

**PLEASE NOTE: The Venue for the Meeting will be Swatantryaveer Savarkar Rashtriya Smarak (4<sup>th</sup> Floor), at Shivaji Park.**

## CROMPTON GREAVES LIMITED

(CIN : L99999MH1937PLC002641)

Registered Office:

**6<sup>th</sup> 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

## NOTICE

NOTICE is hereby given that the Seventy Ninth Annual General Meeting of the Members of CROMPTON GREAVES LIMITED will be held on Tuesday, 30 August 2016, at 3.00 p.m. at 4<sup>th</sup> Floor, Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (W), Mumbai – 400 028, to transact the following business :

### ORDINARY BUSINESS :

#### Adoption of Financial Statements

1. To consider and adopt :
  - (a) the audited Stand-alone Financial Statements of the Company for the financial year ended 31 March 2016, the reports of the Board of Directors and Auditors thereon and
  - (b) the audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2016 and the report of Auditors thereon.

#### Re-appointment of Director Retiring by Rotation

2. To appoint a Director in place of Dr Omkar Goswami (DIN 00004258), who retires by rotation and being eligible, offers himself for re-appointment.

#### Re-appointment of Director Retiring by Rotation

3. To appoint a Director in place of Mr Bhuthalingam Hariharan (DIN 00012432), who retires by rotation and being eligible, offers himself for re-appointment.

#### Appointment of Auditors

4. To appoint M/s Sharp & Tannan, Chartered Accountants, ICAI Registration No 109982W, as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

### SPECIAL BUSINESS :

#### Ratification of Remuneration to Cost Auditor

5. To consider and if thought fit, to pass with or without modification/s, the following as an **Ordinary Resolution**:  
 “RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification/s or re-enactment thereof for the time being in force), a remuneration of Rs 5 lacs plus taxes as applicable and reimbursement of out-of-pocket expenses for the financial year ending 31 March 2017, to be paid to M/s Ashwin Solanki & Co., Cost Accountants as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”

#### Appointment of Director – Mr Neelkant Narayanan Kollengode (DIN 05122610)

6. To consider and if thought fit, to pass with or without modification/s, the following as an **Ordinary Resolution**:  
 “RESOLVED THAT pursuant to the provisions of Section 152 and rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any statutory modification/s or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr Neelkant Narayanan Kollengode (DIN 05122610), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 3 February 2016 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

#### **Appointment of CEO and Managing Director – Mr Neelkant Narayanan Kollengode (DIN 05122610)**

7. To consider and if thought fit, to pass with or without modification/s, the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification/s or re-enactment thereof for the time being in force), appointment of Mr Neelkant Narayanan Kollengode as Chief Executive Officer and Managing Director of the Company be and is hereby approved with effect from 3 February 2016, for a period of 5 years, on the terms and conditions as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board, without further approvals, be and it is hereby authorised to alter the terms and conditions and/or revise the remuneration package of Mr Neelkant Narayanan Kollengode, as and when necessary during his tenure as Chief Executive Officer and Managing Director, provided however, the remuneration does not exceed the limits prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration as set out in the Explanatory Statement annexed hereto or the revised remuneration as approved by the Nomination and Remuneration Committee, as applicable be paid to Mr Neelkant Narayanan Kollengode as Minimum Remuneration, subject to such approvals as necessary, notwithstanding that such remuneration is in excess of the limits prescribed under Section 197 read with Schedule V of the Act.”

#### **Appointment of Director – Mr Madhav Acharya (DIN 02787445)**

8. To consider and if thought fit, to pass with or without modification/s, the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and rules made thereunder and all other applicable provisions of the Companies Act, 2013 (including any statutory modification/s or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr Madhav Acharya (DIN 02787445), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 1 April 2016 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

