

DCS/AMAL-Part B/JS/24(f)/003/2015-16

April 22, 2015

The Company Secretary  
**Crompton Greaves Ltd.**  
C G House, 6th Floor,  
Dr Annie Besant Road,  
Worli – 400 030.

Dear Sir,

**Sub: Scheme of Amalgamation of CG Energy Management Limited & CG-ZIV Power Automation Solutions Limited both Wholly Owned Subsidiary of the Company.**

We refer to Hon'ble High Court of Bombay pertaining to Scheme of Amalgamation of CG Energy Management Limited & CG-ZIV Power Automation Solutions Limited both Wholly Owned Subsidiary of the Company in compliance of with Part B, Annexure I of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013.

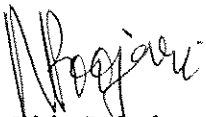
SEBI vide its letter dated April 22, 2015 has given the comments on the approved scheme of Arrangement as per Annexure I (copy attached).

*The comments communicated in the above SEBI letter refer to inter alia:*

- a) "Documents Submitted by the company have been noted."*
- b) "Stock Exchanges are advised to ensure compliance with the said circulars."*
- c) "Please note that the submission of documents/information in accordance with circular, to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI, SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statement made or opinions expressed in the documents submitted."*

You are requested to take note of the same.

Yours faithfully,



**Nitin Pujari**  
Manager



भारतीय प्रतिभूति  
और विनिमय बोर्ड  
Securities and Exchange  
Board of India

Sanjay Sarwade  
Assistant General Manager  
Corporation Finance Department  
Division of Issues and Listing-I  
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CFD/DIL/BNS/SGS/OW/11190 /2015  
April 22, 2015

Shri Hitesh Desai,  
Dy. General Manager,  
BSE Ltd.,  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai – 400001

Sir,

Sub: Scheme of Amalgamation of CG Energy Management Limited and CG-ZIV Power Automation Solutions Limited both Wholly Owned Subsidiary of Crompton Greaves Limited (CGL) with CGL.

1. This has reference to your letter No. LIST/LO/SEBI/PS/026/2014-15 dated October 17, 2014 whereby you have forwarded the documents pertaining to Scheme of Arrangement involving amalgamation of Wholly Owned Subsidiaries of Crompton Greaves Limited (CGL) Viz. CG Energy Management Limited (CGEML) and CG-ZIV Power Automation Solutions Limited (CGPASL) with CGL and their respective shareholders and creditors filed in compliance with Part B, Annexure I of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013.
2. Documents submitted in this regard have been noted.
3. Stock exchanges are advised to ensure compliance with the said Circulars.
4. Please note that the submission of documents/information in accordance with the Circular, to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Yours faithfully,

Sanjay Sarwade

CC: Shri Kamlesh Patel, Manager, National Stock Exchange of India Ltd.,  
Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051

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SEBI Bhavan, Plot No. C4-A, "G" Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.  
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