SEBI (SAST) Regulations, if applicable | Not applicable ⁽¹⁾ |

Note: (1) *Not applicable since the acquisition is not an indirect acquisition. Source: Certificate issued by S.V. Shah & Associates, (FRN: 139517W) dated February 22, 2022.*

- In view of the parameters considered and presented in the table in paragraph 4 above, the minimum offer price per Equity Share under Regulation 8(2) of the SEBI (SAST) Regulations is the highest of above parameters, i.e. INR 1,403.00 (Indian Rupees One Thousand Four Hundred and Three only) per Equity Share.
- Since the Trademark Acquisition is a part of the SPA and is relevant to protect the trademarks of the Target Company, in terms of Regulation 8(7) of the SEBI (SAST) Regulations, the Acquirer has added INR 30.90 (Indian Rupees Thirty and Ninety Paise only) per Equity Share to the price determined under Regulation 8(2) of the SEBI (SAST) Regulations, i.e., INR 1,403.00 (Indian Rupees One Thousand Four Hundred and Three only) per Equity Share, for the purpose of arriving at the Offer Price of INR 1,433.90 (Indian Rupees One Thousand Four Hundred and Thirty Three and Ninety Paise only) per Offer Share.
- In view of the above, the Offer Price of INR 1,433.90 (Indian Rupees One Thousand Four Hundred and Thirty Three and Ninety Paise only) per Offer Share is justified in terms of Regulation 8 read with other applicable provisions of the SEBI (SAST) Regulations, and the same has been certified by S.V. Shah & Associates, (FRN: 139517W).
- There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. The Offer Price may be revised in the event of any corporate actions like bonus, rights, split etc. where the record date for effecting such corporate actions falls between the date of this DPS up to 3 (three) Working Days prior to the commencement of the Tendering Period of the Offer, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations.
- An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, may be undertaken by the Acquirer at any time prior to the commencement of 1 (one) Working Day before the commencement of the Tendering Period of this Offer, in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. Further, in the event of any acquisition of the Equity Shares by the Acquirer, during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price per Equity Share, the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition, in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer shall not acquire any Equity Shares after the 3rd Working Day prior to the commencement of the Tendering Period of this Open Offer and until the expiry of the Tendering Period of this Open Offer.
- As on the date of this DPS, there is no revision in the Offer Price or Offer Size. In the event of a revision in the Offer Price or Offer Size, the Acquirer shall: (a) make corresponding increases to the escrow amount in the Escrow Account (*defined below*); (b) make a public announcement in the same newspapers in which this DPS has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchanges, and the Target Company at its registered office of such revision.
- If the Acquirer acquires Equity Shares of the Target Company during the period of 26 (twenty six) weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose shares have been accepted in the Offer, within 60 (sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, 2011, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the Stock Exchanges, not being negotiated acquisition of shares of the Target Company in any form.

V. FINANCIAL ARRANGEMENTS

- The Maximum Consideration, i.e. total funding requirement for the Open Offer assuming full acceptance of the Offer, is INR 666,57,47,987.60 (Indian Rupees Six Hundred and Sixty Six Crore Fifty Seven Lakh Forty Seven Thousand Nine Hundred and Eighty Seven and Sixty Paise only).
- In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer and the Manager have entered into an escrow agreement with Kotak Mahindra Bank Limited (acting through its branch office at

Mittal Court, Nariman Point, Mumbai, the ("**Escrow Agent**") ("**Escrow Agreement**"), and the Acquirer has created an escrow account named "CGCEL - Open Offer Escrow A/c" ("**Escrow Account**") with the Escrow Agent.