#### **Appointment of Whole-Time Director – Mr Madhav Acharya (DIN 02787445)**

9. To consider and if thought fit, to pass with or without modification/s, the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification/s or re-enactment thereof for the time being in force) appointment of Mr Madhav Acharya as Whole-time Director designated as Executive Director - Finance of the Company be and is hereby approved with effect from 1 April 2016 for a period of 5 years, on the terms and conditions as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board, without further approvals, be and it is hereby authorised to alter the terms and conditions and/or revise the remuneration package of Mr Madhav Acharya, as and when necessary during his tenure as Executive Director - Finance, provided however, the remuneration does not exceed the limits prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration as set out in the Explanatory Statement annexed hereto or the revised remuneration as approved by the Nomination and Remuneration Committee, as applicable be paid to Mr Madhav Acharya as Minimum Remuneration, subject to such approvals as necessary, notwithstanding that such remuneration is in excess of the limits prescribed under Section 197 read with Schedule V of the Act.”

#### **Appointment of Independent Director – Ms Ramni Nirula (DIN 00015330)**

10. To consider and if thought fit, to pass with or without modification/s, the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/s or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 16 (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms Ramni Nirula (DIN 00015330), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 6 April 2016 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, to hold office for five consecutive years, for a term up to 5 April 2021.”

## **Sale of Non-India Transmission and Distribution (T&D) Businesses**

11. To consider and if thought fit, to pass with or without modification/s, the following as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and subject to other applicable provisions, if any, of the Companies Act, 2013, Regulation 24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999 and Regulations and notifications issued thereunder (including any statutory modification/s or re-enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to such other requisite approvals, consents, permissions and sanctions as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any Director/s or officer/s authorised by the Board to exercise the powers conferred on the Board under this resolution) to divest by way of sale, transfer, lease, assign or otherwise dispose off (i) the entire investment of the Company in its subsidiary, CG Holdings Belgium NV including its subsidiaries and/or their identified assets and (ii) 51% shares in PT Crompton Prima Switchgear Indonesia held by the Company’s subsidiary, CG International Holdings Singapore PTE Limited, at such price and on such terms and conditions as may be decided by the Board and in such manner as the Board deems appropriate as well as the means, methods or modes including the receipt of consideration thereof.

RESOLVED FURTHER THAT the Board be and it is hereby authorised to finalise and execute the required transactional documents including but not limited to Agreement(s) for sale, lease, license, transfer, transitional services, indemnities, guarantees, declarations, undertakings, forms, letters and such other documents with such modification/s as may be required from time to time and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary and/or expedient in its discretion, to settle and finalise all issues as may be deemed necessary or expedient in its own discretion and in the best interest of the Company to give effect to the resolution for completion of the transaction, without being required to seek any further consent or approval of the Shareholders and to delegate all or any of the powers or authorities herein conferred to any Director/s or other Officer/s of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.”

## **Appointment of Joint Statutory Auditors**

12. To consider and if thought fit, to pass with or without modification/s, the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 read with The Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/s or re-enactment thereof for the time being in force), for the appointment of statutory auditors, M/s Chaturvedi & Shah, Chartered Accountants, ICAI Registration no. 101720W, be and are hereby appointed as Joint Statutory Auditors of the Company alongwith M/s Sharp & Tannan from the conclusion of 79<sup>th</sup> Annual General Meeting till the conclusion of 80<sup>th</sup> Annual General Meeting and as statutory auditors from the conclusion of 80<sup>th</sup> Annual General Meeting till 84<sup>th</sup> Annual General Meeting and the re-appointment of M/s Chaturvedi & Shah shall be subject to ratification by the Members at every Annual General Meeting to be held during the period.

RESOLVED FURTHER THAT the Board of Directors, or Audit Committee thereof, be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Joint Statutory Auditors.”

## **NOTES :**

### **(a) Proxies :**

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, not less than 48 hours before the Meeting. A person can act as a proxy on behalf of members not more than 50 or such number of members holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

### **(b) Explanatory Statement :**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses under Item nos. 5 to 12 of the Notice, is annexed hereto. The relevant details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, of Dr Omkar Goswami and Mr Bhuthalingam Hariharan seeking re-appointment as Directors under Item Nos. 2 and 3 of the Notice, is also annexed.

