

## Crompton Greaves Limited

Registered Office:

CG House, 6th Floor, Dr Annie Besant Road, Worli, Mumbai 400 030, India

T: +91 22 2423 7777 F: +91 22 2423 7733 W: [www.cgglobal.com](http://www.cgglobal.com)

Corporate Identity Number(CIN): L99999MH1937PLC002641



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Our Ref: COSEC/84/2016

August 14, 2015

**BY E MAIL & COURIER**

**The Assistant Manager – Listing**

National Stock Exchange of India

Exchange Plaza

Bandra-Kurla Complex

Bandra (East)

Mumbai 400 051

Dear Sir,

**MINUTES OF AGM – 2015**  
**CROMPGREAV**

Pursuant to Clause 31 (d) of the Listing Agreement, we enclose copy of the proceedings of the Annual General Meeting held on Friday, July 24, 2015.

Please acknowledge receipt.

Yours faithfully

For Crompton Greaves Limited

**Manoj Koul**

*Company Secretary*

Encl:aa

y:seannreport



AVANTHA  
GROUP COMPANY

**MINUTES OF THE 78<sup>TH</sup> ANNUAL GENERAL MEETING  
OF THE MEMBERS OF CROMPTON GREAVES LIMITED HELD  
AT RAVINDRA NATYA MANDIR, SAYANI ROAD, PRABHADEVI, MUMBAI 400 025  
ON FRIDAY, 24<sup>TH</sup> JULY, 2015 AT 3.00 P.M.**

**Directors Present :**

|                        |   |                                                                                                                            |
|------------------------|---|----------------------------------------------------------------------------------------------------------------------------|
| Mr G Thapar            | - | Chairman of the Board, Member of Nomination and Remuneration Committee and Chairman of Stakeholders Relationship Committee |
| Mr L Demortier         | - | CEO and Managing Director                                                                                                  |
| Mr S Apte              | - | Director and Chairman of Risk and Audit Committee                                                                          |
| Dr O Goswami           | - | Director                                                                                                                   |
| Mr B Hariharan         | - | Director                                                                                                                   |
| Dr Valentin von Massow | - | Director                                                                                                                   |
| Ms Colette Lewiner     | - | Director                                                                                                                   |

**In Attendance :**

|                   |   |                                                                    |
|-------------------|---|--------------------------------------------------------------------|
| Mr Madhav Acharya | - | Chief Financial Officer and Chief Information Officer              |
| Mr Ravi Rajagopal | - | Executive Vice-President, Global Head-Legal, Governance and Risk   |
| Mr Milind Phadke  | - | Audit Partner, Sharp and Tannan, Statutory Auditors of the Company |
| Mr Hiresh Dhakan  | - | Manager- Corporate Secretarial                                     |

**175 Members in person**

**1 Member through proxy**

**5 Corporate Members through their Authorised Representatives**

Mr G Thapar, Chairman of the Board of Directors took the Chair, and welcomed the Members to the Annual General Meeting.

The Notice convening the Meeting was, with the consent of the Members present, taken as read.

The Chairman informed the Members that the Register of Proxies and Representations, Register of Directors' and Key Managerial Personnel and their shareholdings and Register of Contracts in which the Directors and Key Managerial Personnel were interested were made available for inspection by the Members.

The Chairman also informed the Members that the Auditor's Report on Financial Statements of the Company for the financial year ended March 31, 2015 did not contain any qualifications, observations or comments on financial transactions or matters which had adverse effect on the functioning of the Company. Hence, the Auditor's Report was not required to be read at the Meeting.

The Chairman briefly reviewed the progress and operations of the Company during the first quarter of the current year upto June 2015, both on a stand-alone and consolidated basis.



The Company's stand-alone net sales at Rs.1,840.5 crores, as compared with the corresponding quarter last year, decreased by 3.4%; profit before tax, at Rs. 176 crores, recorded an increase of 3% and profit after tax, at Rs.126.3 crore, recorded an increase of 0.3%. The unexecuted order book as on 30<sup>th</sup> June, 2015, was at Rs.3,673.3 crore.

The Company's consolidated net sales at Rs.3,165.8 crore, as compared with the corresponding quarter last year, decreased by 8%. Profit before tax, at Rs.80.4 crore, recorded a decrease of 32.9% and profit after tax (after minority interest), at Rs.16 crore, recorded a decrease of 75%. The unexecuted order book as on 30<sup>th</sup> June, 2015 was at Rs.7905.2 crore.

