Crompton

Crompton Greaves Consumer Electricals Limited
Tower 3, 1st Floor, East Wing, Equinox Business Park,
LBS Marg, Kurla (West), Mumbai 400 070
Tel: +91 22 6167 8499 W: www.crompton.co.in

Date: August 29, 2016

Our Reference: 58/2016-17

To,
National Stock Exchange of India Limited ("NSE"),
"Exchange Plaza", 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex
Bandra (East)
Mumbai - 400 051

NSE Symbol : CROMPTON

ISIN : INE299U01018

Dear Sir/Madam,

Sub: **Disclosure under Regulation 31A (5) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

With reference to the captioned subject, the Company has received disclosure from Avantha Holdings Limited under Regulation 31A (5) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for reclassification.

The same is attached.

You are requested to kindly take the above information on your record.

Thanking you,
For and on behalf of Crompton Greaves Consumer Electricals Limited

Pragya Sahal Kaul
Company Secretary and Compliance Officer

Encl: A/a

AVANTHA

Date: 26th August, 2016

The Board of Directors
Crompton Greaves Consumer Electricals Limited
6th Floor, CG House, Dr. Annie Besant Road,
Worli, Mumbai – 400 030

Copy to:

BSE Limited,
Listing Compliance Cell
1st Floor, New Trading Ring
Rotunda Building,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400 051

Subject: Request for Reclassification under Regulation 31A (5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir(s),

1. We, Avantha Holdings Limited, Varun Prakashan Private Limited and Avantha Realty Limited ("**Promoter and Promoter Group**") were part of the Promoter and Promoter Group of Crompton Greaves Consumer Electricals Limited (the "**Company**") as per the last available shareholding pattern of the Company for quarter ended 30th June 2016.

2. We refer to letter dated 23rd April, 2015 of Avantha Holdings Limited addressed to Crompton Greaves Limited wherein Avantha Holdings Limited had informed that it proposes to divest its entire shareholding in the Company amounting to 34.37% of the total issued and paid up share capital of the Company to one or more special purpose vehicles managed by Advent International Corporation, USA and a wholly owned subsidiary of Temasek Holdings (Private) Limited ("**Acquirers**") for an aggregate consideration of Rs. 2000 crores ("**Proposed Transaction**").

3. Further, vide letter dated 26th July, 2016 of Avantha Holdings Limited addressed to the Company it was informed that pursuant to the Proposed Transaction, Avantha Holdings Limited had transferred 129,312,622 (20.63%) and 69,629,874 (11.11%) equity shares of the Company to Amalfiaco Limited (special purpose vehicles managed by Advent International Corporation, USA) and Macritchie Investments Pte. Ltd. (a wholly owned subsidiary of Temasek Holdings (Private) Limited), respectively.

4. Also, vide letter dated 26th August, 2016 of Avantha Holdings Limited it was further informed that pursuant to the Proposed Transaction, it had transferred 10,725,001 (1.71%) and 5,774,999 (0.92%) equity shares of the Company to Amalfiaco Limited and Macritchie

4. Also, vide letter dated 26th August, 2016 of Avantha Holdings Limited it was further informed that pursuant to the Proposed Transaction, it had transferred 10,725,001 (1.71%) and 5,774,999 (0.92%) equity shares of the Company to Amalfiaco Limited and Macritchie Investments Pte. Ltd., respectively. In this regard, please note that Amalfiaco Limited and Macritchie Investments Pte. Ltd. have launched the open offer by way of public announcement dated 13th May 2016 to the public shareholders of the Company under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

5. Accordingly, as on date, Avantha Holdings Limited has ceased to hold any equity shares of the Company. However, Varun Prakashan Private Limited and Avantha Realty Limited (forming part of the Promoter Group) continue to hold 5,022 and 3,552 equity shares of the Company, respectively, aggregating to less than 0.1% of the total issued and paid up share capital of the Company.

6. In light of the above, we, the Promoter and Promoter Group, hereby request you to make the necessary applications to the stock exchanges for:

   (a) the declassification of Avantha Holdings Limited, Varun Prakashan Private Limited and Avantha Realty Limited as the promoter and promoter group of the Company; and
   (b) the reclassification of the shares held by Varun Prakashan Private Limited and Avantha Realty Limited in the Company (aggregating to less than 0.1%) as public shareholding,

   in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**").

7. Further, in accordance with the requirements of Regulation 31A(5) of the Listing Regulations, we, i.e. Avantha Holdings Limited, Varun Prakashan Limited and Avantha Realty Limited, confirm that:-

   a) We and persons acting in concert with us, do not hold more than ten per cent of the paid-up equity capital of the Company.
   b) We do not have any special rights in the Company through formal or informal arrangements. All shareholding agreements granting special rights to us have been terminated.
   c) We will not act as key managerial person of the Company.
   d) We do not, directly or indirectly, exercise control, over the affairs of the Company.

8. Further, we note that pursuant to Regulation 31A (5) of the Listing Regulations, the approval of the shareholders of the Company is also required for the reclassification of our shareholding in the Company as public shareholding.

9. In light of the above, we hereby request you to:-

(i) either obtain the necessary approval of the shareholders' of the Company for **(a)** the de-classification of Avantha Holdings Limited, Varun Prakashan Private Limited and Avantha Realty Limited as the promoters and the promoter group of the Company and **(b)** the reclassification of the shares held by Varun Prakashan Private Limited and Avantha Realty Limited in the Company (aggregating to less than 0.1%) as public shareholding or seek an exemption from obtaining such approval of the shareholders' of the Company from the Securities and Exchange Board of India ("**SEBI**"), as may be considered appropriate by the Company; and

(ii) take all other necessary steps for the **(a)** declassification of Avantha Holdings Limited, Varun Prakashan Private Limited and Avantha Realty Limited as the promoters and the promoter group of the Company and **(b)** reclassification of the shares presently held by Varun Prakashan Private Limited and Avantha Realty Limited in the Company (aggregating to less than 0.1% of the total issued and paid up share capital of the Company) as public shareholding, in accordance with Regulation 31A (5) of the Listing Regulations, including by making the necessary applications to all the stock exchanges on which the Company's equity shares are listed.

Kindly feel free to reach out to us for any additional documents, information or confirmations as may be required in connection with our above requests.

Thanking you,

Yours faithfully,

For **AVANTHA HOLDINGS LIMITED**

Sonia

Company Secretary

For **AVANTHA REALTY LIMITED**

Director

For **VARUN PRAKASHAN PRIVATE LIMITED**

Sonia

Director