### **(c) Book Closure :**

The Register of Members and share transfer books of the Company shall remain closed from Friday, 19 August 2016 to Tuesday, 30 August 2016, both days inclusive.

(d) **Unclaimed Dividends :**

In terms of the provisions of Section 205A and Section 205C of the Companies Act, 1956, dividends for financial years prior to 2009-2010, which have remained unclaimed, have been transferred to the Investor Education and Protection Fund and General Revenue Account of the Central Government, as applicable. Dividends pertaining to the financial years 2009-2010 to 2015-2016 which remain unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund. Members who have, till date, not encashed their dividend warrants for these years can claim the dividend from the Company.

In May/June every year, the Company sends reminders to Shareholders who have not claimed their dividends to collect their unclaimed dividend amounts. Shareholders can also view the status of their unclaimed dividend at Investor Access web portal available on the CG website [www.cgglobal.com](http://www.cgglobal.com).

(e) **Sending Notice and Annual Report through electronic means :**

- (i) Electronic copy of the Annual Report for 2015-2016 and Notice of the 79<sup>th</sup> Annual General Meeting of the Company are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has specifically requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-2016 is being sent in the permitted mode.
- (ii) Members may also note that the Notice of the 79<sup>th</sup> Annual General Meeting and the Annual Report for financial year 2015-2016 will also be available on the Company's website [www.cgglobal.com](http://www.cgglobal.com) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on all working days, excluding Saturdays, upto the date of this Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id: [investorservices@cgglobal.com](mailto:investorservices@cgglobal.com).

(f) **Electronic voting :**

In accordance with provisions of Section 108 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014 the business at the General Meeting may be transacted through electronic voting system. The Company is providing a facility for voting by electronic means ("e-voting") to its members holding shares in physical or dematerialized form, as on the cut-off date, being Tuesday, 23 August 2016. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities. Instructions for e-voting are indicated in the e-voting procedure accompanying the Notice.

Members may also note that the facility for voting, either through e-voting or polling paper shall also be made available at the Annual General Meeting and the members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Any person becoming the member of the Company after the dispatch of Notice of the Meeting and holding shares as on the cut-off date i.e. Tuesday, 23 August 2016 may obtain the user ID and password by referring to the e-voting instructions in the Notice which is available on the Company's website [www.cgglobal.com](http://www.cgglobal.com) and the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

(g) **Share Registrar & Transfer Agent :**

The Company's Share Registrar & Transfer Agent is **Datamatics Financial Services Limited** ('DFSL') located at Plot No. B-5, Part B Crosslane, MIDC Marol, Andheri (East), Mumbai 400 093.

Contact details of DFSL are provided in the Corporate Governance Report.

(h) **Investors Services Department :**

In addition to the Share Registrar & Transfer Agent, our Investor Services Department, which is located at the Company's Corporate Office at 10<sup>th</sup> floor, CG House, Dr. Annie Besant Road, Worli, Mumbai - 400 030, will be happy to assist in case investors experience any difficulties in their interactions with DFSL.

The Investor Services Department remains open to shareholders from 2.00 p.m. to 5.00 p.m., Monday to Friday. The telephone number is (022) 24237805; email address is [shirish.athalekar@cgglobal.com](mailto:shirish.athalekar@cgglobal.com). In order to enable us to provide you with more effective service, we would appreciate if you could call upon our Investor Services Department during these hours only.

(i) **Route Map :**

As per requirements of the Secretarial Standards on General Meetings, a route map showing directions to reach the venue for the 79<sup>th</sup> Annual General Meeting is given at the end of this Notice.

By Order of the Board

**Manoj Koul**

*Company Secretary*

Membership No. ACS 16902

Mumbai, 27 May 2016

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item no. 5**

The Board of Directors, on the recommendation of the Risk and Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31 March 2017.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March 2017.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

### **Item nos. 6 and 7**

Mr Neelkant Narayanan Kollengode was appointed as an Additional Director on the Board of Directors of the Company with effect from 3 February 2016 and in terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the date of this Annual General Meeting. A notice in terms of Section 160 of the Companies Act, 2013, has been received from a member, signifying his intention to propose Mr Neelkant's candidature for the office of Director of the Company.

