

To
The Members

Crompton Greaves Limited

Dear Members,

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution set out below is proposed to be passed as a Special Resolution by way of Postal Ballot / e-Voting.

The proposed Special Resolution and the Explanatory Statement pertaining to the said Resolution under Section 102 of the Companies Act, 2013 setting out all material facts concerning the Resolution and the reason thereof are annexed hereto for your consideration. The Postal Ballot Form is also enclosed to enable you to vote on the proposed Special Resolution.

PROPOSED RESOLUTION

Increase in the limit of shareholding by registered Foreign Institutional Investors (FIIs) from 24% to 100% of the paid up capital of the Company

1. To consider and if thought fit, to pass as a **SPECIAL RESOLUTION** the following:

"RESOLVED THAT pursuant to the provisions of Foreign Exchange Management Act, 1999, and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable rules, & regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include a duly authorized committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors (the "FII") registered with the SEBI to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts or Foreign Portfolio Investors ("FPI") by whatever name called, to make investment in any manner in the equity shares of the Company upto an aggregate limit of 100% (Hundred percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII/FPI in its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force);

FURTHER RESOLVED that the Board of Directors (which shall include any Committee which the Board may constitute, or any Director/Officer authorised by the Board for this purpose) be and it is hereby authorised to settle all matters arising out of and incidental to the abovementioned increase in FII/FPI limits and further take all actions as it may, in its absolute discretion, deem necessary to give effect to this Resolution."

NOTES:

- (a) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business at 1 is annexed hereto.
- (b) The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Monday, 27th October, 2014.
- (c) Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on Monday, 27th October, 2014.
- (d) Resolutions passed by the Members through Postal Ballot and e-Voting are deemed to have been passed effectively at a general meeting of the Members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three-fourth times the number of votes cast against the Special Resolution.
- (e) As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company for communication purposes are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical form through permitted means.

- (f) Members may also note that the Notice of Postal Ballot will also be available on the Company's website www.cggglobal.com for download. Even after registering for e-communication, members are entitled to receive such communication in physical form free of cost, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id: investorservices@cggglobal.com.
- (g) The Board of Directors of the Company has appointed Mr PN Parikh of M/s Parikh & Associates, Practicing Company Secretaries, Mumbai, as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.
- (h) Members may note that as required under Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-Voting facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. It may be noted that e-Voting is optional. In case a Member has voted through e-Voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-Voting facility as well as sends his/her vote through physical vote, the vote cast through e-Voting shall be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer. Members desiring to opt for e-Voting are requested to read the instructions provided in the Notice.
- (i) In case of physical voting, Members desirous of exercising their vote by Postal Ballot are requested to read the instructions printed on the Postal Ballot Form carefully, complete the enclosed Postal Ballot Form by recording assent (for) or dissent (against) therein and return the Form duly completed and signed in the attached self addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours i.e., at 6.00 pm on Wednesday, 3rd December, 2014.
- (j) The Scrutinizer will submit his report to the Chairman/Company Secretary of the Company after the completion of the scrutiny of the Postal Ballot (including e-Voting). The result of the Postal Ballot will be announced by the Company Secretary of the Company on 5th December, 2014, at 6.00 pm. The said results would be displayed at the notice board of the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed on the Company's website viz. www.cggglobal.com.
- (k) The date of declaration of the results of the Postal Ballot will be taken to be the date of passing of the said Special Resolution by the Members of the Company.

By Order of the Board

M Bhosale
Company Secretary

Delhi, 16th October 2014

ANNEXURE TO THE NOTICE OF POSTAL BALLOT DATED 16TH OCTOBER, 2014

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE DATED 16TH OCTOBER, 2014 IN RESPECT OF THE SPECIAL RESOLUTION

Item No. 1:

As on 30th September, 2014, holding of FIIs in the Company is approximately 15.93% of paid up capital. To make more space for the Foreign Institutional Investors (FIIs) to invest in the equity of the Company, it is proposed to permit enhancement of the FII shareholding in the Company from 24% to 100% of the paid-up equity share capital of the Company.

