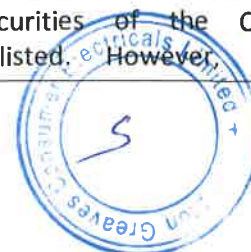
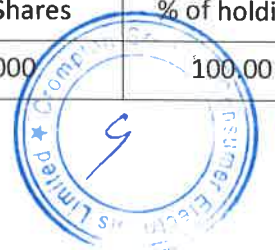


Brief particulars of the Crompton Greaves Limited and Crompton Greaves Consumer Electricals Limited:

Particulars	Demerged Company	Resulting Company
Name of the company	Crompton Greaves Limited (" CGL " or " Demerged Company ")	Crompton Greaves Consumer Electricals Limited (" CGCEL " or " Resulting Company ")
Date of Incorporation & details of name changes, if any	The Company was incorporated as "Crompton Parkinson Works Private Limited" on 28 th April, 1937 On 28 th December, 1960, the Company was converted into Public Limited Company and name was changed to "Crompton Parkinson Works Limited" On 1 st July, 1966 the name was changed to "Crompton Greaves Limited"	The Company was incorporated as "Crompton Greaves Consumer Electricals Limited" on 25 th February, 2015.
Registered Office	CG House, 6th Floor, Dr Annie Besant Road, Worli, Mumbai – 400 030	CG House, 6th Floor, Dr Annie Besant Road, Worli, Mumbai – 400 030
Brief particulars of the scheme	This Scheme of Arrangement provides for the demerger of the Demerged Undertaking of Crompton Greaves Limited, the Demerged Undertaking, into Crompton Greaves Consumer Electricals Limited, the Resulting Company, pursuant to provisions of Sections 391 to 394 and other applicable provisions of the Companies Act 1956, or as applicable, the Companies Act, 2013. CGCEL shall issue 1 fully paid up equity share of Rs. 2 each credited as fully paid up for every 1 fully paid equity share of Rs. 2 each held by such shareholder of CGL. Appointed date is 1 st October, 2015.	
Rationale for the scheme	CGL is engaged in three distinct lines of business namely Power, Industrial and Consumer. The nature of risk and competition involved in each of the Power and Industrial Systems Business is distinct, given that they operate <i>inter alia</i> , in the business to business (" B2B ") realm from that in the Consumer Products Business, which largely operates in the business to end consumer (" B2C ") realm, necessitating different management approaches and focus. Thus, separation of the Consumer Products Business, by way of the Demerger Scheme, would lead to significant benefits for both B2B and B2C businesses.	
Date of resolution passed by the Board of Director of the company approving the scheme	3 rd March, 2015	3 rd March, 2015
Date of meeting of the Audit Committee in which the draft scheme has been approved	3 rd March, 2015	NA
Appointed Date	1 st October, 2015	
Name of Exchanges where securities of the company are listed	Shares are listed on BSE and NSE. GDRs are listed on the London Stock	Securities of the Company are unlisted. However, pursuant to



Particulars	Demerged Company	Resulting Company
	Exchange.	Scheme of Arrangement, Equity Shares of the Company is proposed to be listed on BSE & NSE
Nature of Business	CGL Provides end-to-end solutions to use electrical power effectively and increase industrial productivity with sustainability. CGL is involved in management and application of electrical energy.	CGCEL is engaged in the business, inter alia, of manufacturing, marketing, distributing and selling of consumer products.
Capital before the scheme (as of 3 rd March 2015) [Paid Up capital]	125,34,92,284.00	500,000.00
No. of shares to be issued	62,67,46,142	
Cancellation of shares on account of cross holding, if any	None	2,50,000 equity shares held by CG in CGCEL shall be cancelled
Capital after the scheme (Paid up capital)	125,34,92,284.00	125,34,92,284.00
Net Worth		
Pre demerger	Rs. 3,310.38 Crores	Rs. (1.20) Crores
Post demerger	Rs. 3,189.22 Crores	Rs. 124.10 Crores
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Price Waterhouse & Co. LLP Regn No: ICAI 016844N/N-500015 LLP IN No. AAC -2731	
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Refer Page Nos 30 to 33	Refer Page Nos 30 to 33
Fair value per shares	Not Applicable.	Not Applicable.
Exchange ratio	CGCEL shall issue 1 fully paid up equity share of Rs. 2 each credited as fully paid up for every 1 fully paid equity share of Rs. 2 each held by such shareholder of CGL.	CGCEL shall issue 1 fully paid up equity share of Rs. 2 each credited as fully paid up for every 1 fully paid equity share of Rs. 2 each held by such shareholder of CGL.
Name of Merchant Banker giving fairness opinion	Axis Capital Ltd.	
Shareholding pattern (BSL)	Pre Demerger (as on 31 st December, 2014)	
	No. of Shares	% of holding
Promoter & Promoter Group	Pre Demerger (as on 3 rd March, 2015)	
	No. of Shares	% of holding
	215451070	34.38
	250000	100.00



Particulars	Demerged Company		Resulting Company	
Public	410316228	65.47	-	-
Custodian	978844	0.15	-	-
TOTAL	626746142	100.00	250000	100.00
	Post Demerger (as on 31 st December, 2014)		Post Demerger (as on 3rd March, 2015)	
Promoter & Promoter Group	215451070	34.38	215451070	34.38
Public	410316228	65.47	410316228	65.47
Custodian	978844	0.15	978844	0.15
TOTAL	626746142	100.00	626746144	100.00
No of shareholders (Pre demerger)	143397		1	
No of shareholders (Post demerger)	143397		143397	
Names of the Promoters	Gautam Thapar		Crompton Greaves Limited	
Names of the Board of Directors	<ul style="list-style-type: none"> • G Thapar • L Demortier • S Apte • O Goswami • B Hariharan • S Labroo • C Lewiner • M Pudmjee • V von Massow 		<ul style="list-style-type: none"> • M. Acharya • S. Arora • Atul Gulatee 	
Details regarding change in management control if any	Not Applicable			

For Crompton Greaves Limited



M. Bhosale
MINAL BHOSALE
 Company Secretary



For Crompton Greaves Consumer Electricals Limited

S. Arora
S. Arora
 Director