Mr Neelkant is an electrical engineer from the University of Pune with subsequent Business Management programme from IIM-Bangalore and an Advanced Management Programme from ASCI-Hyderabad. Mr Neelkant has strong entrepreneurial skills, honed by his experience as a strategic and result-oriented business leader. Mr Neelkant leads the India business of the Company, which involves Power Systems in India and Industrial Systems, including the rotating machines, drives and automation business, in India and Europe.

Subject to the approval of the members, the Board of Directors, at its meeting held on 2 February 2016, also approved the appointment of Mr Neelkant as CEO and Managing Director of the Company, initially for a period of 5 years with effect from 3 February 2016, on the following terms and conditions as approved and recommended by the Nomination and Remuneration Committee of the Board :

#### **Salary :**

Rs 87.50 lacs per annum. (Annual increment will be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee each year which shall be merit based and will take into account the performance of Mr Neelkant against goals set by the Board as well as the performance of the Company).

#### **Perquisites, Allowances and Reimbursements :**

A basket of perquisites, allowances and reimbursements up to Rs 162.50 lacs per annum which would illustratively include the perquisites, allowances, reimbursements and other retiral benefits in terms of the Company's Rules or as may be mutually agreed upon, up to the above amount.

#### **Performance Bonus (Variable Pay) :**

Rs.125 lacs per annum, being 50% of Fixed Pay (comprising of salary, perquisites, allowances and reimbursements), payable on achievement of agreed business plan. 50% of Variable Pay to be paid in the year of grant and balance 50% to be paid in the second year from the year following the grant.

For the purpose of calculating the above ceilings, perquisites would be evaluated in accordance with valuation principles adopted for Indian Income-tax purposes or reasonable estimates with respect to personal use, as applicable.

Income-tax on the aforesaid remuneration package, as applicable, as per Indian Income-tax law, would be payable by the CEO and Managing Director. However, the Company may pay the income-tax on certain non-monetary perquisites as permitted by Income-tax law and approved by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee of the Board is authorised to alter the terms and conditions and/or revise the remuneration package, as and when necessary, without any further approvals, during the initial tenure of 5 years, up to the ceiling of 5% of the Company's net profits as prescribed under the Companies Act, 2013.

#### **Minimum Remuneration :**

Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of the tenure of office of the CEO and Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay the remuneration as mentioned above as and by way of minimum remuneration, subject to requisite approvals being obtained in that behalf.

The Board considers that Mr Neelkant's continued association with the Company would be of immense benefit and accordingly, the Board recommends the Ordinary Resolutions in relation to appointment of Mr Neelkant as set out at Item nos. 6 and 7 of the accompanying Notice, for the approval by the shareholders of the Company.

Mr Neelkant does not hold any shares in the Company either in his individual capacity or beneficially for others and is not related to any Director or Key Managerial Personnel of the Company.

Except for Mr Neelkant, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution. This Explanatory Statement together with accompanying Notice may be regarded as a memorandum setting out terms of employment of Mr Neelkant under Section 190 of the Companies Act, 2013.



**Item nos. 8 and 9**

Mr Madhav Acharya was appointed as an Additional Director on the Board of Directors of the Company with effect from 1 April 2016 and in terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the date of this Annual General Meeting. A notice in terms of Section 160 of the Companies Act, 2013, has been received from a member, signifying his intention to propose Mr Acharya's candidature for the office of Director of the Company.

Mr Acharya is an associate member of The Institute of Chartered Accountants of India and a Graduate Member of The Institute of Cost & Works Accountants of India. Mr Acharya has been honored with CFO Award 2010 for 'Best Performing CFO in the Capital Goods Sector' by CNBC TV18 and CFO100 recognition for 'Winning Edge in Raising Capital/Capital Restructuring' by CFO India in 2011.

