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: June 06, 2016

Our Reference: 16/2016 - 2017

To, **BSE Limited ("BSE")**, Corporate Relationship Department, 2nd Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai – 400 001.	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.
BSE Scrip Code: 539876 **ISIN: INE299U01018**	**NSE Symbol: CROMPTON**

Dear Sir/Madam,

Sub: **Results of Postal Ballot (including eVoting)**

With reference to the requirements of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith the Declaration of Results of Postal Ballot including eVoting along with the Scrutinizers Report for the Postal Ballot conducted by the Company.

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

Thanking you,
For Crompton Greaves Consumer Electricals Limited

Pragya Sahal Kaul
Company Secretary and Compliance Officer

Enclosed: A/a

Crompton

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

DECLARATION OF RESULT POSTAL BALLOT (INCLUDING EVOTING)

With reference to the captioned subject and pursuant to Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company had in their meeting held on April 18, 2016 had accorded their approval to seek shareholders consent via postal ballot including eVoting for the matters as contained in the notice of postal ballot dated April 18, 2016.

Item No.	Brief Particulars	Type of Resolution
1	Increase in borrowing limits from Rs. 1500 crores to Rs. 1800 crores	Special
2.	Creation of charges on the movable and immovable properties of the Company, both present and future in respect of borrowings.	Special
3.	Issue of Secured Non – Convertible Debentures on Private Placement	Special

The Company had appointed Ms. Dipti A. Mehta, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries failing her Mr. Anshul Kumar Jain, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process in fair and transparent manner. The Scrutinizer his submitted his report [enclosed] on June 06, 2016 on the postal ballot including eVoting and the voting results are as given in **Annexure I**.

On basis of the report submitted as aforesaid, the Company declares that the abovementioned resolutions have been passed with the requisite majority and such resolutions are deemed to have been passed on June 06, 2016 i.e. the date of declaration of results of postal ballot including eVoting.

In compliance with requirements of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results are also being intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are currently listed.

Thanking you,
For Crompton Greaves Consumer Electricals Limited

Shantanu Khosla
Managing Director
DIN: 00059877

Date: June 06, 2016
Place: Mumbai

Enclosed: A/a

Mehta & Mehta

COMPANY SECRETARIES
NAVJIVAN SOCIETY BLDG. NO. 3, 12TH FLOOR, OFFICE No. 9, LAMINGTON ROAD, MUMBAI - 400 008.
TEL. : 022-6611 9696 ☐ E-mail : dipti@mehta-mehta.com ☐ Website : www.mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
Crompton Greaves Consumer Electricals Limited
6th Floor, CG House, Dr Annie Besant Road,
Worli, Mumbai-400030

Dear Sir,

Report on Postal Ballot Voting of Crompton Greaves Consumer Electricals Limited ("the Company")

I, Anshul Kumar Jain, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries, appointed as Scrutinizer by the Company for the purpose of conducting the Postal Ballot / e-voting process carried out by the Company as per Section 110of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 on the resolutions as mentioned in the Notice of Postal Ballot dated *April 18, 2016*in a fair and transparent manner and submit my report as under:

1. The dispatch of Notice of the Postal Ballot dated *April 18, 2016* was completed on *May 4, 2016*.

2. The e-voting period commenced on the *May 05, 2016 (10:00 hours)* and ended on the *June 03, 2016 (17:00 hours)*.

3. The last date for receipt of Postal Ballot Forms was *June 03, 2016 (17:00 hours)*

4. The Shareholders holding the shares as on the "cut off" date i.e. *Friday, April 22, 2016* were entitled to vote on the proposed resolution.

5. At the end of the voting period on *June 03, 2016 (17:00 hours),* I collected all the Postal Ballot Forms received and were scrutinized and signatures of Members who had cast their votes were verified with their specimen signatures registered with RTA and as provided by the depositories.

6. The Shareholders were also scrutinized for the purpose of eliminating duplicate voting i.e. Postal Ballot Form as well as e-voting and in case of voting done by Shareholders in both mode, votes cast through Postal Ballot Form were treated as invalid in terms of the Postal Ballot Notice.

7. 40 Postal Ballot forms were received and 366 shareholders cast the votes on the e-voting platform.

8. As a scrutinizer, the Report of the Postal Ballot Voting was duly compiled and accordingly the result of Postal Ballot Voting which includes e-Voting is as under:

Resolution No.1 –Increase in borrowing limits from Rs. 1500 crores to Rs. 1800 crores

"**RESOLVED THAT** in supersession of the earlier resolutions passed by the Members of the Company in this regard and pursuant to the provisions of Section 180(1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force), subject to such approvals, consents, sanctions and permissions as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to borrow any sum or sums of money by way of loans, non convertible debentures, notes, bonds or any other instruments in rupees or any foreign currency where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of its paid up share capital and free reserves, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), provided that the total amount so borrowed in excess of the aggregate of the paid-up capital of the Company and its

free reserves shall not at any time exceed Rs. 1800 Crores (Rupees Eighteen Hundred Crores Only).

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds or things and to take all such steps as may be necessary, expedient or desirable to give effect to the aforesaid resolution."

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

Votes in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
313	39,51,47,878	90.25

Votes against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
93	4,27,11,622	9.75

Invalid votes or Abstain from voting

Total number of members whose votes were declared invalid or who abstain from voting	Total number of votes cast by them
2	64

Resolution No. 2 - Creation of charges on the movable and immovable properties of the Company, both present and future in respect of borrowings.

