



AVANTHA
GROUP COMPANY

CROMPTON GREAVES LIMITED

(CIN: L99999MH1937PLC002641)

Registered Office: 6th Floor, 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.

Dear Members,

NOTICE OF POSTAL BALLOT **(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies** **(Management and Administration) Rules, 2014)**

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification/s or re-enactment/s thereof for the time being in force, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 issued by the Institute of Company Secretaries of India ("SS-2"), that the resolution set out below is proposed to be passed as a Special Resolution by way of Postal Ballot/Electronic Voting ("e-Voting"). It may be noted that Members can opt for only one mode of voting i.e. either e-Voting or Physical Postal Ballot Form. If a Member votes through e-Voting facility as well as sends his vote through the Physical Postal Ballot Form, the votes cast through e-Voting shall only be considered by the Scrutinizer and votes cast by Physical Postal Ballot Form shall be treated as invalid.

The proposed Special Resolution and the Explanatory Statement pertaining to the said Resolution as per Section 102 of the Act setting out all material facts concerning the Resolution and the reasons 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

SPECIAL BUSINESS:

Item No. 1:

Approval for Change of Name of the Company from "Crompton Greaves Limited" to "CG Power and Industrial Solutions Limited" and consequential alteration to Memorandum of Association and Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 ("Act") and rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification/s or re-enactment/s thereof for the time being in force, Regulation 45 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and subject to the approval, consent, sanction and permission of the Central Government / Stock Exchanges / appropriate Regulatory and Statutory Authorities as may be necessary, consent of the Members of the Company be and is hereby accorded for change of name of the Company from **"Crompton Greaves Limited"** to **"CG Power and Industrial Solutions Limited"**.

RESOLVED FURTHER THAT upon the receipt of fresh certificate of incorporation upon change of name, the name **"Crompton Greaves Limited"** wherever appears in the Memorandum of Association and Articles of Association and other documents and papers of the Company be substituted with **"CG Power and Industrial Solutions Limited"**.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to make, sign and execute and file necessary applications, forms, papers, documents and information as may be considered necessary or expedient including appointing attorney/s or authorized representatives under appropriate Letter/s of Authority/ies, to appear before the office of the Ministry of Corporate Affairs / Registrar of Companies, Stock Exchanges where securities of the Company are listed and other Regulatory or Statutory Authority/ies, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit."

NOTES:

- (a) An Explanatory Statement pursuant to Section 102 of the Act and rules made thereunder in respect of special business at Item no. 1 is annexed hereto.
- (b) The Postal Ballot Notice along with Postal Ballot Form 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 working hours on Friday, 9th December, 2016 (“Cut-off date”).
- (c) Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the Cut-off date.
- (d) Resolution passed by the Members through Postal Ballot (Physical Ballot and e-Voting) shall be 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 are 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, Regulation 44 of Listing Regulations and SS-2, Notice of Postal Ballot is being served on the Members through permitted means (electronic and physical). Members who have registered their e-mail IDs with the depositories or the Company for communication purposes are being sent this Notice of Postal Ballot along with Postal Ballot Form by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Physical Postal Ballot Form through permitted means.
- (f) Members may note that pursuant to the provisions of Sections 108 and 110 of the Act read with Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations and SS-2, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-Voting facility to enable the Members to cast their votes electronically. 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 Postal Ballot Form, the vote cast through e-Voting shall be considered and the voting through Physical Postal Ballot Form shall not be considered by the Scrutinizer. Members desiring to opt for e-Voting are requested to read the instructions provided in the Notice.
- (g) Members may also note that the Notice of Postal Ballot along with Postal Ballot Form will also be available on the Company's website www.cggglobal.com and on the website of the agency – NSDL www.evoting.nsdl.com for download.
- (h) 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
- (i) The Board of Directors of the Company has appointed Mr. Pramod Shah (COP. No. 3804) of M/s. Pramod S Shah & Associates, Practising Company Secretaries, Mumbai (Reg. No. P2001MH010300) as Scrutinizer for conducting the Postal Ballot (Physical Ballot and e-Voting) process in a fair and transparent manner.
- (j) Members desirous of exercising their vote by Physical Postal Ballot Form 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 5.00 p.m. (IST) on Tuesday, 24th January, 2017.
- (k) The Scrutinizer will submit his report to the Chairman/Company Secretary of the Company after the completion of the scrutiny of the Postal Ballot (Physical Ballot and e-Voting). The result of the Postal Ballot (Physical Ballot and e-Voting) will be announced by the Company Secretary of the Company on or before Friday, 27th January, 2017 at the Registered Office of the Company and will be displayed at the Notice Board of the Company at its Registered Office, on the Company's website www.cggglobal.com on website of NSDL www.evoting.nsdl.com and intimated to the Stock Exchanges where the securities of the Company are listed.
- (l) 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
For Crompton Greaves Limited

Manoj Koul
Company Secretary and Compliance Officer
Membership No. ACS 16902

Mumbai, 23rd December, 2016

Registered Office:
6th Floor, CG House, Dr. Annie Besant Road,
Worli, Mumbai - 400 030.