Mr Acharya is the Chief Financial Officer (CFO) of the Company since 2009. He leads the Global Finance Function which includes Accounts, Treasury, Business Intelligence, MIS, M&A, IT and Administration. Mr Acharya has been part of Avantha Group for the past 12 years where he has held many senior management positions. He has been instrumental in various successful structuring initiatives and overseas acquisitions for the Company as well as for the Avantha Group.

Subject to the approval of the members, the Board of Directors, at its meeting held on 2 February 2016, also approved the appointment of Mr Madhav Acharya as Whole-time Director designated as Executive Director - Finance of the Company, initially for a period of 5 years with effect from 1 April 2016, on the following terms and conditions as approved and recommended by the Nomination and Remuneration Committee of the Board :

**Salary :**

Rs 94.42 lacs per annum. (Annual increment will be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee each year which shall be merit based and will take into account the performance of Mr Madhav Acharya against goals set by the Board as well as the performance of the Company).

**Perquisites, Allowances and Reimbursements :**

A basket of perquisites, allowances and reimbursements up to Rs 205.56 lacs per annum which would illustratively include the perquisites, allowances, reimbursements and other retiral benefits in terms of the Company's Rules or as may be mutually agreed upon, up to the above amount.

**Performance Bonus :**

30% of Fixed Cost-to-Company (which includes salary, perquisites, allowances and reimbursements), payable on achievement of multiple variables linked to Company's performance, function performance and individual performance.

For the purpose of calculating the above ceilings, perquisites would be evaluated in accordance with valuation principles adopted for Indian Income-tax purposes or reasonable estimates with respect to personal use, as applicable.

Income-tax on the aforesaid remuneration package, as applicable, as per Indian Income-tax law, would be payable by the Executive Director-Finance. However, the Company may pay the income-tax on certain non-monetary perquisites as permitted by Income-tax law and approved by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee of the Board is authorised to alter the terms and conditions and/or revise the remuneration package, as and when necessary, without any further approvals, during the initial tenure of 5 years, up to the ceiling of 5% of the Company's net profits as prescribed under the Companies Act, 2013.

**Minimum Remuneration :**

Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of the tenure of office of the Executive Director - Finance, the Company has no profits or its profits are inadequate, the Company shall pay the remuneration as mentioned above as and by way of minimum remuneration, subject to requisite approvals being obtained in that behalf.

The Board considers that the appointment of Mr Madhav Acharya's as Executive Director-Finance would be of immense benefit to the Company and accordingly, the Board recommends the Ordinary Resolutions in relation to appointment of Mr Acharya as set out at Item nos. 8 and 9 of the accompanying Notice, for the approval by the shareholders of the Company.

Mr Acharya does not hold any shares in the Company either in his individual capacity, or beneficially for others and is not related to any Director or Key Managerial Personnel of the Company.

Except for Mr Acharya, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution. This Explanatory Statement together with accompanying Notice may be regarded as a memorandum setting out terms of employment of Mr M Acharya under Section 190 of the Companies Act, 2013.

**Item no. 10**

Ms Ramni Nirula was appointed as an Additional Director on the Board of Directors of the Company with effect from 6 April 2016 and in terms of the provisions of Section 161 of the Companies Act, 2013, she holds office up to the date of this Annual General Meeting. A notice in terms of Section 160 of the Companies Act, 2013, has been received from a member, signifying his intention to propose Ms Ramni Nirula's candidature for the office of Director of the Company.

Ms Ramni Nirula holds a Bachelor's Degree in Economics and a Master's degree in Business Administration from Delhi University. She has more than three decades of experience in the financial sector, beginning her career with the erstwhile ICICI Limited in 1976 in the project appraisal division. Since then, she has held various leadership positions in areas of Project Financing, Strategy, Planning & Resources and Corporate Banking.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms Nirula is proposed to be appointed as

an Independent Director of the Company for five consecutive years, for a term upto 5 April 2021.

In the opinion of the Board, Ms Nirula fulfils the conditions for her appointment as an Independent Director as prescribed under the Companies Act, 2013 and rules made thereunder as well as Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board considers that Ms Nirula's continued association would be of immense benefit and accordingly, the Board recommends the Ordinary Resolution in relation to appointment of Ms Nirula as an Independent Director, for the approval by the shareholders of the Company.

