



07

REPORT ON CORPORATE GOVERNANCE

The Company's (CG's) philosophy on Corporate

Governance. At CG, we firmly trust that good governance is a systemic process which enables the Company to operate in an environment and manner that meets with the ethical, legal and business expectations and at the same time fulfils its social responsibilities.

CG continuously strives for betterment of its Corporate Governance mechanisms in order to improve efficiency, transparency and accountability of its operations. To keep pace with an evolving global business environment, CG continuously innovates and adapts the best governance practices to meet the new demands. Corporate Governance is a journey and the Company continues its pursuit of excellence in this area.

We believe that 'Values' are the core of any sustainable organization and the driving

force for its people at all levels. Establishing trustworthy long-term relationships with business partners, employees, regulators, stakeholders and communities is crucial to an organization's continued growth and success.

At CG, we believe no different and therefore, have adopted the following values as fundamental guiding principles for our business which further strengthen our philosophy on Corporate Governance;

- Performance Excellence
- Customer Orientation

[Pursuant to Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015]



- Leading Edge Knowledge
- Intellectual Honesty
- Nurturance

BOARD OF DIRECTORS COMPOSITION

The Company has adopted the Board Diversity Policy to ensure that the composition of the Board is optimum, balanced and diverse so as to benefit from fresh perspectives, new ideas, vigorous challenges and broad experience.

As on the date of this report, the Company has a ten member Board of Directors. The Chairman, Mr Gautam Thapar is a Non-Executive Director and represents the Promoter Group. Mr K N Neelkant is the CEO and Managing Director. Mr Madhav Acharya is an Executive Director-Finance and CFO.

Five other Non-Executive Directors — Mr Shirish Apte, Mr Sanjay Labroo, Ms Meher Pudumjee, Dr Valentin von Massow

and Ms Ramni Nirula are independent in terms of Section 149(6) of the Companies Act, 2013 and Regulations 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (the 'Listing Regulations'). Two other Directors — Mr B Hariharan and Dr Omkar Goswami are Non-Executive Directors.

During FY2016, Mr Laurent Demortier stepped down as CEO and Managing Director of the Company w-e-f 3 February 2016. He continued to act as an Executive Director of the Company till 31 March 2016. Dr (Mrs) Colette Lewiner resigned from the Directorship effective from 14 March 2016.

Thus, as on the date of this report, the Board of Crompton Greaves Limited comprises of two Executive Directors and eight Non-Executive Directors, of whom five are Independent Directors. **Table 1** gives the

composition of the Board, and the number of outside Directorships held by each Director.

OTHER DIRECTORSHIPS

As per the disclosures received from the Directors, none of the Directors is a Director in more than 10 public limited companies or acts as an Independent Director in more than 7 listed companies. The CEO and Managing Director does not act as an Independent Director on any listed Company's Board. Further none of the Directors act as a member of more than 10 Committees or act as a Chairman of more than 5 Committees across all public limited Companies in which he is a Director.

BOARD MEETINGS

There were six Board Meetings held during FY2016: on 27–28 May 2015, 23–24 July 2015, 28–29 October 2015,

01 COMPOSITION OF THE BOARD AS ON 27 MAY 2016

NAME	PARTICULARS	OTHER BOARD REPRESENTATIONS		
		DIRECTORSHIPS (EXCLUDING CROMPTON GREAVES LIMITED) (A)	COMMITTEE MEMBERSHIPS (B)	COMMITTEE CHAIRMANSHIPS (B)
Mr Gautam Thapar	Non-Executive; Chairman; Promoter	10	2	NIL
Mr K N Neelkant*	Executive; CEO and Managing Director	9	1	4
Mr Shirish Apte	Non-Executive; Independent	NIL	NIL	NIL
Dr Omkar Goswami	Non-Executive	11	6	1
Mr B Hariharan	Non-Executive	10	4	3
Mr Sanjay Labroo	Non-Executive; Independent	16	2	NIL
Ms Meher Pudumjee	Non-Executive; Independent	9	1	NIL
Dr Valentin von Massow	Non-Executive; Independent	1	NIL	NIL
Mr Madhav Acharya**	Executive Director – Finance and CFO	2	NIL	NIL
Ms Ramni Nirula***	Non-Executive; Independent	12	4	4

Notes:

(a) Includes only Indian companies, but excludes alternate directorships (b) Of only Audit Committees and Stakeholders Relationship Committees of public limited companies.