The Chairman informed the Members that the organizational restructuring in the Industrial and Power businesses undertaken in the last two years was beginning to show a positive impact on the overall profitability of the Company. The Company had already taken steps to strengthen the Consumer business as well, by streamlining its operations and revamping the distribution strategy.

The Chairman further informed that the future potential of the Consumer Product business was dependent on aggressive branding and advertisement strategy and a flexible capital structure to take care of the investment needs of this business.

Hence the Company had decided to demerge the Consumer business and list it as a separate entity for the shareholders. The Company believed that such a demerger will create better growth opportunities and a flexible market structure for its two large but significantly different businesses – Power, Industrial and Automation which was a B2B business, and the Consumer business which was a B2C business.

The Chairman informed the Members that as per the provisions of Section 108 of the Companies Act, 2013 and the Listing Agreement, the Company had provided e-voting facility to the Members to enable them to cast their vote electronically. The Company had provided this facility to the Members to vote between, 20<sup>th</sup> July, 2015 (09.00 a.m.) to 23<sup>rd</sup> July, 2015 (05.00 p.m.) in proportion to their shareholding as on the record date of 17<sup>th</sup> July, 2015. The Company had appointed Mr PN Parikh of M/s Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer for the same.

The Chairman further informed that, the Members present at the Annual General Meeting who had not voted electronically, were given an opportunity to vote through poll and ordered a poll on all resolutions contained in the Notice. The process for poll was explained to the Members. The Chairman requested all the Members and proxy holders present and entitled to vote, to participate in the poll, to be taken immediately.

Mr Mitesh Dabliwala of M/s Parikh & Associates, Practicing Company Secretaries was appointed as Scrutinizer to scrutinize the poll process and votes given on the poll and to submit the report thereon. The Scrutinizer displayed the empty polling box to the Members and sealed it in presence of the Members and proxies.

The Chairman authorised the Managing Director to declare the combined results of e-voting and the poll taken at the Meeting. He further stated that the said results will be placed on the Company's website as well as its registered office within two days from the conclusion of the Annual General Meeting. The same would also be communicated to the Stock Exchanges, where the Company's shares are listed.

The Chairman thereafter invited comments from the Members, and the following Members offered comments and asked questions:

Mr Maheshwari  
Mr Krishnamoorthy  
Mr Davar  
Mr Kotwani



Mr Beruz Faranz  
Mr Achari  
Mr Prakash Vajirani  
Mr Gautam Tejawani  
Mr Martin  
Mr Damani  
Mr Shetty  
Ms Smita Shah  
Mr Khandelwal  
Mr Jai Prakash  
Mr Yusufwala  
Mr Vinay Bhide  
Ms H S Patel  
Mr Sanshar  
Mr Prakash Vijaykar  
Mrs C E Mascarehnas  
Ms Shobna Mehta  
Mr Shah  
Mr Janak Mathuradas  
Mr Parikh

*Clarifications were sought by the Members on the following matters relating to the Company's operations and performance:*

- ◆ Performance of CG Non-India, turnaround of subsidiaries and action plan to revive the loss-making units
- ◆ Concession/rebate from the State/Central Government for global operations
- ◆ Location of showrooms of consumer products
- ◆ Plans for Bonus Issue
- ◆ Global and domestic ranking of the Company and future plans of the business
- ◆ Shareholders' visit to one of the Company's factories
- ◆ Plans to sell Company's properties
- ◆ Up-scaling plans for the railway business
- ◆ Increase in business activities in South American region
- ◆ Preferential issue
- ◆ Plans for solar based products
- ◆ Commercial and economic prospects of the Consumer business post demerger and the demerger process
- ◆ Cost per annual report
- ◆ Potential of Company's EHV and UHV power equipment
- ◆ Diversification of business in banking and finance sector
- ◆ Assets mortgaged for availment of long term liabilities
- ◆ Expenditure and progress of CSR activities undertaken; CSR activities for senior citizens
- ◆ Pollution control measures implemented
- ◆ Impact of rupee depreciation on the business
- ◆ Impact of the new Financial Budget on the profitability of the Company
- ◆ Steps taken by the Company to retain market share in Consumer Products

*All the above queries were satisfactorily answered by the Chairman.*

The Chairman then proceeded to move and put to vote the resolutions:

1. **ADOPTION OF FINANCIAL STATEMENTS**

**AS AN ORDINARY RESOLUTION**

"RESOLVED THAT the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015, including the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2015 and the Balance Sheet at that date together with the Directors' Report and Auditors' Report thereon and the Consolidated Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March 2015 be and they are hereby approved and adopted."

