**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
CIN: L99999MH1937PLC002641

Smart solutions.
Strong relationships.

Our Ref: COSEC/84/2014

August 5, 2014

**BY E-MAIL & COURIER**

**The Assistant Manager – Listing**
National Stock Exchange of India
Exchange Plaza
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

Dear Sir,

**CLAUSE 35A - Disclosure of voting results**

We enclose a result of voting on the resolutions passed by way of e-voting conducted from 28th July, 2014 to 30th July, 2014 and by way of a Poll conducted at the Company's Annual General Meeting held on 5th August, 2014.

Please take the above information on record.

Yours faithfully

for Crompton Greaves Limited

**MINAL BHOSALE**
Company Secretary

AVANTHA
GROUP COMPANY

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## DETAILS REGARDING VOTING AS PER CLAUSE 35A

| | | | |
|---|---|---|---|
| Date of the Annual General Meeting : | Tuesday , 5th August ,2014 | | |
| Total No of Shareholders on Record Date i.e. 20th June, 2014 : | 115484 | | |
| No of Shareholders present in the Meeting either in person or through proxy: | Promoters & Promoter Group | Public | |
| | In person | In person | Through Proxy |
| | 5 | 171 | 37 |
| No of Shareholders attended the meeting through Video Conferencing : | Promoters & Promoter Group | Public | |
| | N.A. | N.A. | |

Agenda wise

The mode of voting for all the resolutions was :

1. E-voting conducted between 28th July, 2014 to 30th July, 2014 and

2. Poll conducted at the Annual General Meeting

The resolution wise combined result of e-voting and Poll appear from pages 2 to 15.

Also, the following symbols are used in the result, which denote the following :

'#' voting rights are in proportion to shares held as on 20th June, 2014.
'$' excludes invalid votes.



AVANTHA

Resolution No 1 Ordinary

**Adoption of Audited Financial Statements including the Balance sheet and Statement of Profit and Loss for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.**

| Category of shareholder | 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 | 267451070 | 267451070 | 100.00 | 267451070 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 265695763 | 158122873 | 59.51 | 157930998 | 191875 | 99.88 | 0.12 |
| Public - Others | 93599309 | 4441470 | 4.75 | 4441435 | 35 | 100.00 | 0.00 |
| Grand Total | 626746142 | 430015413 | 68.61 | 429823503 | 191910 | 99.96 | 0.04 |



Resolution No 2 Ordinary

## Confirmation of payment of first and second Interim Dividends, aggregating to Rs. 0.80 per share (40%).

| Category of shareholder | 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 | 267451070 | 267451070 | 100.00 | 267451070 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 265695763 | 158827148 | 59.78 | 158827148 | 0 | 100.00 | 0.00 |
| Public - Others | 93599309 | 4442122 | 4.75 | 4442087 | 35 | 100.00 | 0.00 |
| Grand Total | 626746142 | 430720340 | 68.72 | 430720305 | 35 | 100.00 | 0.00 |

Crompton Greaves Ltd. Mumbai-400030

| Resolution No 3 | Ordinary |
|---|---|

## Declaration of Final Dividend.

| Category of shareholder | 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 | 267451070 | 267451070 | 100.00 | 267451070 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 265695763 | 158827148 | 59.78 | 158827148 | 0 | 100.00 | 0.00 |
| Public - Others | 93599309 | 4441737 | 4.75 | 4441702 | 35 | 100.00 | 0.00 |
| Grand Total | 626746142 | 430719955 | 68.72 | 430719920 | 35 | 100.00 | 0.00 |

Resolution No 4 Ordinary

**Appointment of Sharp & Tannan, Chartered Accountants (Firm Registration No.109982W), as Statutory Auditors of the Company.**

| Category of shareholder | 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 | 267451070 | 267451070 | 100.00 | 267451070 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 265695763 | 158827148 | 59.78 | 148962648 | 9864500 | 93.79 | 6.21 |
| Public - Others | 93599309 | 4442082 | 4.75 | 4440735 | 1347 | 99.97 | 0.03 |
| Grand Total | 626746142 | 430720300 | 68.72 | 420854453 | 9865847 | 97.71 | 2.29 |



| Resolution No 5 | Ordinary |
|---|---|

**Mr. SM Trehan, who retires by rotation and who does not offers himself for re-appointment be not re-appointed as a Director of the Company and the vacancy so caused on the Board of the Company be not filled-up**

| Category of shareholder | 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 | 267451070 | 267451070 | 100.00 | 267451070 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 265695763 | 158827148 | 59.78 | 158827148 | 0 | 100.00 | 0.00 |
| Public - Others | 93599309 | 4441348 | 4.75 | 4440376 | 972 | 99.98 | 0.02 |
| Grand Total | 626746142 | 430719566 | 68.72 | 430718594 | 972 | 100.00 | 0.00 |

Crompton Greaves Ltd. Mumbai-400030

Resolution No 6 Ordinary

## Ratification of remuneration payable to M/s Ashwin Solanki & Associates, Cost Accountants for the financial year ending 31st March, 2015.

