

HELD AT _____

ON _____

TIME _____

MINUTES OF THE PROCEEDING RELATING TO RESOLUTION PASSED BY THE SHAREHOLDERS OF CROMPTON GREAVES LIMITED BY WAY OF POSTAL BALLOT ON FRIDAY, 5TH DECEMBER, 2014 AND RESULTS DECLARED AT THE REGISTERED OFFICE OF THE COMPANY AT 6TH FLOOR, CG HOUSE, DR. A. B. ROAD, WORLI, MUMBAI-400030

The Board of Directors of the Company had, at its meeting held on 16th October, 2014, approved the proposal for conducting Postal Ballot under section 110 of the Companies Act, 2013, to increase the limit of shareholding by registered Foreign Institutional Investors from 24% to 100% of the paid up capital of the Company by way of Special Resolution. At the same meeting, the Board had appointed Mr P N Parikh of M/s Parikh & Associates, Practicing Company Secretaries, Mumbai as Scrutinizer for conducting the Postal Ballot in fair and transparent manner.

In compliance with the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company had offered e-voting facility to the Members to enable them to cast their votes electronically.

The Postal Ballot Notice along with the Postal Ballot Form and self addressed postage prepaid envelope were sent to all the Members whose e-mail IDs were not registered with the Company/Depository Participant(s) and by electronic mode by Central Depository Services Limited (CDSL) to all those Members who had registered their e-mail IDs with the Company/Depository Participant(s) as on 27th October, 2014.

The Company had published an advertisement in the Newspapers, Financial Express (English) and Loksatta (Marathi) on 4th November, 2014 informing the Members about completion of dispatch of the Postal Ballot Notice on 3rd November, 2014. Further, the Members were intimated that the period for e-Voting and physical voting through Postal Ballot would be from 4th November, 2014 till 3rd December, 2014 and any Postal Ballot Form received from the Members after the said date would be treated as if no reply was received from such Member(s).

After due scrutiny of all the Postal Ballot Forms / e-voting confirmations received upto 3rd December, 2014, Mr P N Parikh, Scrutinizer, submitted his report on 4th December, 2014; a brief summary of which is presented below :

Particulars	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
E-Voting	626746142	450737215	71.92	450731350	5865	100.00	0.00
Physical Postal Ballot		3118937	0.50	3038127	80810	97.41	2.59
Total	626746142	453856152	72.41	453769477	86675	99.98	0.02

\$ excludes invalid votes

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The Company Secretary of the Company, after receipt of the report of the Scrutinizer, announced that the following Special Resolution, proposed in the Postal Ballot Notice dated 16th October, 2014, have been passed by the Members of the Company with requisite majority :

Special 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

"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 (FPIs) 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."

The voting result was communicated to the Stock Exchanges where the Company's shares were listed and was displayed on the Company's website.

Place : Mumbai

Date : 8/12/2014



CHAIRMAN