Crompton Greaves Limited

AVANTHA

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Company Secretary & Compliance Officer: Ms. Minal Bhosale

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*Public Advertisement regarding completion of Buy-back offer pursuant to Regulation 19(7) of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 and subsequent amendments thereto (the "**Buy-back Regulations**"). This Advertisement should be read in conjunction with, and in continuation of, the Public Announcement ("**PA**") published on July 4, 2013 and corrigenda to the PA published on July 16, 2013 and November 9, 2013 to the shareholders of Crompton Greaves Limited.*

THE BUY-BACK

Crompton Greaves Limited (the "**Company**") had announced the Buy-back of its fully paid-up equity shares of face value of ₹ 2/- each ("**Equity Shares**") from the existing registered shareholders of the Equity Shares of the Company ("**Buy-back**") through the open market using the nationwide electronic trading facilities of the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"), pursuant to Article 8A of the Articles of Association of the Company and in accordance with Sections 77A, 77AA and 77B of the Companies Act, 1956 (the "**Act**") and the Buy-back Regulations at a price not exceeding ₹ 125/- per Equity Share ("**Maximum Buyback Price**") payable in cash, for an aggregate amount not exceeding ₹ 2,657million ("**Maximum Buy-back Size**") i.e. within 10% of the Company's paid-up Equity Share Capital and Free Reserves as per the Audited Balance Sheet as on March 31, 2012. A Public Announcement to this effect was published on July 4, 2013 and the corrigenda to the PA were published on July 16, 2013 and November 9, 2013.

The Buy-back was open from July 16, 2013 to January 15, 2014 and a notice of closure was issued to BSE and NSE on January 15, 2014.

All payment obligations relating to the Buy-back offer have been completed.

DETAILS OF THE BUYBACK

The total number of shares bought back under the Buy-back is 14,745,394 Equity Shares of face value of ₹ 2/- each.

The highest, lowest and average price at which the Equity Shares were bought back was ₹ 125.00, ₹ 76.00 and ₹ 90.37 per Equity Share respectively. The prices mentioned are based on daily reporting by the broker and excluding brokerage and applicable taxes.

The total amount utilised in the Buy-back is ₹ 1,335,607,477 (Rupees one billion three hundred thirty-five million six hundred seven thousand four hundred seventy-seven only) (including brokerage costs and other charges applicable to the purchase), being approximately 50.27% of the Maximum Buy-back Size of ₹ 2,657 million.

As the Buy-back of Equity Shares was from open market through stock exchanges in the demat form, the identity of shareholders from whom Equity Shares exceeding one percent of the total Equity Shares bought in the Buy-back is not known therefore it does not attract the provisions of Regulation 19(7) (iv) of the Buy-back Regulations.

The Company has extinguished 12,895,770 Equity Shares till date and is in the process of extinguishing 1,849,624 Equity Shares of 14,745,394 Equity Shares bought back.

CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

The capital structure of the Company, Pre and Post Buy-back, is as under: In ₹

Share Capital	As on July 1, 2013	Post Buy-back[2]
Authorized	3,61,00,00,000 (1,80,50,00,000 Equity shares of ₹ 2 each)	3,61,00,00,000 (1,80,50,00,000 Equity shares of ₹ 2 each)
Issued[1]	1,28,30,67,672 (64,15,33,836 Equity shares of ₹ 2 each)	1,25,35,76,884 (62,67,88,442 Equity shares of ₹ 2 each)
Subscribed and Paid-up	1,28,29,83,072 (64,14,91,536 Equity shares of ₹ 2 each)	1,25,34,92,284 (62,67,46,142 Equity shares of ₹ 2 each)

(1) Includes 42,300 forfeited shares amounting to ₹ 32,175.

(2) The Company has extinguished 12,895,770 Equity Shares till date and is in the process of extinguishing 1,849,624 Equity Shares (some of which are yet to be received in the demat account). The Post Buy-back capital structure is after assuming such extinguishment.

The shareholding pattern of the Company, Pre and Post Buy-back, is as under:

Particulars	No. of equity shares	Shares as a % of total number of equity shares	No. of equity shares post buy back	Shares as a % of total number of equity shares post buyback
	Pre Buy-back (As on July 1, 2013)		Post Buy-back[2](As on January 15, 2013)	
Promoters and/or persons who are in control	26,74,51,070	41.69%	26,74,51,070	42.67%
International Investors (FIIs, GDRs, NRIs, and others)	10,84,42,358[1]	16.90%	35,92,95,072	57.33%
Financial Institutions / Banks / Insurance Companies/Mutual Funds/(Central/State Government Inst. /Non-Government Inst.)	15,20,25,862	23.70%		
Public, including Other Bodies Corporate	11,35,72,246	17.70%		
Total	**64,14,91,536**	**100.00%**	**62,67,46,142**	**100.00%**

(1) Includes 14,74,294 shares held by custodians and against which Depository Receipts have been issued.

(2) The Company has extinguished 12,895,770 Equity Shares till date and is in the process of extinguishing 1,849,624 Equity Shares (some of which are yet to be received in the demat account). The Post Buy-back shareholding pattern is after assuming such extinguishment.

MANAGER AND ADVISOR TO THE BUY-BACK

RELIGARE
Values that bind

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DIRECTORS' RESPONSIBILITY

The Board of Directors of the Company accepts responsibility for the information contained in this advertisement and for the obligations laid down in the Buy-back Regulations.

For and on behalf of the Board of Directors of **Crompton Greaves Limited**

Sd/-	Sd/-	Sd/-
Mr. Sudhir Trehan	**Mr. Laurent Demortier**	**Ms. Minal Bhosale**
Vice Chairman	CEO & MD	Company Secretary

Place: Mumbai Date: January 16, 2014

Size: 12 x 27 Cms