

Crompton Greaves Limited

Registered Office:

CG House, 6th Floor, Dr Annie Besant Road, Worli, Mumbai 400 030, India

T: +91 22 2423 7777 F: +91 22 2423 7733 W: www.cgglobal.com

Corporate Identity Number: L99999MH1937PLC002641



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Our Ref : COSEC/157/2017

January 25, 2017

THROUGH PORTAL

The Corporate Relationship Department

BSE Limited, Mumbai

1st Floor, New Trading Ring

Rotunda Building

PhirozeJeejeebhoy Towers

Dalal Street, Mumbai 400 001

Scrip Code : 500093

The Assistant Manager – Listing

National Stock Exchange of India Limited

Exchange Plaza, Bandra-Kurla Complex

Bandra (East)

Mumbai 400 051

Scrip Code : CROMPGREAV

Dear Sirs,

Sub: Intimation about declaration of voting results through Postal Ballot under Regulations 30 and 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Ref: Our letter dated 23rd December, 2016

In furtherance to our letter dated 23rd December 2016, we are pleased to inform you that the Members of the Company have with requisite majority, approved change of Company name from "**Crompton Greaves Limited**" to "**CG Power and Industrial Solutions Limited**" vide Postal Ballot Voting (physical and electronic voting).

The result of the Postal Ballot Voting, as announced by the Company Secretary and Compliance Officer of the Company today at the Company's registered office, along with proceedings of the declaration of said results in compliance with Regulations 44 and 30 respectively, are enclosed herewith for your kind perusal.

We would appreciate if you could take the same on record and acknowledge receipt thereof.

Thanking you.

Yours faithfully,

For Crompton Greaves Limited

Manoj Koul

Company Secretary & Compliance Officer

ACS No 16902.

Enclosure: As above.



AVANTHA
GROUP COMPANY

CROMPTON GREAVES Ltd. - DETAILS OF VOTING RESULTS

Date of the AGM/EGM / Declaration of Voting Result of Postal Ballot	25-Jan-17
Total number of shareholders on record-date / Cut - off date (09th December, 2016)	146307
No. of Shareholders present in the meeting either in person or through proxy	Not Applicable
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/Special)		Special (1) Resolution : Change of Name of the Company from "Crompton Greaves Limited" to " CG Power and Industrial Solutions Limited" and consequential alteration to Memorandum of Association and Articles of Association of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled	
		1	2	$(3)=\{(2)/(1)\} \times 100$	4	5	$(6)=\{(4)/(2)\} \times 100$	$(7)=\{(5)/(2)\} \times 100$	
Promoter and Promoter Group	E-Voting		215446048	100.00	215446048	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00	
	Total	215451070	215446048	100.00	215446048	0	100.00	0.00	
Public - Institutions	E-Voting		252890586	81.11	252890586	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if Applicable)		0	0.00	0	0	0.00	0.00	
	Total	311774123	252890586	81.11	252890586	0	100.00	0.00	
Public - Non Institutions	E-Voting		273194	0.27	265860	7334	97.32	2.68	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if Applicable)		193780	0.19	189621	4159	97.85	2.15	
	Total	99520949	466974	0.47	455481	11493	97.54	2.46	
Total		626746142	468803608	74.80	468792115	11493	100.00	0.00	

For Crompton Greaves Limited


Manoj Koul
 Company Secretary

Pramod S. Shah & Associates

Practising Company Secretaries

3rd Floor, LA-SHEWA Bldg., Next to Fedex, 233, P. D' Mello Road, Opp. St. George Hospital, Near CST, Mumbai - 400 001.

Tel. : 91-22-2271 7700 / 91-22-2270 1040 • Email : saurabhshah@psaprofessionals.com • Website : cpspa.co.in

FORM No. MGT-13

Report of Scrutinizer

*Pursuant to rule 20 of the Companies (Management and Administration) Rules, 2014
amended from time to time*

To,
The Chairman
Crompton Greaves Limited,
6th Floor, CG House,
Dr. Annie Besant Road,
Worli,
Mumbai-400 030.

Dear Sir,

Subject: Scrutinizer Report on Passing of Resolution through Postal Ballot and e-voting.

I, Pramod S. Shah, Partner of Pramod S. Shah & Associates, Practising Company Secretaries, appointed as the Scrutinizer by the Board of Directors of Crompton Greaves Limited pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time to scrutinize the postal ballot voting and E-voting process for passing the proposed Special resolution for "Approval for Change of Name of the Company from "Crompton Greaves Limited" to "CG Power and Industrial Solutions Limited" and consequential alteration to the Memorandum of Association and Articles of Association of the Company."

The Company has availed the e-voting facility offered by National Securities Depositories Limited (NSDL) for conducting e-voting by the Shareholders of the Company.



