

NIRSINIA LIMITED
Private Limited Company
Registration Number HE340144
23, Kennedy Avenue, GLOBE HOUSE, Third Floor, 1075 Nicosia, Cyprus
Tel: +357 22029420

Date: September 23, 2020

To,

BSE Limited Department of Corporate Services 1st Floor, New Trading Ring Rotunda Building, P.J. Towers Dalal Street, Fort Mumbai 400 001 Fax No.: 91-22-2272-1919 Tel No.: 91-22-2272-1233 / 34	National Stock Exchange of India Limited Compliance Department Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra [E] Mumbai 400 051 Fax No.: 91-22-2659-8120 Tel No: 91-22-2659-8100 / 8114
Crompton Greaves Consumer Electricals Limited Tower 3, 1 st Floor, East Wing, Equinox Business Park, LBS Marg, Kurla (West), Mumbai Maharashtra, 400070 Fax 91-22-24237788, Tel 91-22-24237777, 61678499	

Dear Ma'am / Sir,

Sub: Disclosure under Regulation 31(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Please find attached a disclosure under Regulation 31(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. This disclosure is being filed in relation to the encumbrance created over equity shares of Crompton Greaves Consumer Electricals Limited ("**Target Company**") that are held by Nirsinia Limited, one of the promoters of the Target Company.

Kindly acknowledge receipt.

Thanking you,

For Nirsinia Limited



NIRSINIA LIMITED

Name: Christakis Klerides

Designation: Director

Format for 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

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Nirsinia Limited	22,410	0.0036	Nil	Nil	Nil	Creation of non disposal undertaking (Please refer to the Note below)	September 22, 2020	Non disposal undertaking (Please refer to the Note below)	Facility taken by Amalfiaco Limited (Please refer to the Note below)	22,410	0.0036	Deutsche Bank Aktiengesellschaft and Nomura Singapore Limited (Lenders), and other finance parties (Deutsche Bank AG, Hong Kong Branch (Lenders' agent), Deutsche Bank AG, Mumbai Branch (onshore security agent), and DB Trustees (Hong Kong) Limited (offshore security agent))	22,410	0.0036
Amalfiaco Limited	10,77,41,623	17.17	17.17	10,77,41,623	-	-	-	-	-	-	-	(Please refer to the Note below)	10,77,41,623	17.17
Macritchie Investments Pte Ltd#	5,65,38,546	9.01	-	-	-	-	-	-	-	-	-	(Please refer to the Note below)	-	-

MacRitchie Investments Pte. Ltd. ("MIPL") is a person acting in concert with the promoters of the Target Company i.e. Nirsinia Limited and Amalfiaco Limited. MIPL has entered into an inter-se agreement dated 23 April 2015 with Nirsinia Limited and Amalfiaco Limited, as amended ("Inter-se Agreement"). Pursuant to the Inter-se Agreement, MIPL does not have control rights and will not be exercising control over the Target Company.

Note: Amalfiaco Limited, a company incorporated under the laws of Cyprus (one of the promoters of Crompton Greaves Consumer Electricals Limited), has entered into a facility agreement dated August 14, 2020 for borrowing an amount of USD 145,000,000 (the “**Facility Amount**”) from Deutsche Bank Aktiengesellschaft and Nomura Singapore Limited (together, the “**Lenders**”). In connection with the aforesaid facility, Nirsinia Limited (a company incorporated under the laws of Cyprus) created a non disposal undertaking on September 22, 2020 in relation to 22,410 equity shares of Crompton Greaves Consumer Electricals Limited, in favour of the aforesaid Lenders and other finance parties (Deutsche Bank AG, Hong Kong Branch (Lenders’ agent), Deutsche Bank AG, Mumbai Branch (onshore security agent), and DB Trustees (Hong Kong) Limited (offshore security agent)).

Also, in connection with the aforesaid facility, a pledge has been created on: (a) 10,77,41,623 equity shares held by Amalfiaco Limited in Crompton Greaves Consumer Electricals Limited in favour of Deutsche Bank AG, Mumbai Branch (acting as the onshore security agent) on September 22, 2020; and (b) 100% of the equity shares of Amalfiaco Limited held by AI Cool Midco 1 Limited in favour of DB Trustees (Hong Kong) Limited (acting as the offshore security agent) on September 22, 2020 ((a) and (b) together, “**New Pledge**”). The equity shares of Crompton Greaves Consumer Electricals Limited were already encumbered by way of: (a) a pledge on 100% of the shares of Amalfiaco Limited held by its parent, AI Cool Midco 1 Limited (“**Midco Pledge**”) in favour of U.S. Bank Trustees Limited (acting as security agent); and (b) a non-disposal undertaking (“**NDU**”) in favour of J.P. Morgan Securities PLC, Nomura International PLC and UBS AG, London Branch, pursuant to a facility agreement dated November 18, 2016 (“**Erstwhile Facility**”), which Midco Pledge and NDU have now been released pursuant to repayment of the Erstwhile Facility and the New Pledge has been created as security for the Facility Amount.

Name & Signature: Christakis Klerides



NIRSINIA LIMITED

Designation: Director

Date: September 23, 2020

Place: Nicosia, Cyprus

*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 behalf of the lender.