*Appointed w-e-f 3 February 2016 **Appointed w-e-f 1 April 2016 ***Appointed w-e-f 6 April 2016

02 ATTENDANCE RECORD OF THE DIRECTORS, FY2016

NAME	ATTENDANCE	
	BOARD MEETINGS	LAST AGM
Mr Gautam Thapar	6	Yes
Mr K N Neelkant*	2	Not Applicable
Mr Laurent Demortier^	4	Yes
Mr Shirish Apte	5	Yes
Dr Omkar Goswami	5	Yes
Mr B Hariharan	6	Yes
Mr Sanjay Labroo	4	No
Dr (Mrs) Colette Lewiner*	4	Yes
Ms Meher Pudumjee	5	No
Dr Valentin von Massow	5	Yes
Mr Madhav Acharya**	Not Applicable	Not Applicable
Ms Ramni Nirula***	Not Applicable	Not Applicable

*Appointed w-e-f 3 February 2016 ^Resigned w-e-f 31 March 2016 *Resigned w-e-f 14 March 2016 **Appointed w-e-f 1 April 2016 ***Appointed w-e-f 6 April 2016

1–2 February 2016, 25 February 2016 and 3 March 2016. The Company's last Annual General Meeting was held on 24 July 2015. **Table 2** gives the attendance record of the Directors.

Meetings of the Board are pre-scheduled. Board meetings are convened by giving appropriate notice to the Directors.

The Board critically evaluates the Company's strategic direction, risks and opportunities, key projects in M&A, investments, financial performance, asset optimization, management policies and their effectiveness. The Board

has dedicated meetings for review of annual strategic and operating plans, capital allocation and annual budgets of businesses. Additionally, the Board reviews the compliance processes, internal control systems and material occurrences in the areas of EHS, financial liabilities, regulatory claims and developments in human resources.

SELECTION AND APPOINTMENT OF DIRECTORS

A policy on selection, appointment and remuneration of Directors has

been approved by the Nomination and Remuneration Committee in its meeting held on 2 February 2015. The Nomination and Remuneration Committee has formulated the Remuneration Policy which deals with the remuneration of the Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company. The Policy is guided by the principles as envisaged under Section 178 of the Companies Act, 2013. A substantial excerpt of the Policy is enclosed as Annexure to this Report.

As required under Regulation 46(2) (b) of the Listing Regulations, the Company has issued formal letters of appointment to the Independent Directors. The terms and conditions of their appointment are posted on the Company's website and can be accessed at <http://www.cgglobal.com/pdfs/BOD/IndDirector-Letter-of-Appointment.pdf>

INDEPENDENT DIRECTORS' MEETING

During the year under review, a meeting of the Independent Directors was held on 2 February 2016. All Independent Directors were present at the meeting to discuss the performance evaluation of the Board and Chairman, assess information flows from Management to the Board and the current strategic and operational position of the Company.

DIRECTORS' SHAREHOLDING & RELATIONSHIP INTER-SE

As on 31 March 2016, Mr B Hariharan held 657 equity shares of Rs. 2/-each and Dr Valentin von Massow held 2,687 Global Depository Receipts, none of the other Non-Executive Directors held any shares in the Company. None of the Directors on the Board is related to each other.

DIRECTORS INDUCTION AND FAMILIARISATION

The Company has in place the practice of familiarising the Independent Directors which *inter-alia* seeks to update the Directors, while their induction, on their roles, responsibilities, rights and duties under the Act and other statutes. The Board members are provided with necessary documents / brochures, forms, reports and internal policies to enable them to familiarize with the Company's procedures and practices. This process helps the Independent Directors to take well informed decisions in a timely manner.

Web link giving details of familiarization programme imparted to Independent Directors is:
<http://www.cgglobal.com/frontend/finalnonproduct.aspx?cnl2=ympqECUvhk=>

CODE OF CONDUCT

The Company has a Code of Conduct for Directors and Senior Management that reflects its high standards of integrity and ethics. The Directors and Senior Management of the Company have affirmed their adherence to

this Code of Conduct for FY2016. As required by Regulation 34 of the Listing Regulations, Mr K N Neelkant, as the Company's CEO and Managing Director, has signed and confirmed adherence to this Code of Conduct, which is annexed to this Report.