The voting period for the e-voting commenced on Monday, December 26, 2016 at 9.00 a.m. (IST) and ended on Tuesday, January 24, 2017, at 5.00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

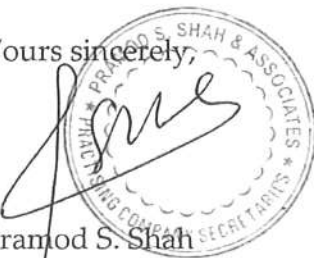
The votes cast under e-voting facility were there after unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the time period for the receipt of the postal ballot, the votes casted thereunder were counted.

I have scrutinized the postal ballot voting along with the e-voting and have maintained the register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I enclose herewith my report on the result of the voting by postal Ballot and e-voting with respect to the aforesaid resolution passed for the change of name of the Company.

Thanking you.

Yours sincerely,



Pramod S. Shah
(C.P. No.-3804)

Place: Mumbai

Dated: 25.01.2017

Consolidated Results**Special Resolution :**

Approval for Change of Name of the Company from "Crompton Greaves Limited" to "CG Power and Industrial Solutions Limited" and consequential alteration to Memorandum of Association and Articles of Association of the Company.

Particulars	Voting by Postal Ballot		E-voting		Total		(%)
	No. of Mem bers	Votes	No. of Memb ers	Votes	No. of Membe rs	Votes	
Assent	326	1,89,621	674	4,68,602,494	1000	4,68,792,115	99.99
Dissent	13	4,159	35	7,334	48	11,493	0.01
Invalid Votes/ Abstain	23	17,716	0	0	23	17,716	0
*Total	339	1,93,780	709	4,68,609,828	1048	4,68,803,608	100

** Invalid votes/Abstain votes are not included in the total*

Based on the aforesaid results, we report that Special Resolution as contained in the Notice of the Postal Ballot dated December 23, 2016 has been passed with requisite majority.

Thanking you
Yours faithfully

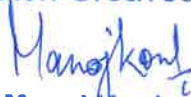
Pramod S. Shah
(C.P. No.-3804)



Place: Mumbai

Dated: 25.01.2017

For Crompton Greaves Limited


Manoj Koul
Company Secretary

Crompton Greaves Limited

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CERTIFIED TRUE COPY OF THE PROCEEDINGS HELD TO ANNOUNCE THE RESULTS OF POSTAL BALLOT VOTING OF CROMPTON GREAVES LIMITED ON WEDNESDAY, JANUARY 25, 2017 FROM 2:00 P.M. TO 2:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 6TH FLOOR, CG HOUSE, DR. ANNIE BESANT ROAD, WORLI, MUMBAI- 400 030.

Date of Announcement of Result : Wednesday, 25th January 2017.

Time : From 2:00 P.M. to 2:30 P.M.

Venue : 6th Floor, CG House, Dr. Annie Besant Road, Worli, Mumbai – 400 030.

The Board of Directors of the Company ("Board") had, at its meeting held on 7th December, 2016 approved change of Company name from Crompton Greaves Limited, in order of preference, to CG Power and Industrial Systems Limited or CG Power and Industrial Solutions Limited subject to name availability approval by the Ministry of Corporate Affairs, approval of the Members of the Company through Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 ("Act"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard -2 issued by the Institute of Company Secretaries of India ("SS-2"), such other Regulatory and Statutory approvals/consents as maybe required.

The Board had, at its aforesaid meeting, also *inter alia* approved appointment of Mr. Pramod Shah (COP No. 3804) of M/s. Pramod S Shah & Associates, Practising Company Secretaries, as Scrutinizer to scrutinize the Postal Ballot process (physical ballot and electronic voting) in a fair and transparent manner and severally authorized Mr. K N Neelkant, CEO and Managing Director, Mr Madhav Acharya, Executive Director-Finance & CFO, Mr Ravi Rajagopal, Executive Vice- President and Global Head-Legal, Governance and Risk and Mr. Manoj Koul, Company Secretary of the Company to:

- conduct Postal Ballot/electronic voting process, finalise, sign and send Postal Ballot Notice, Form alongwith other documents to Members of the Company as on the Record Date/Cut-off Date through permitted mode and publish advertisement in newspaper(s) for intimation of completion of dispatch of the said notice in accordance with provisions of the Companies Act, 2013 and rules framed thereunder and other applicable laws for the time being in force;
- receive the Scrutinizer's Report on Postal Ballot including electronic voting ("e-Voting") and other requisite details and to counter sign the same;
- declare the results of Postal Ballot (physical ballot and electronic voting) and communicate the same to Stock Exchange(s) where the shares of the Company are



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listed as per provisions of the SEBI Listing Regulations and/or other authority(ies)/person(s), as may be required; and

- d. do such acts, deeds and things and matters necessary or consequential for the said purpose.