- By way of security for performance by the Acquirer of their obligations under the SEBI (SAST) Regulations, it has deposited INR 142,50,00,000 (Indian Rupees One Hundred Forty Two Crore and Fifty Two Lakh only) in the Escrow Account till February 21, 2022. The amount deposited in the Escrow Account is in compliance with the requirements of deposit of escrow amount as per Regulation 17 of the SEBI (SAST) Regulations i.e., 25% of the first INR 500,00,00,000 (Indian Rupees Five Hundred Crore only) of the Maximum Consideration and 10% of the remainder of the Maximum Consideration. The cash deposit has been confirmed by the Escrow Agent.
 - The Acquirer has authorized the Manager to operate and realize the value of the Escrow Account as per the provisions of the SEBI (SAST) Regulations.
 - In addition to the above, the Acquirer has also earmarked investments in mutual funds of INR 605,00,00,000 (Indian Rupees Six Hundred and Five Crore only), exclusively for the firm financing arrangement under Regulation 25(1) of the SEBI (SAST) Regulations. The Acquirer has confirmed that it has adequate and firm financial resources to fulfill the obligations under the Open Offer and has made firm financial arrangements for implementation of the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
 - S.V. Shah & Associates, (FRN: 139517W), having its office at 208, Regent Chambers, 2nd Floor, Jamnalam Bajaj Road, 208, Nariman Point, Mumbai – 400021, Tel No: 022 4344 0123, (Ms. Sheetal Shah, Partner, membership no.: 102140), has vide its certificate dated February 22, 2022, certified that the Acquirer has adequate and firm financial resources through verifiable means to fulfill their obligations under this Offer.
 - Based on the above, the Manager is satisfied that firm arrangements have been put in place by the Acquirer to fulfill its obligations in relation to this Open Offer through verifiable means in accordance with the SEBI (SAST) Regulations.
 - In case of any upward revision in the Offer Price or the size of the Open Offer, the corresponding increase to the escrow amounts as mentioned above shall be made by the Acquirer, in terms of Regulation 17(2) of the SEBI (SAST) Regulations, prior to effecting such revision.
- VI. STATUTORY AND OTHER APPROVALS**
- As on the date of the DPS, to the best of the knowledge of the Acquirer, there are no statutory approvals required to acquire the Offer Shares that are validly tendered pursuant to this Offer and/or to complete the Underlying Transaction. However, if any statutory or other approval(s) becomes applicable prior to the completion of the Offer, the Offer would also be subject to such statutory or other approval(s) being obtained and the Acquirer shall make necessary applications for such approvals.
 - All Public Shareholders, including non-residents holders of Equity Shares, must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares. Public Shareholders classified as overseas corporate bodies ("**OCB**"), if any, may tender the Equity Shares held by them in the Open Offer pursuant to receipt of approval from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder. Such OCBs shall approach the RBI independently to seek approval to tender the Equity Shares held by them in the Open Offer.
 - Where statutory or other approval(s) extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approval(s) are required in order to complete this Open Offer.
 - In case of delay in receipt of any statutory or other approval(s) which may be required by the Acquirer, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that such delay in receipt of the requisite statutory or other approval(s) was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirer to the Public Shareholders whose Offer Shares have been accepted in the Offer, at such rate as may be prescribed by SEBI from time to time, in accordance with Regulations 18(11) and 18(11A) of the SEBI (SAST) Regulations.
 - In terms of Regulation 23 of the SEBI (SAST) Regulations, the Acquirer shall have the right to withdraw the Open Offer, in the event (a) any statutory or other approvals specified in this Part VI (*Statutory and Other Approvals*) or those which become applicable prior to completion of the Open Offer are finally refused and/or (b) any of the conditions precedent under the SPA as specified in paragraphs 10.1 and 10.2 of Part II (*Background to the Open Offer*) of this DPS are not met for reasons outside the reasonable control of the Acquirer. In the event of such a withdrawal of the Open Offer, the Acquirer (*through the Manager*) shall, within 2 (two) Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