COMMITTEES OF THE BOARD RISK AND AUDIT COMMITTEE

As on the date of this Report, the Risk and Audit Committee is comprised of three Non-Executive Directors, of whom two are Independent. The composition is as under:

- Mr Shirish Apte (Chairman, Independent Director)
- Dr Omkar Goswami (Non-Executive Director)
- Mr Sanjay Labroo (Independent Director)

The members of the Risk and Audit Committee have wide exposure and knowledge in the area of finance and accounting.

The CEO and Managing Director, Chief Financial Officer, Chief of Internal Audit and representatives of the Statutory Auditors attend the meetings of Risk and Audit Committee. The Company Secretary is the Secretary to this Committee.

The Chairman of the Risk and Audit Committee briefs the Board of Directors on the discussions that took place at the Risk and Audit Committee Meeting at every Board Meeting and the Minutes of all these Committee Meetings are also circulated to the Board of Directors, for a full disclosure of the discussions at these Meetings.

The Company has an independent in-house internal audit function with adequate professional resources and skills, aligned with the Company's nature, size and complexity of business. The Head of Internal Audit reports directly to the CEO and Managing Director and also to the Risk and Audit Committee. The Company believes that an independent and professional Internal Audit Team is the key to an objective assurance on the internal control processes and from that perspective regularly reviews the adequacy of staffing and competencies of the Internal Audit team.

The Risk and Audit Committee monitors the financial reporting processes and other processes as per the regulatory requirements mandated under Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Risk and Audit Committee *inter-alia* provides

The Company believes that an independent and professional Internal Audit Team is the key to an objective assurance on the internal control processes.

reassurance to the Board on the existence of an effective internal control environment.

Besides the terms of reference as provided under the Listing Regulations, the Risk and Audit Committee, as and when applicable, mandatorily reviews the following;

- a) management discussion and analysis of financial condition and results of operations;
- b) statement of significant related party transactions, submitted by management;
- whistle blower complaints, litigations, inter-corporate transactions on regular basis;
- c) management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- d) internal audit reports relating to internal control weaknesses; and
- e) the appointment, removal and terms of remuneration of the Chief Internal Auditor.

In order to bring in more clarity on the objective, process and spell out the roles and responsibilities for an effective implementation of the Risk Management Process, the Board of Directors of the Company at its meeting held on 2 February 2016 has adopted a revised Risk Management Framework. The revised policy enables risk identification and its escalation and consolidation from unit level to business unit level and identification of risk mitigation procedures to the Board. The Risk and Audit Committee reviews the adequacy of the risk management framework of the Company, the key risks associated with the businesses of the Company and the measures and steps in place to mitigate the same, from time to time.

During FY2016, four Risk and Audit Committee meetings were held: on 22 May 2015, 23 July 2015, 28 October 2015 and 1 February 2016. The attendance record is given in **Table 3**.

NOMINATION AND REMUNERATION COMMITTEE

Constitution of the Nomination and Remuneration Committee is in compliance with the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The role of the Nomination and Remuneration Committee in brief is as follows;

- i. The Committee is responsible for formulating evaluation policies and reviewing all major aspects of Company's HR processes relating to hiring, training, talent management, succession planning and compensation

structure of the Directors and Senior Management.

- ii. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment / removal.
- iii. Carry out evaluation of every Director's performance.
- iv. Devising a policy on Board diversity.
- v. Formulate criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

As on the date of this Report, the Nomination and Remuneration Committee of the Company comprised of the following three Non-Executive Directors, of which two, including the Chairman, are independent: The composition is as under:

- Ms Ramni Nirula (Chairperson, Independent Director)
- Mr Sanjay Labroo (Independent Director)
- Mr Gautam Thapar (Non-Executive Director)

During FY2016, three Nomination and Remuneration Committee Meetings were held: on 27 May 2015, 28 October 2015 and 2 February 2016. The attendance record is given in **Table 4**.

The Committee also anchored the performance evaluation of the Board and the CEO and Managing Director. During the year, the Committee also reviewed and guided the Management on the KRAs (Key Result Areas) of members of CG's Core Management team and reviewed their evaluation processes. The Committee recommended senior level appointments, taking into consideration the level of functional competencies and managerial talent required for successfully running the globalised operations of the business.

