**AMALFIACO LIMITED**

**Private Limited Company**

**Registration Number HE340143**

**23, Kennedy Avenue, Globe House, 3rd floor, 1075 Nicosia, Cyprus**

**Tel: +357 22029420**

**November 25, 2016**

**To,**

| | |
|---|---|
| **The BSE Limited**<br>Department of Corporate Services<br>First Floor, New Trading Ring<br>Rotunda Building, P.J. Towers<br>Dalal Street, Fort<br>Mumbai 400001 | The Secretary<br>**National Stock Exchange of India Limited**<br>Compliance Department<br>Exchange Plaza, Bandra Kurla Complex<br>Bandra (E)<br>Mumbai 400 051 |

**Crompton Greaves Consumer Electricals Limited**
CG House, 6th Floor,
Dr. Annie Besant Road,
Worli, Mumbai - 400 030

Dear Sirs:

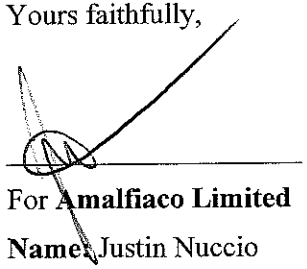
Sub: **Disclosure under Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") in relation to the equity shares carrying voting of Crompton Greaves Consumer Electricals Limited ("Target Company") held by Amalfiaco Limited**

Please find enclosed the disclosure under Regulation 31(1) of the Takeover Regulations by Amalfiaco Limited in respect of (i) creation of encumbrance over the shares of the Target Company held by Amalfiaco Limited and (ii) creation of pledge over the shares of Amalfiaco Limited held by AI Cool Midco 1 Limited (holding company of Amalfiaco Limited).

Kindly acknowledge receipt of our disclosure.

Thanking you,

Yours faithfully,



For **Amalfiaco Limited**

**Name:** Justin Nuccio

**Designation:** Director

***Encl: a/a***

**DISCLOSURE BY THE PROMOTER(S) TO THE STOCK EXCHANGES AND TO THE TARGET COMPANY FOR ENCUMBRANCE OF SHARES/ ~~INVOCATION OF ENCUMBRANCE/ RELEASE OF ENCUMBRANCE~~, IN TERMS OF REGULATION 31(1) ~~AND 31(2)~~ OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011.**

| | |
|---|---|
| **Name of the Target Company(TC)** | **Crompton Greaves Consumer Electricals Limited** |
| Names of the stock exchanges where the shares of the target company are listed | BSE Limited and National Stock Exchange of India Limited |
| Date of reporting | November 25, 2016 |
| Name of the promoter ~~or PAC~~ on whose shares encumbrance has been created/~~release/invoked~~ | Amalfiaco Limited |

Details of the creation of encumbrance:

| **Name of the promoter (s) or PACs with him (*)** | **Promoter holding in the target company (1)** | | **Promoter holding already encumbered (2)** | | **Details of events pertaining to encumbrance (3)** | | | | | | | **Post event holding of encumbered shares (creation [(2)+(3)]/ ~~release [(2)-(3)]/ invocation~~ ~~[(1)-(3)]~~** | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Number | % of total share capital | Number | % of total share capital | Type of event (creation / ~~release/ invocation~~) | Date of creation/ ~~release/ invocation of encumbrance~~ | Type of encumbrance (pledge/~~lien~~/ non-disposal undertaking/ others) | Reasons for encumbrance** | Number | % of share capital | Name of the entity in whose favor shares encumbered *** | Number | % of total share capital |

| | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Amalfiaco Limited | 140,037,623 shares | 22.34 % | 140,037,623 shares<br><br>Please refer to Note below | 22.34 %<br><br>Please refer to Note below | Creation – Please refer to Note below | November 18, 2016<br><br>Please refer to Note below | Please refer to Note below | Borrowing by Amalfiaco Limited | 140,037,623 shares | 22.34 % | U.S. Bank Trustees Limited as the security trustee on behalf of Original Lenders (as defined below) | 140,037,623 shares | 22.34 % |

Signature of the Authorized Signatory

Place : London

Date : November 25, 2016

* The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.
** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc
*** This would include name of both the lender and the trustee who may hold shares directly or on behlaf of the lender.

***NOTE:***

Amalfiaco Limited, a company incorporated and registered under the laws of Cyprus will borrow an amount upto US$ 110,000,000 (One Hundred and Ten Million Only) (the **"Loan Amount"**) from J.P. Morgan Securities PLC, Nomura International PLC, UBS AG, London Branch (together the **"Original Lenders"**). The Loan Amount will be secured *inter alia* by creating pledge over 100% shares of Amalfiaco Limited (**"Amalfiaco Shares"**) held by AI Cool Midco 1 Limited (the **"Pledge"**). The Pledge shall come into effect in accordance with the share pledge agreement dated on or about 25th November, 2016 entered between AI Cool Midco 1 Limited and US Bank Trustees Limited (as security trustee on behalf of the Original Lenders). Further, on 18th November, 2016 Amalfiaco Limited has created an encumbrance over 140,037,623 shares (**"Target Shares"**) of Crompton Greaves Consumer Electricals Limited held by Amalfiaco Limited which includes an undertaking in favour of the Original Lenders that Amalfiaco Limited will not dispose the shares held by it in the Target Company subject to certain conditions.

The Target Shares are also subject to an indirect encumbrance as detailed in our communication to BSE and NSE dated 26th August, 2016.