VII. TENTATIVE SCHEDULE OF ACTIVITY

| Sr. No. | Activity | Schedule (Date and Day) ⁽¹⁾ |
|---------|---|--|
| 1. | Date of PA | Tuesday, February 22, 2022 |
| 2. | Date of publication of this DPS | Thursday, February 24, 2022 |
| 3. | Last date for filing of the draft letter of offer (" DLOF ") with SEBI | Friday, March 4, 2022 |
| 4. | Last date for the public announcement for competing offer(s) | Monday, March 21, 2022 |
| 5. | Last date for receipt of SEBI observations on the DLOF (in the event SEBI has not sought clarifications or additional information from the Manager) | Monday, March 28, 2022 |
| 6. | Identified Date ⁽²⁾ | Wednesday, March 30, 2022 |
| 7. | Last date by which the letter of offer (" LOF ") is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date | Wednesday, April 6, 2022 |
| 8. | Last date for upward revision of the Offer Price/Offer Size | Monday, April 11, 2022 |
| 9. | Last date by which the committee of the independent directors of the Target Company is required to give its recommendation to the Public Shareholders for this Open Offer | Monday, April 11, 2022 |
| 10. | Date of publication of Offer opening public announcement in the newspapers in which this DPS has been published | Tuesday, April 12, 2022 |
| 11. | Date of commencement of the Tendering Period (" Offer Opening Date ") | Wednesday, April 13, 2022 |
| 12. | Date of closure of the Tendering Period (" Offer Closing Date ") | Thursday, April 28, 2022 |
| 13. | Last date of communicating the rejection/acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders | Friday, May 13, 2022 |
| 14. | Last date for publication of post-Offer public announcement in the newspapers in which this DPS has been published | Monday, May 23, 2022 |

Notes:

- The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and may have to be revised accordingly.*
- The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the LOF would be sent. It is clarified that all holders (registered or unregistered) of Equity Shares (except those who are excluded from the ambit of Public Shareholders) are eligible to participate in the Open Offer at any time during the Tendering Period.*

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

- All Public Shareholders, whether holding shares in physical form or dematerialized form, registered or unregistered are eligible to participate in this Offer at any time during the Tendering Period, i.e. the period from the Offer Opening Date till the Offer Closing Date.

- Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date i.e. the date falling on the 10th (tenth) Working Day prior to the commencement of the Tendering Period, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the LOF, may also participate in this Offer. Accidental omission to send the LOF to any person to whom the Offer is made or the non-receipt or delayed receipt of the LOF by any such person will not invalidate the Offer.
- Public Shareholders may also download the LOF from SEBI's website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer (*detailed at Part IX (Other Information) of this DPS*) on providing suitable documentary evidence of holding of the Equity Shares of the Target Company and their folio number, DP identity-client identity, current address and contact details.
- The Open Offer will be implemented by the Acquirer through stock exchange mechanism made available by the Stock Exchanges in the form of separate window ("**Acquisition Window**") as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/11/2015 dated April 13, 2015 issued by SEBI and as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021.
- BSE shall be the designated stock exchange ("**Designated Stock Exchange**") for the purpose of tendering Equity Shares in the Open Offer.
- The Acquirer has appointed Kotak Securities Limited ("**Buying Broker**") as their broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:



Kotak Securities Limited
 27 BKC, C 27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai- 400051
CIN: U99999MH1994PLC134051
Contact Person: Mr. Sanjeev Sharma
Tel: 1800 209 9191
Email: service.securities@kotak.com
Website: www.kotaksecurities.com
SEBI Registration No:
 NSE Capital Market: INB230808130; BSE Equity: INB010808153