Performance evaluation criteria for Independent Directors:

The performance evaluation of the Board of Directors was carried out during the year. A self-assessment questionnaire for individual evaluation of directors containing questions relating to the individual Director's contribution to the Board, their knowledge, skills and relation with Board and Senior Management as well as peer assessment forms were circulated to the directors along

with the Board and Committee evaluation forms. The Directors had submitted their feedback on this individual assessment directly to the Chairman of the Board.

REMUNERATION OF DIRECTORS PECUNIARY RELATIONSHIP OF NON-EXECUTIVE DIRECTORS:

The Company has no pecuniary relationship or transaction with the Non-Executive and Independent Directors other than payment of sitting fees to them for attending the Board and Committee meetings and the commission as approved by the members for their immense efforts and services to the Company.

DIRECTORS' COMPENSATION CEO and Managing Director's Compensation

The annual remuneration paid to Mr Laurent Demortier, as CEO and Managing Director / Whole-time Director during FY2016, is in line with the resolution passed by the shareholders in the Annual General Meeting of the Company held on 19 July 2011. Further the shareholders have empowered the Nomination and Remuneration Committee of the Board to revise the remuneration payable to Mr Laurent Demortier upto a ceiling of 5% of the Company's net profits, as permitted under the provisions of the Companies Act.

On the recommendations of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company at its meeting held on 2 February 2016, Mr K N Neelkant was appointed as CEO and Managing Director w-e-f 3 February 2016. His package comprises of a fixed salary component, a basket of allowances / reimbursements, performance bonus or incentive / commission, housing and other cash as well as non-cash perquisites usually applicable to such appointments at this level.

Non-Executive Directors' Compensation

The shareholders, at the 78th Annual General Meeting of the Company held on 24 July 2015 approved payment of commission to the Company's Non-Executive Directors, collectively, upto 1% of net profits, as permitted by the Companies Act, 2013. The Board has formulated Guidelines for apportionment of commission amongst the Non-Executive Directors, which provides for a minimum fixed payment for participation

at Board Meetings and Committee Meetings and also a variable component for greater involvement with the Company's initiatives and strategic direction and for roles as nominee Directors on the Board / Committees of Joint Ventures, Subsidiaries and Associate companies, based on their attendance.

The compensation details of all the Directors are given in **Table 5**.

The Company does not have any stock option plans or schemes. Any pecuniary transaction, if so undertaken between Director and the Company in the ordinary course of

business is reflected in the Related Party disclosures in the Financial Statements.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

As on the date of this Report, the Corporate Social Responsibility Committee of the Board comprised of the following four Non-Executive Directors, of which three, including the Chairperson, are independent:

- Ms Meher Pudumjee (Chairperson, Independent Director)
- Mr Shirish Apte (Independent Director)

- Dr Valentin von Massow (Independent Director)
- Mr Gautam Thapar (Non-Executive Director)

CG's CSR Policy adopted by the Board, articulates its CSR principles of responsible corporate citizenship envisaging inclusive growth, diversity and equitable development, making sustained efforts at environment preservation, working with underserved communities and preserving the ecosystem that supports the Company.

03 RISK AND AUDIT COMMITTEE MEETINGS, FY2016

DIRECTOR	CATEGORY	MEETINGS HELD	MEETINGS ATTENDED
Mr Shirish Apte	Chairman, Independent Director	4	4
Dr Omkar Goswami	Member, Non-Executive Director	4	3
Mr Sanjay Labroo	Member, Independent Director	4	4

04 NOMINATION & REMUNERATION COMMITTEE MEETINGS, FY2016

DIRECTOR	CATEGORY	MEETINGS HELD	MEETINGS ATTENDED
Dr (Mrs) Colette Lewiner*	Chairperson	3	2
Mr Sanjay Labroo	Member, Independent Director	3	2
Mr Gautam Thapar	Member, Non-Executive Director	3	3
Ms Ramni Nirula**	Chairperson, Independent Director	Not applicable	Not Applicable

*Resigned from the Directorship and the Committee membership w-e-f 14 March 2016 **Appointed as a Director w-e-f 6 April 2016 and Chairperson of the Committee w-e-f 27 May 2016