The Ministry of Corporate Affairs had, vide approval letter dated 16th December, 2016, provided it's no-objection for availability and use of the name "CG Power and Industrial Solutions Limited".

Accordingly, in line with Board's approval dated 7th December 2016, the Company issued the Postal Ballot Notice dated 23rd December, 2016 along with Postal Ballot Form and self addressed postage prepaid business reply envelope to all its Members, whose names appeared in the Register of Members as on Friday, 9th December, 2016 ("the Cut-Off Date"), for obtaining their approval through e-Voting or physical ballots, as the case may be, for change of name of the Company from "**Crompton Greaves Limited**" to "**CG Power and Industrial Solutions Limited**".

Further in compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act and Regulation 44 of the SEBI Listing Regulations and SS-2, the Company also engaged the services of National Securities Depository Limited (NSDL) to provide e-Voting facility to enable the Members to cast their votes electronically.

The dispatch of Postal Ballot Notice along with the Postal Ballot Form and self-addressed postage prepaid business reply envelope to the Members, was completed on Friday, 23rd December, 2016 and subsequently in accordance with the Companies (Management and Administration) Rules, 2014 and SS-2, the newspaper advertisements to this effect were published, both in English Newspaper – The Free Press Journal and Marathi newspaper – Navshakti, on Saturday, 24th December, 2016.

The e-Voting period commenced at 9:00 A.M. (IST) on Monday, 26th December, 2016 and ended at 5:00 P.M. (IST) on Tuesday, 24th January, 2017. Further the last date for receipt of duly completed Postal Ballot Forms along with assent or dissent was fixed as Tuesday, 24th January, 2017 before 5:00 p.m. (IST).

On completion of the voting process, the Scrutinizer - Mr. Pramod Shah (COP No. 3804) of M/s. Pramod S Shah & Associates, Practising Company Secretaries submitted their report, summarized as under, dated 25th January, 2017 on the Postal Ballot Voting (e-voting and physical ballots), a copy of which was placed and initialed by the Company Secretary for the purpose of identification :



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Particulars of Resolution	Votes in Favour			Votes Against			Invalid/Abstain Votes	
	No. of members voted	No. of votes cast by them	% of total no. of votes	No. of members voted	No. of votes cast by them	% of total no. of votes	No. of members voted	No. of votes cast by them
Special Resolution No. 1:								
Approval for Change of Name of the Company from "Crompton Greaves Limited" to "CG Power and Industrial Solutions Limited" and consequential alteration to Memorandum of Association and Articles of Association and other documents of the Company	1000	468,792,115	99.99	48	11,493	0.01	23	17,716

After perusing the Scrutinizer's Report and pursuant to the authority granted by the Board at its meeting held on 7th December, 2016, Mr. Manoj Koul, Company Secretary and Compliance officer of the Company, declared the aforesaid Postal Ballot Voting Results and that the following Special Resolution, as proposed in the Postal Ballot Notice dated 23rd December, 2016, has been passed by the Members of the Company with requisite majority:

Special Resolution: Approval for Change of Name of the Company from "Crompton Greaves Limited" to "CG Power and Industrial Solutions Limited" and consequential alteration to Memorandum of Association and Articles of Association and other documents of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 ("Act") and rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification/s or re-enactment/s thereof for the time being in force, Regulation 45 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and subject to the approval, consent, sanction and permission of the Central Government/Stock Exchanges/appropriate Regulatory and Statutory Authorities as may be necessary, consent of the Members of the Company be and is hereby accorded for change of name of the Company from **"Crompton Greaves Limited"** to **"CG Power and Industrial Solutions Limited"**.

RESOLVED FURTHER THAT upon the receipt of fresh certificate of incorporation upon change of name, the name **"Crompton Greaves Limited"** wherever appears in the Memorandum of Association and Articles of Association and other documents and papers of the Company be substituted with **"CG Power and Industrial Solutions Limited"**.



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RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to make, sign and execute and file necessary applications, forms, papers, documents and information as may be considered necessary or expedient including appointing attorney/s or authorized representatives under appropriate Letter/s of Authority/ies, to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchanges where securities of the Company are listed and other Regulatory or Statutory Authority/ies, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit."

The Results of the Postal Ballot Voting (through e-Voting and physical Ballot) of the Members of the Company in the format prescribed under Regulation 44 of the SEBI Listing Regulations were signed by Mr. Manoj Koul, Company Secretary and Compliance Officer of the Company for intimation to Stock Exchanges on which shares of the Company are listed and traded and for placing the results so announced on the website of the Company and that NSDL.

Certified True Copy

For Crompton Greaves Limited

Manoj Koul

**Company Secretary and Compliance Officer
(ACS 16902)**