| Category of shareholder | 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 | 267451070 | 267451070 | 100.00 | 267451070 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 265695763 | 158827148 | 59.78 | 149894148 | 8933000 | 94.38 | 5.62 |
| Public - Others | 93599309 | 4441952 | 4.75 | 4441605 | 347 | 99.99 | 0.01 |
| Grand Total | 626746142 | 430720170 | 68.72 | 421786823 | 8933347 | 97.93 | 2.07 |

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Resolution No 7 Ordinary

**Appointment of Mr S Apte as an Independent Director of the Company to hold office for five consecutive years for a term up to August 4, 2019.**

| Category of shareholder | 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 | 267451070 | 267451070 | 100.00 | 267451070 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 265695763 | 158827148 | 59.78 | 158827148 | 0 | 100.00 | 0.00 |
| Public - Others | 93599309 | 4441960 | 4.75 | 4439615 | 2345 | 99.95 | 0.05 |
| Grand Total | 626746142 | 430720178 | 68.72 | 430717833 | 2345 | 100.00 | 0.00 |



Resolution No 8 Special

**Appointment of Mr S Labroo as an Independent Director of the Company to hold office for five consecutive years for a term up to August 4, 2019.**

| Category of shareholder | 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 | 267451070 | 267451070 | 100.00 | 267451070 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 265695763 | 158827148 | 59.78 | 156728404 | 2098744 | 98.68 | 1.32 |
| Public - Others | 93599309 | 4441248 | 4.74 | 4440581 | 667 | 99.98 | 0.02 |
| Grand Total | 626746142 | 430719466 | 68.72 | 428620055 | 2099411 | 99.51 | 0.49 |



Resolution No 9 Ordinary

**Appointment of Dr. (Mrs.) C Lewiner as an Independent Director of the Company to hold office for five consecutive years for a term up to August 4, 2019.**

| Category of shareholder | 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 | 267451070 | 267451070 | 100.00 | 267451070 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 265695763 | 158827148 | 59.78 | 143490015 | 15337133 | 90.34 | 9.66 |
| Public - Others | 93599309 | 4441955 | 4.75 | 4439510 | 2445 | 99.94 | 0.06 |
| Grand Total | 626746142 | 430720173 | 68.72 | 415380595 | 15339578 | 96.44 | 3.56 |

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Resolution No 11 Special

**Appointment of Ms M Pudumjee as an Independent Director of the Company to hold office for five consecutive years for a term up to August 4, 2019.**

| Category of shareholder | 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 | 267451070 | 267451070 | 100.00 | 267451070 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 265695763 | 158827148 | 59.78 | 158827148 | 0 | 100.00 | 0.00 |
| Public - Others | 93599309 | 4441930 | 4.75 | 4441463 | 467 | 99.99 | 0.01 |
| Grand Total | 626746142 | 430720148 | 68.72 | 430719681 | 467 | 100.00 | 0.00 |



Resolution No 10 Ordinary

**Appointment of Mr S Prabhu as an Independent Director of the Company to hold office for five consecutive years for a term up to August 4, 2019.**

| Category of shareholder | 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 | 267451070 | 267451070 | 100.00 | 267451070 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 265695763 | 158827148 | 59.78 | 145224924 | 13602224 | 91.44 | 8.56 |
| Public - Others | 93599309 | 4441805 | 4.75 | 4440408 | 1397 | 99.97 | 0.03 |
| Grand Total | 626746142 | 430720023 | 68.72 | 417116402 | 13603621 | 96.84 | 3.16 |



Resolution No 12 Special

**Appointment of Dr. V von Massow as an Independent Director of the Company to hold office for five consecutive years for a term up to August 4, 2019.**

| Category of shareholder | 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 | 267451070 | 267451070 | 100.00 | 267451070 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 265695763 | 158827148 | 59.78 | 158827148 | 0 | 100.00 | 0.00 |
| Public - Others | 93599309 | 4441930 | 4.75 | 4440463 | 1467 | 99.97 | 0.03 |
| Grand Total | 626746142 | 430720148 | 68.72 | 430718681 | 1467 | 100.00 | 0.00 |



Resolution No 13 Special

**Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to mortgage and / or charge all or any of the movable and / or immovable properties of the Company.**

| Category of shareholder | 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 | 267451070 | 267451070 | 100.00 | 267451070 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 265695763 | 158827148 | 59.78 | 122743990 | 36083158 | 77.28 | 22.72 |
| Public - Others | 93599309 | 4441935 | 4.75 | 4438994 | 2941 | 99.93 | 0.07 |
| Grand Total | 626746142 | 430720153 | 68.72 | 394634054 | 36086099 | 91.62 | 8.38 |

| Resolution No 14 | Special |
|---|---|

## Approval to the alteration of Articles of Association of the Company

| Category of shareholder | 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 | 267451070 | 267451070 | 100.00 | 267451070 | 0 | 100.00 | 0.00 |
| Public - Institutional holders | 265695763 | 158827148 | 59.78 | 134413249 | 24413899 | 84.63 | 15.37 |
| Public - Others | 93599309 | 4438532 | 4.74 | 4436187 | 2345 | 99.95 | 0.05 |
| Grand Total | 626746142 | 430716750 | 68.72 | 406300506 | 24416244 | 94.33 | 5.67 |