Ms Nirula does not hold any shares in the Company either in her individual capacity or beneficially for others and is not related to any Director or Key Managerial personnel of the Company.

Except for Ms Nirula, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

#### **Item no. 11**

Crompton Greaves Limited (the 'Company') is a global engineering Corporation providing end-to-end solutions to utilities and industries for the management and application of efficient and sustainable electrical energy that enhance industrial productivity and sustainability. The Company at present is mainly engaged in business-to-business (B2B) segment that covers a) Transmission and Distribution business b) Automation Solutions and c) Industrial businesses. Transmission and Distribution (T&D) business comprises of Power Products, Systems and Services across India, America, Europe Middle East and Africa and in Indonesia.

In the recent past, the Company has been evaluating various strategic initiatives with the objective of optimizing the overall profitability of its operations. India is and will continue to be the focus of growth not only for the domestic market but as the manufacturing base for export of transformers and switchgears with the renewed emphasis of the Government of India to the Power sector in India and in particular having an efficient transmission and distribution facility. Compared to the international T&D business, the Company's operations in India has competitive advantages in manufacturing in India and it is therefore ideally placed to be dominantly India based global Company. In order to refocus on India operations, the Board considered it prudent to evaluate monetization options for its Non-India T&D business. Towards this, the Board has on 9 March 2016, subject to requisite regulatory and other consents and approvals, decided to divest the Company's power business in Europe, North America and Indonesia at an enterprise value of Euro 115 million. The offer comprises of sale of all shares held by the Company in its subsidiary CG Holdings Belgium NV (HBE), including its subsidiaries and their identified assets and also sale of 51% holding in PT Crompton Prima Switchgear Indonesia held by the Company's other subsidiary viz. CG International Holdings Singapore PTE Limited.

The divestment will enable the Company to reduce debt, refocus its synergies in the emerging Indian power transmission and distribution business and on its Industrial Systems business which provide significant growth opportunities. Besides, the divestment is expected to improve the Company's Balance Sheet and enhance shareholder value.

In terms of Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shareholders approval by passing a special resolution is required to give effect to this sale of its material subsidiary.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution except to the extent of their shareholding in the Company. Your directors recommend the adoption of the resolution at Item No.11 of the Notice as a Special Resolution.

#### **Item no. 12**

In the view of the mandatory rotation of Statutory Auditors requirement and to ensure smooth transition, it is proposed to appoint M/s Chaturvedi & Shah as Joint Statutory Auditors alongwith M/s Sharp & Tannan, the existing statutory auditors of the Company from the conclusion of 79<sup>th</sup> Annual General Meeting till the conclusion of 80<sup>th</sup> Annual General Meeting of the Company. Both the Auditors will be jointly and severally responsible during the financial year 2016-17.

M/s Chaturvedi & Shah are proposed to be appointed for a term of 5 continuous years. However from the conclusion of 80<sup>th</sup> Annual General Meeting till the conclusion of 84<sup>th</sup> Annual General Meeting, M/s Chaturvedi & Shah shall act as Statutory Auditors of the Company and their re-appointment shall be subject to ratification by the members at every Annual General Meeting to be held during the period. M/s Sharp & Tannan and M/s Chaturvedi & Shah have informed the Company vide their letters both dated 24 May 2016 respectively that their appointment, if made, would be within the limits prescribed under Section 141 of the Companies Act, 2013. M/s Sharp & Tannan and M/s Chaturvedi & Shah have confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold valid certificates issued by the Peer Review Board of the ICAI. M/s Sharp & Tannan and M/s Chaturvedi & Shah have also furnished a declaration confirming their independence as well as their arm's length relationship with the Company and declared that they have not taken up any prohibited non-audit assignments for the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 12 of the Notice for appointment of Joint Statutory Auditors.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