Proposed by: Mr Maheshwari

Seconded by: Mr Krishnamoorthy

2. **CONFIRMATION OF DIVIDENDS**

**AS AN ORDINARY RESOLUTION**

"RESOLVED THAT the First and Second interim dividends of Rs 0.40 and Rs 0.40 per share on the paid-up equity share capital of Rs. 125,349,2284/- of the Company, declared by the Board of Directors during the year, on 16<sup>th</sup> October, 2014 and 3<sup>rd</sup> February, 2015 respectively, for the year ended 31<sup>st</sup> March, 2015, be and they are hereby noted and confirmed."

Proposed by: Mr Davar

Seconded by: Mr Kotwani

*Since the next item related to the appointment of Mr Gautam Thapar as a Director, he requested Mr Shirish Apte to take the Chair. Mr Apte moved the next Resolution.*

3. **RE-APPOINTMENT OF MR. GAUTAM THAPAR AS DIRECTOR**

**AS AN ORDINARY RESOLUTION**

"RESOLVED THAT Mr. Gautam Thapar (DIN 00012289) be and he is hereby re-appointed a Director of the Company, liable to retire by rotation."

Proposed by: Mr Vijaykar

Seconded by: Mr Bhide

*Mr Shirish Apte then requested Mr Gautam Thapar to once again take the Chair.*

4. **APPOINTMENT OF AUDITORS**

**AS AN ORDINARY RESOLUTION**

"RESOLVED THAT Sharp & Tannan, Chartered Accountants, Registration No. 109982W, be and they are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Meeting upto the conclusion of the next Annual General Meeting of the Company and the Board of Directors be and is hereby authorised to fix their remuneration."

Proposed by: Ms Shobhna Mehta

Seconded by: Ms H S Patel

*L*

CHAIRMAN'S INITIALS

5. RATIFICATION OF REMUNERATION TO COST AUDITORS

*AS AN ORDINARY RESOLUTION*

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, a remuneration of Rs 8.05 lac plus taxes as applicable and reimbursement of out-of pocket expenses for the financial year ending March 31, 2016 to be paid to Messrs. Ashwin Solanki & Co., Cost Accountants as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

Proposed by: Mr Parikh

Seconded by: Ms Smita Shah

6. ADOPTION OF NEW ARTICLES OF ASSOCIATION

*AS A SPECIAL RESOLUTION*

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the new regulations contained in the Articles of Association be and hereby approved and adopted in substitution to the entire regulations contained in the existing Articles of Association of the Company:

RESOLVED FURTHER THAT the Board of Directors of the Company Secretary of the Company be and is hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution"

Proposed by: Ms Mascarehnas

Seconded by: Mr Khandelwal

7. COMMISSION TO NON-EXECUTIVE DIRECTORS

*AS AN ORDINARY RESOLUTION*

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, and 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), the Non-Executive Directors of the Company (i.e. Directors other than Managing Director and/or the Wholtime Directors) be paid, remuneration in such amounts or proportions and in such manner and in all respects as the Board of Directors may from time to time determine, not exceeding in aggregate one percent of the net profits of the Company per annum, for each financial year commencing from 1 April, 2015, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof:

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Proposed by: Mr Tejwani

Seconded by: Mr Mathurdas



The Chairman thanked the Members for their participation and stated that the meeting would stand concluded when the last vote was cast.

### Conduct of Poll

Mr Parikh, of M/s Parikh & Associates, Practicing Company Secretaries, appointed as Scrutinizer conducted the poll. After ensuring that all the Members and proxies participating in the poll had casted their votes, the Scrutinizer closed the poll at 06:00 p.m. The Scrutinizer then took custody of the polling boxes.

