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(CIN): L99999MH1937PLC002641

Smart solutions.
Strong relationships.

Our Ref: COSEC/69/2016

July 24, 2015

BY E-MAIL AND COURIER

To,

National Stock Exchange Limited of India Ltd.,
Plot no. C/1, G Block, Bandra-Kurla Complex,
BKC Rd, Bandra East,
Mumbai, 400051

Bombay Stock Exchange Ltd.,
Floor 25, P J Towers,
Dalal Street,
Mumbai 400001

Dear Sir,

Clause 35A – Disclosure of voting results

Please find enclosed herewith the result of voting on the resolutions passed at the Annual General Meeting of the Members of the Company held on 24th July, 2015, by way of e-voting conducted from 20th July, 2015 to 23rd July, 2015 and by way of a Poll conducted at the said meeting.

Further, we are also enclosing the Consolidated Report of the Scrutinizer on e-voting and voting at the AGM.

The above mentioned documents are also available on the Company's website www.cgglobal.com

We request you to kindly take the above information on record and acknowledge receipt of this letter.

Yours faithfully,

For Crompton Greaves Limited

Laurent Demortier
CEO & Managing Director

AVANTHA
GROUP COMPANY

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(CIN): L99999MH1937PLC002641

Smart solutions.
Strong relationships.

DETAILS REGARDING VOTING AS PER CLAUSE 35A

Date of the Annual General Meeting	Friday, 24th July, 2015		
Total number of shareholders on Record Date i.e. 17th July, 2015	1,38,760		
Number of shareholders present at the Meeting either in person or through proxy	**Promoters & Promoter Group**	**Public**	
	In person	In person	Through Proxy
	3	175	1
Number of Shareholders who attended the meeting through Video Conferencing:	**Promoters & Promoter Group**	**Public**	
	NIL	NIL	

Agenda wise

The mode of voting for all the resolutions was:

1. E-voting conducted between 20th July, 2015 and 23rd July, 2015.

2. Poll conducted at the Annual General Meeting.

The resolution wise combined result of the e-voting and poll appears from pages 2 to 15.

The following symbols have been used in the result, which denote the following:

'#' voting rights are in proportion to shares held as on 17th July, 2015

'$' excludes invalid votes.

AVANTHA
GROUP COMPANY

Results of Voting as declared on 24th July , 2015 (Pursuant to Clause 35 A of the Listing Agreement)

Resolution No.1 - Adoption of:
a. the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and

b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015.

Promoter / Public	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)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	215451070	215451070	100.00	215451070	0	100.00	0.00
Public - Institutional holders	296416047	248124517	83.71	247932642	191875	99.92	0.08
Public - Others	114879025	14196421	12.36	14195466	955	99.99	0.01
Grand Total	626746142	477772008	76.23	477579178	192830	99.96	0.04

Crompton Greaves Ltd. Mumbai - 400030

Results of Voting as declared on 24th July , 2015 (Pursuant to Clause 35 A of the Listing Agreement)

Resolution No.2 - To confirm the first and second interim dividends, aggregating to Rs. 0.80 per share (40%).

Promoter / Public	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)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	215451070	215451070	100.00	215451070	0	100.00	0.00
Public - Institutional holders	296416047	248140517	83.71	248140517	0	100.00	0.00
Public - Others	114879025	14196471	12.36	14195107	1364	99.99	0.01
Grand Total	626746142	477788058	76.23	477786694	1364	100.00	0.00



Results of Voting as declared on 24th July , 2015 (Pursuant to Clause 35 A of the Listing Agreement)

Resolution No.3 - To appoint a Director in place of Mr. Gautam Thapar (DIN 00012289), who retires by rotation and, being eligible, offers himself for re-appointment.

Promoter / Public	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)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	215451070	215451070	100.00	215451070	0	100.00	0.00
Public - Institutional holders	296416047	248140517	83.71	247262939	877578	99.65	0.35
Public - Others	114879025	14196271	12.36	14194642	1629	99.99	0.01
Grand Total	626746142	477787858	76.23	476908651	879207	99.82	0.18

Crompton Greaves Ltd. Mumbai - 400030

Results of Voting as declared on 24th July , 2015 (Pursuant to Clause 35 A of the Listing Agreement)

Resolution No.4 - To appoint M/s. Sharp & Tannan, Chartered Accountants, (Registration No. 109982W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

Promoter / Public	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)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	215451070	215451070	100.00	215451070	0	100.00	0.00
Public - Institutional holders	296416047	248140517	83.71	246274943	1865574	99.25	0.75
Public - Others	114879025	14196271	12.36	14194621	1650	99.99	0.01
Grand Total	626746142	477787858	76.23	475920634	1867224	99.61	0.39

Crompton Greaves Ltd. Mumbai - 400030

Results of Voting as declared on 24th July , 2015 (Pursuant to Clause 35 A of the Listing Agreement)

Resolution No.5 - Ratification of remuneration payable to M/s. Ashwin Solanki & Co., Cost Auditors of the Company.