"**RESOLVED THAT** in supersession of the earlier resolutions passed by the Members of the Company in this regard and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any

statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force), subject to such approvals, consents, sanctions and permissions as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force) and as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to create any charge, mortgage and/or hypothecation in addition to the existing charges created on all or any of the movable and/or immovable, tangible and/or intangible properties of the Company wherever situated, both present and future, and in such form and manner and as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/notes/other instruments to secure rupee/foreign currency loans and/or the issue of debentures/bonds/notes/other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs.1800 Crores (Rupees Eighteen Hundred Crores Only).

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds or things and take all such steps as may be necessary, expedient or desirable to give effect to the aforesaid resolution."

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

Votes in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
307	38,53,31,721	88.02

RESOLVED FURTHER THAT the Board or such other persons as may be authorized by the Board or its Committee, be and is hereby authorized to determine, negotiate, modify and finalize the terms of issue of such NCDs including the class of investors, securities to be offered, number of NCDs, series, tranches, issue price, currency, tenor, interest rate, premium/discount, repayment, or otherwise howsoever, as it may think appropriate and to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including listing of debt securities, appointment of intermediaries, underwriters, debenture trustees and/or Registrar & Transfer Agents, if necessary, and to sign and execute any deed(s)/document(s)/ undertaking(s)/ agreement(s)/paper(s)/ underwriting(s) including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trustee agreement, debenture trust deed and any other documents as may be required, in connection with the offering(s), issuance(s) and/or allotment(s) on private placement of NCDs by the Company and to further delegate the above powers to any Committee of Directors or any personnel of the Company to act on their behalf as they may deem fit and to do all such other acts and things and to execute all such documents as may be necessary for giving effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company."

Votes in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
304	39,34,17,367	90.02

Votes against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
101	4,36,23,665	9.98

Invalid votes or Abstain from voting

Total number of members whose	Total number of votes cast by

Votes against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
96	5,24,64,782	11.98

Invalid votes or Abstain from voting

Total number of members whose votes were declared invalid or who abstain from voting	Total number of votes cast by them
5	63,061

Resolution No. 3 - Issue of Secured Non – Convertible Debentures on Private Placement

"**RESOLVED THAT** pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the provisions of the Memorandum and Articles of Associations of the Company and subject to such other applicable laws, rules, regulations, guidelines and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof)for issuing, making offer(s) or invitation(s) to subscribe to Secured Non-Convertible Debentures ("NCDs") including debenture stock(s), bond(s) and/or other debt securities etc., listed or unlisted on Private Placement basis to eligible investors in one or more tranches, in domestic or overseas market upto Rs. 700 Crores (Rupees Seven Hundred Crores Only) in one or more tranches during a period of one year from date of passing of this resolution, within the overall borrowing limits of the Company, as approved by the members, from time of time.

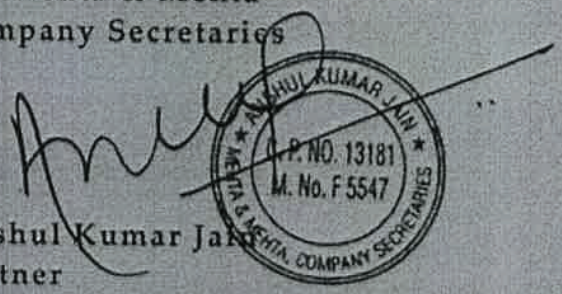
votes were declared invalid or who abstain from voting	them
3	8,18,535

Accordingly, all the resolutions are passed with requisite majority.

The postal ballot and all other papers relating to postal ballot including voting by electronic means, shall be under my safe custody till the Chairman considers, approves and signs the minutes and thereafter, the same shall be returned to the Company.

Thanking you,

Yours faithfully,
For Mehta & Mehta
Company Secretaries



Anshul Kumar Jain
Partner

FCS : 5547
CP No : 13181

Date : June 6, 2016
Place : Mumbai

ANNEXURE-A

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

Company Name	CROMPTON GREAVES CONSUMER ELECTRCIALS LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	128231
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Increase in borrowing limits from Rs. 1500 crores to Rs. 1800 crores								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	215451070	215451070	100.0000	215451070	0	100.0000	0.0000
	Poll	215451070	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	215451070	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	268743965	206809970	76.9543	164105939	42704031	79.3510	20.6489
	Poll	268743965	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	268743965	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	142551107	15546852	10.9062	15539303	7549	99.9514	0.0485
	Poll	142551107	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	142551107	51608	0.0362	51566	42	99.9186	0.0813
	Total	626746142	437859500	69.8623	395147878	42711622	90.2454	9.7546

Resolution required: (Ordinary/ Special)	SPECIAL - Creation of charges on the movable and immovable properties of the Company, both present and future in respect of borrowings								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	215451070	215451070	100.0000	215451070	0	100.0000	0.0000
	Poll	215451070	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	215451070	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	268743965	206747072	76.9309	154289966	52457106	74.6274	25.3725
	Poll	268743965	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	268743965	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	142551107	15546753	10.9061	15539119	7634	99.9508	0.0491
	Poll	142551107	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	142551107	51608	0.0362	51566	42	99.9186	0.0813
	Total	626746142	437796503	69.8523	385331721	52464782	88.0162	11.9838

Resolution required: (Ordinary/ Special)	SPECIAL - Issue of Non – Convertible Secured Debentures on Private Placement								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	215451070	215451070	100.0000	215451070	0	100.0000	0.0000
	Poll	215451070	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	215451070	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	268743965	205991948	76.6499	162374961	43616987	78.8258	21.1741
	Poll	268743965	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	268743965	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	142551107	15546406	10.9058	15539770	6636	99.9573	0.0426
	Poll	142551107	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	142551107	51608	0.0362	51566	42	99.9186	0.0813
	Total	626746142	437041092	69.7317	393417367	43623665	90.0184	9.9816

Crompton Greaves Consumer Electricals Limited