### DECLARATION OF RESULTS OF E-VOTING AND POLL

The Chairman authorised the Managing Director, to disclose the voting results, on the basis of the Scrutinizer's Report, after the AGM. The summary of the Scrutinizer's report for the e-voting (which took place between 20<sup>th</sup> July, 2015 and 24<sup>th</sup> July, 2015) and for the poll that took place at the 78<sup>th</sup> Annual General Meeting, is mentioned hereunder:

#### **Resolution No.1 - Adoption of:**

- a. The Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015.

| Promoter / Public              | No. of shares held | No of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|--------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                                | 1                  | 2                  | $(3)=\{(2)/(1)\} \times 100$            | 4                        | 5                      | $(6)=\{(4)/(2)\} \times 100$         | $(7)=\{(5)/(2)\} \times 100$       |
| Promoter and Promoter Group    | 215451070          | 215451070          | 100.00                                  | 215451070                | 0                      | 100.00                               | 0.00                               |
| Public - Institutional holders | 296416047          | 248124517          | 83.71                                   | 247932642                | 191875                 | 99.92                                | 0.08                               |
| Public - Others                | 114879025          | 14196421           | 12.36                                   | 14195466                 | 955                    | 99.99                                | 0.01                               |
| Grand Total                    | 626746142          | 477772008          | 76.23                                   | 477579178                | 192830                 | 99.96                                | 0.04                               |

#### **Resolution No.2 - To confirm the first and second interim dividends, aggregating to Rs. 0.80 per share (40%).**

| Promoter / Public              | No. of shares held | No of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|--------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                                | 1                  | 2                  | $(3)=\{(2)/(1)\} \times 100$            | 4                        | 5                      | $(6)=\{(4)/(2)\} \times 100$         | $(7)=\{(5)/(2)\} \times 100$       |
| Promoter and Promoter Group    | 215451070          | 215451070          | 100.00                                  | 215451070                | 0                      | 100.00                               | 0.00                               |
| Public - Institutional holders | 296416047          | 248140517          | 83.71                                   | 248140517                | 0                      | 100.00                               | 0.00                               |
| Public - Others                | 114879025          | 14196471           | 12.36                                   | 14195107                 | 1364                   | 99.99                                | 0.01                               |
| Grand Total                    | 626746142          | 477788058          | 76.23                                   | 477786694                | 1364                   | 100.00                               | 0.00                               |

**Resolution No.3-To appoint a Director in place of Mr. Gautam Thapar (DIN 00012289), who retires by rotation and, being eligible, offers himself for re-appointment.**

| Promoter / Public              | No. of shares held | No of Votes Polled | % of Votes Polled on outstanding shares<br>(3)={(2)/(1)}<br>*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>(6)={(4)/(2)}<br>*100 | % of Votes against on votes polled<br>(7)={(5)/(2)}<br>*100 |
|--------------------------------|--------------------|--------------------|------------------------------------------------------------------|--------------------------|------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                | 1                  | 2                  |                                                                  | 4                        | 5                      |                                                               |                                                             |
| Promoter and Promoter Group    | 215451070          | 215451070          | 100.00                                                           | 215451070                | 0                      | 100.00                                                        | 0.00                                                        |
| Public - Institutional holders | 296416047          | 248140517          | 83.71                                                            | 247262939                | 877578                 | 99.65                                                         | 0.35                                                        |
| Public - Others                | 114879025          | 14196271           | 12.36                                                            | 14194642                 | 1629                   | 99.99                                                         | 0.01                                                        |
| Grand Total                    | 626746142          | 477787858          | 76.23                                                            | 476908651                | 879207                 | 99.82                                                         | 0.18                                                        |

**Resolution No.4 - To appoint M/s. Sharp & Tannan, Chartered Accountants, (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 to fix their remuneration.**

| Promoter / Public              | No. of shares held | No of Votes Polled | % of Votes Polled on outstanding shares<br>(3)={(2)/(1)}<br>*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>(6)={(4)/(2)}<br>*100 | % of Votes against on votes polled<br>(7)={(5)/(2)}<br>*100 |
|--------------------------------|--------------------|--------------------|------------------------------------------------------------------|--------------------------|------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                | 1                  | 2                  |                                                                  | 4                        | 5                      |                                                               |                                                             |
| Promoter and Promoter Group    | 215451070          | 215451070          | 100.00                                                           | 215451070                | 0                      | 100.00                                                        | 0.00                                                        |
| Public - Institutional holders | 296416047          | 248140517          | 83.71                                                            | 246274943                | 1865574                | 99.25                                                         | 0.75                                                        |
| Public - Others                | 114879025          | 14196271           | 12.36                                                            | 14194621                 | 1650                   | 99.99                                                         | 0.01                                                        |
| Grand Total                    | 626746142          | 477787858          | 76.23                                                            | 475920634                | 1867224                | 99.61                                                         | 0.39                                                        |