Promoter / Public	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)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	215451070	215451070	100.00	215451070	0	100.00	0.00
Public - Institutional holders	296416047	248140517	83.71	248140517	0	100.00	0.00
Public - Others	114879025	14196267	12.36	14194179	2088	99.99	0.01
Grand Total	626746142	477787854	76.23	477785766	2088	100.00	0.00



Results of Voting as declared on 24th July , 2015 (Pursuant to Clause 35 A of the Listing Agreement)

Resolution No.6 - Adoption of new Articles of Association.

Promoter / Public	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)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	215451070	215451070	100.00	215451070	0	100.00	0.00
Public - Institutional holders	296416047	247522042	83.50	244351089	3170953	98.72	1.28
Public - Others	114879025	14196222	12.36	14193814	2408	99.98	0.02
Grand Total	626746142	477169334	76.13	473995973	3173361	99.33	0.67



Results of Voting as declared on 24th July , 2015 (Pursuant to Clause 35 A of the Listing Agreement)

Resolution No.7 -Payment of Commission to Non Executive Directors of the Company not exceeding 1% of net profits of the Company per annum, for each financial year commencing from 01st April 2015.

Promoter / Public	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)}*100	4	5	(6)={(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	215451070	215451070	100.00	215451070	0	100.00	0.00
Public - Institutional holders	296416047	248140517	83.71	247296517	844000	99.66	0.34
Public - Others	114879025	14196222	12.36	14190987	5235	99.96	0.04
Grand Total	626746142	477787809	76.23	476938574	849235	99.82	0.18



PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of Crompton Greaves Limited held on Friday, July 24, 2015 at 3.00 p.m.

I, P. N. Parikh, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Crompton Greaves Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the Annual General Meeting of Crompton Greaves Limited held on Friday, July 24, 2015 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on July 24, 2015.

The Notice dated May 28, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.



The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of July 17, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday, July 20, 2015 at 11:00 a.m. (IST) and ended on Thursday, July 23, 2015 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions.



Resolution 1: Ordinary Resolution

Adoption of:

a. **the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and**

b. **the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
*375	47,75,79,178	99.96

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
*4	1,92,830	0.04

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	50

*One shareholder has partially voted for assent and partially for dissent. While his/her votes is counted as cast, for the sake of number of shareholder he/she is counted only once in assent.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 2: Ordinary Resolution

To confirm the first and second interim dividends, aggregating to Rs. 0.80 per share (40%).

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
378	47,77,86,694	100.00(Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	1,364	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	N.A.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Gautam Thapar (DIN 00012289), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
365	47,69,08,651	99.82

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	8,79,207	0.18

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	N.A.



Resolution 4: Ordinary Resolution

To appoint M/s. Sharp & Tannan, Chartered Accountants, (Registration No. 109982W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
359	47,59,20,634	99.61

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	18,67,224	0.39

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
NIL	N.A.

PARIKH & ASSOCIATES • COMPANY SECRETARIES • MUMBAI

Resolution 5: Ordinary Resolution

Ratification of remuneration payable to M/s. Ashwin Solanki & Co., Cost Auditors of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
368	47,77,85,766	100.00 (Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	2,088	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
2	54



Resolution 6 : Special Resolution

Adoption of new Articles of Association.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
356	47,39,95,973	99.33

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
23	31,73,361	0.67

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	49



Resolution 7: Ordinary Resolution

Payment of Commission to Non Executive Directors of the Company not exceeding 1% of net profits of the Company per annum, for each financial year commencing from 01st April 2015.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
357	476938574	99.82

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
23	849235	0.18

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	49

Thanking you,
Yours faithfully,

P. N. Parikh
Parikh & Associates
Practicing Company Secretaries
FCS: 327 CP No.: 1228
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053

Place: Mumbai
Dated: July 24, 2015