

**MINUTES OF THE 78TH ANNUAL GENERAL MEETING
OF THE MEMBERS OF CROMPTON GREAVES LIMITED HELD
AT RAVINDRA NATYA MANDIR, SAYANI ROAD, PRABHADEVI, MUMBAI 400 025
ON FRIDAY, 24TH 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 Hires 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 30th 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 30th 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, 20th July, 2015 (09.00 a.m.) to 23rd July, 2015 (05.00 p.m.) in proportion to their shareholding as on the record date of 17th 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 Tejwani
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 Mascarehns
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 31st March, 2015, including the Audited Profit and Loss Account for the year ended 31st 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 31st 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 16th October, 2014 and 3rd February, 2015 respectively, for the year ended 31st 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



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 20th July, 2015 and 24th July, 2015) and for the poll that took place at the 78th 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	$(3)=\frac{(2)}{(1)} * 100$	4	5	$(6)=\frac{(4)}{(2)} * 100$	$(7)=\frac{(5)}{(2)} * 100$
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	$(3)=\frac{(2)}{(1)} * 100$	4	5	$(6)=\frac{(4)}{(2)} * 100$	$(7)=\frac{(5)}{(2)} * 100$
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 $(3)=\frac{(2)}{(1)} \times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $(6)=\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled $(7)=\frac{(5)}{(2)} \times 100$
	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 $(3)=\frac{(2)}{(1)} \times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $(6)=\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled $(7)=\frac{(5)}{(2)} \times 100$
	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.

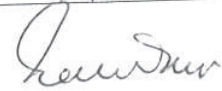
Promoter / Public	No. of shares held	No of Votes Polled	% of Votes Polled on outstanding shares $(3)=\frac{(2)}{(1)} \times 100$	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled $(6)=\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled $(7)=\frac{(5)}{(2)} \times 100$
	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 $(3)=\frac{(2)/(1)}{100}$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $(6)=\frac{(4)/(2)}{100}$	% of Votes against on votes polled $(7)=\frac{(5)/(2)}{100}$
	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 1st April 2015.

Promoter / Public	No. of shares held	No of Votes Polled	% of Votes Polled on outstanding shares $(3)=\frac{(2)/(1)}{100}$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $(6)=\frac{(4)/(2)}{100}$	% of Votes against on votes polled $(7)=\frac{(5)/(2)}{100}$
	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. 13th, 2015.