By Order of the Board

**Manoj Koul**

*Company Secretary*

Membership No. ACS 16902

Mumbai, 27 May 2016

## ANNEXURE TO ITEMS 2, 3 and 6 to 10 OF THE NOTICE

**Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Name of the Director</b>	<b>Dr O Goswami</b> (Item No 2)	<b>Mr B Hariharan</b> (Item No 3)	<b>Mr KN Neelkant</b> (Item Nos 6 &7)	<b>Mr M Acharya</b> (Item Nos 8 & 9)	<b>Ms R Nirula</b> (Item No 10)
<b>DIN</b>	00004258	00012432	05122610	02787445	00015330
<b>Nationality</b>	Indian	Indian	Indian	Indian	Indian
<b>Date of Appointment on the Board of Directors</b>	27 January 2004	1 November 2012	3 February 2016	1 April 2016	6 April 2016
<b>Qualifications</b>	Master's Degree in Economics from Delhi School of Economics and D. Phil (Ph.D) from Oxford University, UK	Member of The Institute of Chartered Accountants of India, The Institute of Company Secretaries of India and The Institute of Cost and Works Accountants of India	Electrical engineer from the University of Pune, Business Management programme from IIM-Bangalore and Advanced Management Programme from ASCI-Hyderabad	Associate member of The Institute of Chartered Accountants of India and Graduate Member of The Institute of Cost and Works Accountants of India	Master's degree in Business Administration from Delhi University and Bachelor's Degree in Economics
<b>Expertise in Specific Functional Areas</b>	Over 29 years of rich experience in research on economic history, public finance and taxation, Indian economics, the economics of corruption and industrial economics. Corporate Advisor and Consultant	Over 31 years of rich experience in finance, M&A and turnaround projects	Over 20 years of rich experience in Strategy Formulation and Deployment, Project Management, Supply Chain Management and Manufacturing across sectors including infrastructure, power transmission & distribution and engineering	Finance, Accounts, Treasury, Business Intelligence, MIS, M&A, IT and Administration	Three decades of experience in Financial sector. Project Financing, Strategy, Planning & Resources and Corporate Banking
<b>List of directorships held in other Companies</b>	Dr. Reddy's Laboratories Limited, Ambuja Cements Limited, Cairn India limited, Godrej Consumer Products Limited, Bajaj Finance Limited, Hindustan Construction Company Limited, CERG Advisory Private Limited,	Avantha Holdings Limited, Avantha Power and Infrastructure Limited, Ballarpur Industries Limited, Bilt Graphic Paper Products Limited, CG Power Solutions Limited, Global Green Company Limited, Newquest Insurance Broking Service Limited,	Avantha Power & Infrastructure Limited, Avantha Energy Services Limited, Korba West Power Company Limited, Jhabua Power Investments Limited, Jhabua Power Limited, Malanpur Captive Power Limited, TKS Developers Limited,	CG Power Solutions Limited, CG International Holdings Singapore PTE Ltd, CG International BV, CG Middle East FZE, CG Holdings Belgium NV, CG-PPI Adhesive Products Limited, ZIV Aplicaciones y Tecnologia, S.L.	Jubilant Food Works Ltd, Eveready Industries India Limited, P.I Industries Ltd, McLeod Russel India Ltd, Sona Koyo Steering Systems Ltd, Avantha Ergo Insurance Company Limited, Utkarsh Micro Finance Pvt Ltd,