- All Public Shareholders who desire to tender their Equity Shares under the Offer would have to intimate their respective stockbrokers ("**Selling Brokers**") within the normal trading hours of the secondary market, during the Tendering Period. The Selling Broker can enter orders for dematerialized as well as physical Equity Shares.
- The Acquisition Window will be provided by the Stock Exchanges to facilitate placing of sell orders. Before placing the orders, the concerned Public Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited and/or the National Securities Clearing Corporation ("**Clearing Corporations**"), by using the settlement number and the procedure prescribed by the Clearing Corporations.
- In terms of SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, a lien shall be marked against the Equity Shares tendered in the Offer. Upon finalization of the entitlement, only accepted quantity of Equity Shares will be debited from the demat account of the concerned Public Shareholder.
- In the event the Selling Broker of a shareholder is not registered with any of the Stock Exchanges, then that Public Shareholder can approach the Buying Broker and tender the shares through the Buying Broker, after submitting the details as may be required by the Buying Broker in compliance with the applicable SEBI regulations.
- Shareholders who wish to offer their physical Equity Shares in the Offer are requested to send their original documents as will be mentioned in the LOF to the Registrar to the Offer so as to reach them no later than the Offer Closing Date. It is advisable to first email scanned copies of the original documents as will be mentioned in the LOF to the Registrar to the Offer and then send physical copies to the address of the Registrar to the Offer as will be provided in the LOF. The process for tendering the Offer Shares by the Public Shareholders holding physical Equity Shares will be separately enumerated in the LOF.
- The detailed procedure for tendering the Equity Shares in the Offer will be available in the LOF which is expected to be available on SEBI's website (www.sebi.gov.in).**
- Equity Shares shall not be submitted or tendered to the Manager, the Acquirer and / or the Target Company.

IX. OTHER INFORMATION

- The Acquirer has entered into two separate agreements to acquire 9.12 acres of land from LLM Appliances Private Limited (i.e. Seller 7) for a consideration of INR 63,00,00,000 (Indian Rupees Sixty Three Crore only) and 3.37 acres of land from Mr V. M. Balasubramaniam (i.e., Seller 2) for a consideration of INR 22,00,00,000 (Indian Rupees Twenty Two Crore only), located at 143, Pudukkamm Village, Vandalar – Kelambakkam Road, Chengalpattu, 603103 ("**Land Parcels**"), respectively. The consideration for each of the Land Parcels has been determined taking into account the valuation report dated February 18, 2022 issued by K. V. Venugopal, Registered Valuer. The said Land Parcels are located adjacent to the registered office of the Target Company.
- The Acquirer and its directors, in their capacity as directors, accept responsibility for the information contained in the PA and this DPS (other than as specified in paragraph 3 below) and also for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations in respect of this Offer.
- The information pertaining to the Target Company contained in the PA or DPS or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or publicly available sources or provided by the Target Company. The information pertaining to the Sellers contained in the PA or DPS or any other advertisement/publications made in connection with the Open Offer has been obtained from the Sellers. The Acquirer does not accept any responsibility with respect to any information provided in the PA or this DPS pertaining to the Target Company or the Sellers.
- In this DPS, all references to "INR" are references to Indian Rupees.
- Any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.
- Unless otherwise stated, the information set out in this DPS reflects the position as of the date of this DPS.
- The PA and this DPS are expected to be available on SEBI's website (www.sebi.gov.in).

Issued by the Manager



Kotak Mahindra Capital Company Limited
 27 BKC, 1st Floor, Plot No. C-27, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051
Tel: +91 22 4336 0128; **Fax:** +91 22 6713 2447
Email: butterfly.openoffer@kotak.com
Contact Person: Mr. Ganesh Rane
SEBI Registration Number: INM000008704

Registrar to the Offer



KFin Technologies Private Limited
(Formerly known as "Kary Fintech Private Limited")
 Selenium, Tower B, Plot No - 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi 500032, Telangana, India.
Tel: +91 40 6716 2222; **Fax:** +91 40 2343 1551
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: Mr. M Murali Krishna
SEBI Registration Number: INR000000221

For and on behalf of the Acquirer

CROMPTON GREAVES CONSUMER ELECTRICALS LIMITED

Sd/

Place: Mumbai

Date: February 23, 2022