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the FIIs / SEBI approved sub-accounts of FIIs or Foreign Portfolio Investors (FPIs) can, in aggregate, hold upto 24% of paid-up capital of the Company. As per the Regulations, the limit of 24% may be increased upto the sectoral cap/ statutory ceiling, as applicable, by the Company concerned, by passing a Resolution by its Board of Directors, followed by passing of a Special Resolution to that effect by the Members.

Accordingly, consent of the Members is sought for passing a Special Resolution through Postal Ballot and e-Voting as set out at Item no. 1 of the Notice for increase in the limit of shareholding by registered Foreign Institutional Investors (FIIs) from 24% to 100% of the paid up capital of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

All documents referred to in the accompanying Postal Ballot Notice and Statement Annexed thereto would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on working days, excluding Saturday.

COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

1. The e-Voting period will commence from 9.00 A.M. of 4th November, 2014 and ends at 6.00 P.M. of 3rd December, 2014.
2. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut off date of Monday, 27th October, 2014, may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.
3. Mr. PN Parikh of M/s Parikh & Associates, Practicing Company Secretaries, Mumbai, has been appointed as the Scrutinizer to scrutinize the Postal Ballot process, including e-Voting process.
4. In case Members have any queries or issues regarding e-Voting, they may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

E-VOTING PROCESS

1. Open your web browser during the voting period and log on to the e-Voting website www.evotingindia.com
2. Click on "Shareholders" tab.
3. Select "Crompton Greaves Limited" from the drop down menu and click on "Submit".
4. Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in Physical Form should enter Folio Number registered with the Company. Then enter the image verification code as displayed and Click on Login.
5. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password must be used. If you are a first time user follow the steps given below.
6. Fill up the following details in the appropriate boxes

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric PAN* issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (mentioned on the Postal Ballot form) in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0's between the number and the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or the Company, please enter the Member ID / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password must be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN of Crompton Greaves Limited.
11. On the voting page, you will see Resolution Description and the options "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "Resolutions File Link" if you wish to view the entire Resolution.
13. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also print the voting details done by you by clicking on "Click here to print" option on the Voting page.
16. If a Demat account holder has forgotten the changed password, he needs to enter the User ID and image verification code, click on Forgot Password and enter the details as prompted by the system.
17. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporate. A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

CROMPTON GREAVES LIMITED

(CIN : L99999MH1937PLC002641)

Registered Office : CG House, Dr Annie Besant Road, Worli, Mumbai 400 030.

Email: investorservices@cgglobal.com, Website: www.cgglobal.com

Phone: +91 22 24237777, Fax: +91 22 24237733



Smart solutions
Strong relationships

AVANTHA
SOLUTIONS

POSTAL BALLOT FORM

Name & Registered Address of
the Sole/First named Member :

Name(s) of the Joint Member(s) :
if any

Registered Folio No. / DP ID No.* /
Client ID No.*
(*Applicable to investors holding
shares in dematerialised form)

Number of shares held :

I/We hereby exercise my/our vote in respect of the **Special Resolution** to be passed through postal ballot for the business stated in the Notice dated 16th October, 2014 of Crompton Greaves Limited (the "**Company**") by sending my/our assent (FOR) or dissent (AGAINST) to the said **Special Resolution** by placing a tick(✓) mark in the appropriate column below:

Description	No. of shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Increase in the limit of shareholding by registered Foreign Institutional Investors (FIIs) from 24% to 100% of the paid up capital of the Company			

Place : Date :

Sequence No. :

Signature of the Member

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM:-

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
4. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice i.e. 3rd December, 2014 before 06.00 pm. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on Monday, 27th October, 2014.
10. The Postal Ballot shall not be exercised by a Proxy.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
12. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.7 above.
13. **The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated on the Postal Ballot Notice.**
14. A Member need not use all his votes nor cast all his votes in the same way.

P.T.O