<b>Name of the Director</b>	<b>Dr O Goswami</b> (Item No 2)	<b>Mr B Hariharan</b> (Item No 3)	<b>Mr KN Neelkant</b> (Item Nos 6 &7)	<b>Mr M Acharya</b> (Item Nos 8 & 9)	<b>Ms R Nirula</b> (Item No 10)
	Max Healthcare Institute Limited, Infosys BPO Limited, IDFC Financial Holding Company Limited, DSP BlackRock Investment Managers Private Limited	Solaris Chemtech Industries Limited, Ballarpur International Holdings BV, Ballarpur Paper Holdings BV, Bilt Paper B.V., Ballarpur Speciality Paper Holdings BV, CG Holdings Belgium NV, Global Green International NV Belgium, Global Green USA Limited, Sabah Forest Industries Sdn, Bhd, Avantha Ergo Life Insurance Company Limited, Avantha Solutions Inc, Avantha Business Solutions Holdings Inc	CG-PPI Adhesive Products Limited, Crompton Greaves Consumer Products Limited, CG Holdings Belgium NV, CG Drives & Automation Netherlands BV, CG Drives & Automation Sweden AB, CG Electric Systems Hungary Zrt, CG Holdings Hungary Kft, CG Power Solutions UK Ltd, ZIV Aplicaciones y Tecnologia, S.L		Goldman Sachs Trustee Company (India) Pvt. Ltd, Avantha Holdings Limited, DCM Shriram Limited, DRN Investments and Agriculture Private Limited, TAMA Investment and Finance Private Limited
<b>Chairperson/ Member in the Committees of the Boards of companies in which he/she is a Director*</b>	<b>Member – Audit Committee</b> Dr. Reddy’s Laboratories Limited, Ambuja Cements Limited, Cairn India limited, Godrej Consumer Products Limited, Bajaj Finance Limited, Infosys BPO Ltd, World Food Programme (UN Organisation) and Crompton Greaves Limited <b>Chairperson - Stakeholders’ Relationship Committee</b> Cairn India limited	<b>Chairperson – Audit Committee</b> Bilt Graphic Paper Products Limited, Global Green Company Limited, Solaris Chemtech Industries Limited <b>Member – Audit Committee</b> Avantha Holdings Limited, Avantha Power and Infrastructure Limited, Avantha Ergo Life Insurance Company Limited <b>Member - Stakeholders’ Relationship Committee</b> Ballarpur Industries Limited	<b>Member - Stakeholders’ Relationship Committee</b> Crompton Greaves Limited	Nil	<b>Chairperson – Audit Committee</b> Avantha Ergo Insurance Company Limited and Avantha Holdings Limited <b>Member – Audit Committee</b> Jubilant Food Works Ltd, P.I Industries Ltd, Sona Koyo Steering Systems Ltd, Eveready Industries India Limited <b>Chairperson - Stakeholders’ Relationship Committee</b> Jubilant Food Works Ltd, P.I Industries Ltd
<b>Number of shares held in the Company</b>	Nil	657 Equity Shares	Nil	Nil	Nil

\*Committee memberships includes only Audit Committee and Stakeholders’ Relationship Committee of Public Limited Companies (Listed and Unlisted)

Date: 27 May 2016

Dear Shareholder,

**Sub: Registration of email address**

In terms of Rule 18 (3) of The Companies (Management and Administration) Rules, 2014, we request the shareholders of Crompton Greaves Ltd., who have till date not registered their e-mail id(s) with the Company, to register their e-mail id(s) in order to receive the Notices of future Annual General Meetings and Annual Report of the Company in electronic form. This will also facilitate sending any other communications to shareholders, in electronic form.

We, therefore request you to fill up the registration form below and send it to the Company's Share Registrar & Transfer Agent Datamatics Financial Services Limited (DFSL) at Plot No. B-5, Part B Crosslane, MIDC Marol, Andheri (East), Mumbai 400 093 for registering your email address.

Shareholders who hold shares in Demat form are requested to approach concerned Depository Participant for updating/modifying the e-mail id(s) as the case may be.

For Crompton Greaves Limited

**Manoj Koul**

*Company Secretary*

Membership No. ACS 16902

**EMAIL REGISTRATION FORM**

To\* :

The Company (for members holding shares in physical mode)

The Depository Participants (for members holding shares in Demat mode)

**Sub: Registration of email address (Crompton Greaves Limited)**

I/We would like to receive Notices, Annual Reports and other communications/documents from Company in electronic mode. I/We request you to register my/our email address for receiving communications/documents electronically as per the following details:

Name of the Shareholder(s)	
Folio No./DP ID/Client ID	
Email address	
Mobile No	

Date:

Place:

Signature of the Shareholder(s)\*\*

\* Please tick as applicable.

\*\* Please ensure that the form is signed by the registered shareholder himself, alongwith joint shareholders, if any.