CG Power and Industrial Solutions Limited
(Formerly 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

Smart solutions.
Strong relationships.

Our Ref: COSEC/133/2019

March 8, 2019

BY PORTAL

The Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
Scrip Code : 500093

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

Scrip Id : CGPOWER

Ref: Our communication dated March 8, 2019 ref no. COSEC/130/2019 in relation to Scheme of Amalgamation of CG Power Solutions Limited with the Company.

Sub: Correction of typographical error

Dear Sir/Madam,

We refer to our aforesaid communication and wish to inform you that there is an inadvertent typographical error in para 3rd of Point no. 1 of our said communication.

Currently it reads as 'Standalone revenue from operations of the Transferor Company for the year ended March 31, 2018 is Rs.5079.41 crore and revenue from operations of the Transferee Company for the year ended March 31, 2018 is Rs. 36.17 crore.'

It should instead be read as 'Standalone revenue from operations of the Transferee Company for the year ended March 31, 2018 is Rs.5079.41 crore and revenue from operations of the Transferor Company for the year ended March 31, 2018 is Rs. 36.17 crore.

The revised communication incorporating the above corrections is enclosed herewith for taking on record. We request you to replace the enclosed disclosure with the earlier communication vide our captioned letter dated March 8, 2019 reference no. COSEC/130/2019.

Yours faithfully,
For **CG Power and Industrial Solutions Limited**

Shikha Kapadia
Company Secretary and Compliance Officer
Encl: As Above

AVANTHA
GROUP COMPANY

CG Power and Industrial Solutions Limited
(Formerly 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

Smart solutions.
Strong relationships.

Our Ref: COSEC/130/2019

March 8, 2019

BY PORTAL

The Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
Scrip Code : 500093

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

Scrip Id : CGPOWER

Ref: Our communication dated February 14, 2019.
Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Dear Sir/Madam,

In furtherance to our communication dated February 14, 2019, we wish to inform you that the Board of Directors of the Company at its meeting held today i.e. on Friday, March 8, 2019, *inter alia*, have considered and approved the Scheme of Amalgamation ("Scheme") pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for the amalgamation of CG Power Solutions Limited ('CGPSOL'), a wholly owned subsidiary company with the Company, subject to the requisite statutory and regulatory approvals.

The required information pursuant to Regulation 30 of Listing Regulations is enclosed herewith as Annexure I.

Request you to kindly take the above information on record.

Yours faithfully,
For **CG Power and Industrial Solutions Limited**

Shikha Kapadia
Company Secretary and Compliance Officer

Encl: As Above

AVANTHA
GROUP COMPANY

CG Power and Industrial Solutions Limited
(Formerly 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

Smart solutions.
Strong relationships.

Annexure I

The information required under Regulation 30 of Listing Regulations is as under:

1. **Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.:**

   Transferor Company: CG Power Solutions Limited (the "Transferor Company") is a unlisted public limited company incorporated in accordance with the provisions of the Companies Act, 1956 having its registered office at CG House, 6th Floor, Dr. Annie Besant Road, Worli, Mumbai – 400 030.

   Transferee Company: CG Power and Industrial Solutions Limited (the "Transferee Company") is a public limited company originally incorporated in accordance with the provisions of the Companies Act, 1913 having its registered office at CG House, 6th Floor, Dr. Annie Besant Road, Worli, Mumbai – 400 030. The equity shares of the Transferee Company are listed on BSE Limited ("BSE") and the National Stock Exchange of India Ltd ("NSE").

   Standalone revenue from operations of the Transferee Company for the year ended March 31, 2018 is Rs.5079.41 crore and revenue from operations of the Transferor Company for the year ended March 31, 2018 is Rs. 36.17 crore.

2. **Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length":**

   The Transferor Company is a wholly-owned subsidiary of the Transferee Company and as such related party to each other. However the provisions of Section 188 of the Companies Act, 2013 and Listing Regulations will not be applicable for the proposed amalgamation.

3. **Area of business of the entity(ies):**

   The Transferor Company is, *inter alia*, engaged in the business of providing integrated solutions to its customers through supply of power products, project engineering and technical services etc. It is also involved in providing consultancy, advisory and marketing services related to power products and related operations, maintenance, after-sales services and other support services.

   The Transferee Company *inter alia*, is engaged in the business of manufacture and distribution of transformers, switchgear, circuit breakers, vacuum interrupters, power automation products, network protection and control gear, as well as design, execution and servicing of turnkey T&D as well as sub-station projects and solutions including complete end to end renewable projects. It is also engaged in the business of manufacture and distribution of power

conversion equipment such as high and low voltage rotating machines, drives and industrial automation products, stampings as well as railway transportation and signaling products.

4. Rationale for amalgamation/ merger:

The amalgamation would result in:

a) optimization of legal entity structure by reducing the number of subsidiary companies.
b) streamline business transactions, optimum utilization of available resources and reduction in administrative costs of the Transferor Company and the Transferee Company by bringing them under one entity.
c) positive impact on the profitability of the amalgamated entity and its shareholders in a long run. Integration of business operations and consolidation of the activities will lead to operational synergies and elimination of duplicate efforts and thus contribute to the profitability of the amalgamated entity by rationalization of management and administrative structure.
d) reduction in multiplicity of legal and regulatory compliances and various running costs and overheads involved in separately running the business of the Transferor Company and the Transferee Company.

5. In case of cash consideration – amount or otherwise share exchange ratio

Since the Transferor Company is a wholly owned subsidiary of the Transferee Company no new shares shall be allotted/cash shall be paid as consideration under the Scheme. Pursuant to the Scheme becoming effective, all equity shares held by the Transferee Company directly or through its nominees, in the Transferor Company shall stand cancelled and extinguished.

6. Brief details of change in shareholding pattern (if any) of listed entity:

There will be no change in the shareholding pattern of the Transferee Company pursuant to the proposed amalgamation, as there will be no fresh issue of shares under the Scheme, as explained in point no. 5 above.