**Resolution No.5 -Ratification of remuneration payable to M/s. Ashwin Solanki & Co., Cost Auditors of the Company.**

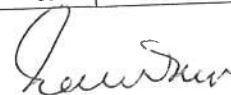
| Promoter / Public              | No. of shares held | No of Votes Polled | % of Votes Polled on outstanding shares<br>(3)={(2)/(1)}<br>*100 | No. of Votes - in favour | No. of Votes - against | % of votes in favour on votes polled<br>(6)={(4)/(2)}<br>*100 | % of Votes against on votes polled<br>(7)={(5)/(2)}<br>*100 |
|--------------------------------|--------------------|--------------------|------------------------------------------------------------------|--------------------------|------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                | 1                  | 2                  |                                                                  | 4                        | 5                      |                                                               |                                                             |
| Promoter and Promoter Group    | 215451070          | 215451070          | 100.00                                                           | 215451070                | 0                      | 100.00                                                        | 0.00                                                        |
| Public - Institutional holders | 296416047          | 248140517          | 83.71                                                            | 248140517                | 0                      | 100.00                                                        | 0.00                                                        |
| Public - Others                | 114879025          | 14196267           | 12.36                                                            | 14194179                 | 2088                   | 99.99                                                         | 0.01                                                        |
| Grand Total                    | 626746142          | 477787854          | 76.23                                                            | 477785766                | 2088                   | 100.00                                                        | 0.00                                                        |

**Resolution No.6 - Adoption of new Articles of Association.**

| Promoter / Public              | No. of shares held | No of Votes Polled | % of Votes Polled on outstanding shares<br>(3)={ (2)/(1) } * 100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>(6)={ (4)/(2) } * 100 | % of Votes against on votes polled<br>(7)={ (5)/(2) } * 100 |
|--------------------------------|--------------------|--------------------|------------------------------------------------------------------|--------------------------|------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                | 1                  | 2                  |                                                                  | 4                        | 5                      |                                                               |                                                             |
| Promoter and Promoter Group    | 215451070          | 215451070          | 100.00                                                           | 215451070                | 0                      | 100.00                                                        | 0.00                                                        |
| Public - Institutional holders | 296416047          | 247522042          | 83.50                                                            | 244351089                | 3170953                | 98.72                                                         | 1.28                                                        |
| Public - Others                | 114879025          | 14196222           | 12.36                                                            | 14193814                 | 2408                   | 99.98                                                         | 0.02                                                        |
| Grand Total                    | 626746142          | 477169334          | 76.13                                                            | 473995973                | 3173361                | 99.33                                                         | 0.67                                                        |

**Resolution No.7 - Payment of Commission to Non Executive Directors of the Company not exceeding 1% of net profits of the Company per annum, for each financial year commencing from 1<sup>st</sup> April 2015.**

| Promoter / Public              | No. of shares held | No of Votes Polled | % of Votes Polled on outstanding shares<br>(3)={ (2)/(1) } * 100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>(6)={ (4)/(2) } * 100 | % of Votes against on votes polled<br>(7)={ (5)/(2) } * 100 |
|--------------------------------|--------------------|--------------------|------------------------------------------------------------------|--------------------------|------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                | 1                  | 2                  |                                                                  | 4                        | 5                      |                                                               |                                                             |
| Promoter and Promoter Group    | 215451070          | 215451070          | 100.00                                                           | 215451070                | 0                      | 100.00                                                        | 0.00                                                        |
| Public - Institutional holders | 296416047          | 248140517          | 83.71                                                            | 247296517                | 844000                 | 99.66                                                         | 0.34                                                        |
| Public - Others                | 114879025          | 14196222           | 12.36                                                            | 14190987                 | 5235                   | 99.96                                                         | 0.04                                                        |
| Grand Total                    | 626746142          | 477787809          | 76.23                                                            | 476938574                | 849235                 | 99.82                                                         | 0.18                                                        |



CHAIRMAN

Place : Mumbai

Date : Aug 15<sup>th</sup> 2015