



C: 4A/MPP/652

20th January, 2014

Certificate

CG Energy Management Limited ('CGEML') and CG-ZIV Power Automation Solutions Limited ('CG-ZIV') are wholly owned subsidiaries of Crompton Greaves Limited ('CGL'). It is proposed to merge both CGEML and CG-ZIV with CGL through a Scheme of Amalgamation under Sections 391-394 of the Companies Act, 1956.

We have verified the books of accounts, records of CGL and the draft Scheme of Amalgamation. In terms of the said Scheme and as per the information and explanations given to us, CGL would not be issuing any further equity shares as the Company holds 100% Equity share capital of CGEML and CG-ZIV.

According to the information and explanations given to us, we are of the opinion that the Paragraph 5.16(a) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and subsequently revised by Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013, with respect to facility of e-voting to the shareholders at the general meeting would not be applicable to CGL as:

- a) there is no requirement of making a petition by CGL for the sanction of the Scheme of Amalgamation by the High Court and hence, convening of equity shareholders and secured creditors meeting under High Court directions would not be necessary;
- b) the Scheme of Amalgamation involves merger of CGEML and CG-ZIV, both wholly owned subsidiaries of CGL and does not involve any Promoter and Promoter Group Entities; and
- c) the Company has not acquired the equity shares of the subsidiaries, i.e., CGEML and CG-ZIV by paying consideration in cash or in kind in the past to any of the Promoters/Promoter Group Entities.

This Certificate is being issued for the purpose of submission of the documents with Stock Exchanges under Clause 24(f) of the Listing Agreement in connection with the Scheme of Amalgamation of CGEML and CG-ZIV with CGL.



SHARP & TANNAN
Chartered Accountants
Registration No. 109982W
by the hand of

MILIND P. PHADKE
Partner
Membership No. 033013

Crompton Greaves Limited

Registered Office:

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CIN: L99999MH1937PLC002641



UNDERTAKING

I, Minal Bhosale, Company Secretary of Crompton Greaves Limited (CGL or the Company) hereby undertake, on behalf of the Company, the following in connection with the proposed Scheme of Amalgamation of CG Energy Management Limited and CG-ZIV Power Automation Systems Limited (both wholly owned subsidiaries of CGL), with the Company, pursuant to the provisions of Clause 5.16 (as amended) of the Circular of SEBI dated 4th May, 2013 :

- No additional shares will be allotted to the Promoters / Promoter Group and their related parties subsidiaries and associates under the Scheme of Amalgamation approved (hereinafter referred to as Promoter and Promoter Group Entities);
- The Scheme of Amalgamation involves merger of CG Energy Management Limited and CG-ZIV Power Automation Systems Limited, both wholly owned subsidiaries of CGL and does not involve any Promoter and Promoter Group Entities;
- The Company has not acquired the equity shares of the subsidiaries i.e. CG Energy Management Limited and CG-ZIV Power Automation Systems Limited by paying consideration in cash or in kind in the past to any of the Promoters / Promoter Group Entities.

Accordingly, I undertake that the proposed Scheme does not attract postal ballot requirement and valuation requirement as no share issuance is involved.

For Crompton Greaves Limited

Minal Bhosale
Company Secretary

Place : Mumbai

Date : 29th January, 2014