ANNEXURE TO THE NOTICE OF POSTAL BALLOT DATED 23rd DECEMBER, 2016
EXPLANATORY STATEMENT ANNEXED TO THE NOTICE DATED 23rd DECEMBER, 2016 IN RESPECT OF THE
SPECIAL RESOLUTION

Item No. 1

Crompton Greaves Limited ("the Company") was incorporated on 28th April, 1937, as "Crompton Parkinson Works Private Limited" under the Companies Act, 1913. The Company became a public company on 28th December, 1960 and changed its name to "Crompton Parkinson Works Limited". Subsequently, on 2nd August 1966, the name of the Company was changed to "Crompton Greaves Limited".

Presently the Company is operating in a fully integrated B2B segment comprising of Power Transmission and Distribution Business and Industrial Business with an impressive and diverse portfolio of products, solutions and services for Power and Industrial equipments, addressing the myriad needs of its customers. The products of the B2B segment of the Company have been marketed under the Company's registered trade mark "CG" globally while the consumer products under the erstwhile B2C segment of the Company were manufactured and marketed as "Crompton" or "Crompton Greaves".

Pursuant to the Scheme of Arrangement between the Company and Crompton Greaves Consumer Electricals Limited (CGCEL) as sanctioned by the Hon'ble High Court of Bombay on 20th November, 2015 (Scheme), all rights and title in relation to all the intellectual property rights, including trademarks, trade names and the goodwill associated therewith, patents, copyrights and other industrial designs, know-how or any application for any of the above intellectual property, assignments and grants thereof, of the Company related to the consumer products business as on the Appointed Date i.e. 1st October, 2015 stood assigned and vested in CGCEL upon coming into effect of the Scheme i.e. 31st December, 2015. In furtherance to the Scheme, the Company and CGCEL have agreed to transfer the trademarks associated with the consumer products business *inter-alia* "Crompton" and "Crompton Greaves" to CGCEL and consequently discontinue the use of trademark "Crompton" and "Crompton Greaves" in the Corporate name of the Company.

In view of the above, the Board of Directors of the Company at its meeting held on 7th December, 2016 considered it necessary to change the Company name to represent the B2B segment in which the Company operates and accordingly, approved the change of name of Company from "Crompton Greaves Limited" to "CG Power and Industrial Solutions Limited" and consequential alteration of Memorandum of Association and Articles of Association and other documents and papers of the Company subject to requisite approvals.

The name "CG Power and Industrial Solutions Limited" appropriately represents and reflects the business in which the Company is presently engaged and registered trademark used by the Company to manufacture and market its B2B products.

The Shareholders may also note that the Ministry of Corporate Affairs has vide approval letter dated 16th December, 2016 provided it's no-objection for availability and use of the proposed name "CG Power and Industrial Solutions Limited".

The change of the Company name as proposed would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the shareholders / stakeholders and would be subject to approval of Central Government.

Pursuant to the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 and rules made thereunder, change in Company name and consequential alteration of Memorandum of Association and Articles of Association of the Company requires approval of the Members by way of Special Resolution. Your Directors recommend passing of the resolution at Item No. 1 of the Notice as a Special 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 all working days, excluding Saturdays.

None of the Directors, Key Managerial Personnel or their relatives are in any way, financially or otherwise, concerned or interested in this resolution except to the extent of their shareholding in the Company.

By Order of the Board
For Crompton Greaves Limited

Manoj Koul
Company Secretary and Compliance Officer
Membership No. ACS 16902

Mumbai, 23rd December, 2016

Registered Office:
6th Floor, CG House, Dr. Annie Besant Road,
Worli, Mumbai - 400 030.

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

1. The e-Voting period will commence from 9:00 A.M. (IST) on Monday, 26th December, 2016 and end at 5:00 P.M. (IST) on Tuesday, 24th January, 2017.
2. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 9th December, 2016 (“cut-off date”), may cast their vote electronically or through Physical Postal Ballot Form. The e-Voting module shall be disabled for voting thereafter.
3. Mr. Pramod Shah (COP. No. 3804) of M/s Pramod S Shah & Associates, Practising Company Secretaries, Mumbai (Reg. No. P2001MH010300) has been appointed as the Scrutinizer to scrutinize the Postal Ballot process (Physical and e-Voting) in a fair & transparent manner.
4. In case Members have any queries or issues regarding the Postal Ballot (Physical and e-Voting), they may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evoting.nsdl.com under help section or write an email to evoting@nsdl.co.in or call on their toll free no. 1800-222-990.

E-VOTING PROCESS

In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide e-Voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-Voting facility to all its Members. The instructions for e-Voting are as under:

I. In case of Members receiving e-mail from NSDL :

1. Open e-mail and open PDF file viz; “CG e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-Voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-Voting.
2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
3. Click on Shareholder – Login.
4. Put user ID and password as initial password noted in step (1) above. Click Login.
5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
7. Select “EVEN” of “Crompton Greaves Limited”.
8. Now you are ready for e-Voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
10. Upon confirmation, the message “Vote cast successfully” will be displayed.
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pramodshah361@gmail.com with a copy marked to evoting@nsdl.co.in

II. In case of Members receiving Physical Postal Ballot Notice and Form:

1. Initial password is provided at the bottom of the Physical Postal Ballot Notice and Form.
 2. Please follow all steps from Sl. No. (2) to Sl. No. (12) above, to cast vote.
- III. If you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 9th December, 2016.