05 COMPENSATION OF THE DIRECTORS, FY2016

NAME OF THE DIRECTOR	FIXED SALARY			BONUS / INCENTIVES	OTHERS (SEVERANCE PAY)	COMMISSION	SITTING FEES	TOTAL
	BASIC SALARY	PERQUISITES / ALLOWANCES	RETIRAL BENEFITS					
Mr Gautam Thapar	-	-	-	-	-	3.59	0.02	3.61
Mr Laurent Demortier *	5.00	2.47	0.14	7.75	3.25	-	-	18.61
Mr K N Neelkant **	0.39	0.01	-	0.02	-	-	-	0.41
Mr Shirish Apte	-	-	-	-	-	0.81	0.02	0.83
Dr Omkar Goswami	-	-	-	-	-	0.19	0.02	0.21
Mr B Hariharan	-	-	-	-	-	0.18	0.01	0.19
Mr Sanjay Labroo	-	-	-	-	-	0.14	0.02	0.16
Dr (Mrs) Colette Lewiner*	-	-	-	-	-	0.36	0.01	0.37
Ms Meher Pudumjee	-	-	-	-	-	0.11	0.01	0.12
Dr Valentin von Massow	-	-	-	-	-	0.47	0.01	0.48

* Resigned w-e-f 14 March 2016

Resigned as CEO and Managing Director w.e.f 3 February 2016 and continued as a whole-time Director upto 31 March 2016

** Appointed w.e.f 3 February 2016

06 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MEETINGS, FY2016

DIRECTOR	STATUS	MEETINGS HELD	MEETINGS ATTENDED
Ms Meher Pudumjee	Chairperson, Independent Director	2	2
Mr Shirish Apte	Member, Independent Director	2	1
Dr Valentin von Massow	Member, Independent Director	2	2
Mr Gautam Thapar	Member, Non Executive Director	2	2

07 DETAILS OF ANNUAL GENERAL MEETINGS

FINANCIAL YEAR	LOCATION	DATE	TIME
2012-2013	Swatantryaveer Savarkar Rashtriya Smarak, Mumbai 400 028	6 August 2013	3.00 p.m.
2013-2014	Swatantryaveer Savarkar Rashtriya Smarak, Mumbai 400 028	5 August 2014	3.00 p.m.
2014-2015	Ravindra Natya Mandir, Mumbai 400 028	24 July 2015	3.00 p.m.

Given below are the Special Resolutions that were approved by shareholders at the last three Annual General Meetings held on:

08 SPECIAL RESOLUTIONS THAT WERE APPROVED BY SHAREHOLDERS AT ANNUAL GENERAL MEETINGS

AGM	DESCRIPTION
6 August 2013 (76 th AGM)	No Special Resolution was passed at the 76th Annual General Meeting held on 6 August 2013
5 August 2014 (77 th AGM)	Appointment of Mr Sanjay Labroo as Independent Director Appointment of Ms Meher Pudumjee as Independent Director Appointment of Dr Valentin von Massow as Independent Director Creating Mortgage / Charge on the assets of the Company Alteration of Articles of Association
24 July 2015 (78 th AGM)	Adoption of new Articles of Association

No resolution was passed by way of postal ballot during the Financial Year 2015-16

During the year, the Corporate Social Responsibility Committee approved the CSR expenditure budget and Project plan for FY2016. Besides review of the CSR expenditure and the activities pertaining to CSR by the Committee, a quarterly report on the status of the milestones achieved is presented at the Board Meetings.

During FY2016, two CSR Committee Meetings were held on 28 May 2015 and 2 February 2016. The attendance record is given in **Table 6**.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Committee comprises of the following Directors:

- Mr Gautam Thapar (Chairman, Non-Executive Director)
- Mr K N Neelkant (Executive Director) Appointed w-e-f 3 February 2016
- Mr Laurent Demortier (Executive Director) Resigned on 31 March 2016

During FY2016, the Stakeholders' Relationship Committee met on 3 February 2016, at which meeting all the Members were present.

The Committee reviews the redressal of grievances of security holders of the Company, including investors' complaints related to transfers and transmissions, annual reports, dividends and other share related matters; the periodicity and effectiveness of the share transfer process, regulatory certifications, depository related issues and activities of the Registrar and Transfer Agent. In addition to a review by this Committee, the Company continues its existing practice of reporting to the Directors at each Board Meeting, the number and category of shareholder complaints received and the status of their resolution. The Company enjoys an extremely high level of investor satisfaction, which is reflected in the very insignificant number of investor complaints.

The Company received 11 shareholders' complaints during the financial year under review, which were of a routine nature and were satisfactorily resolved. There

are no outstanding complaints or Share Transfers pending as on 31 March 2016.

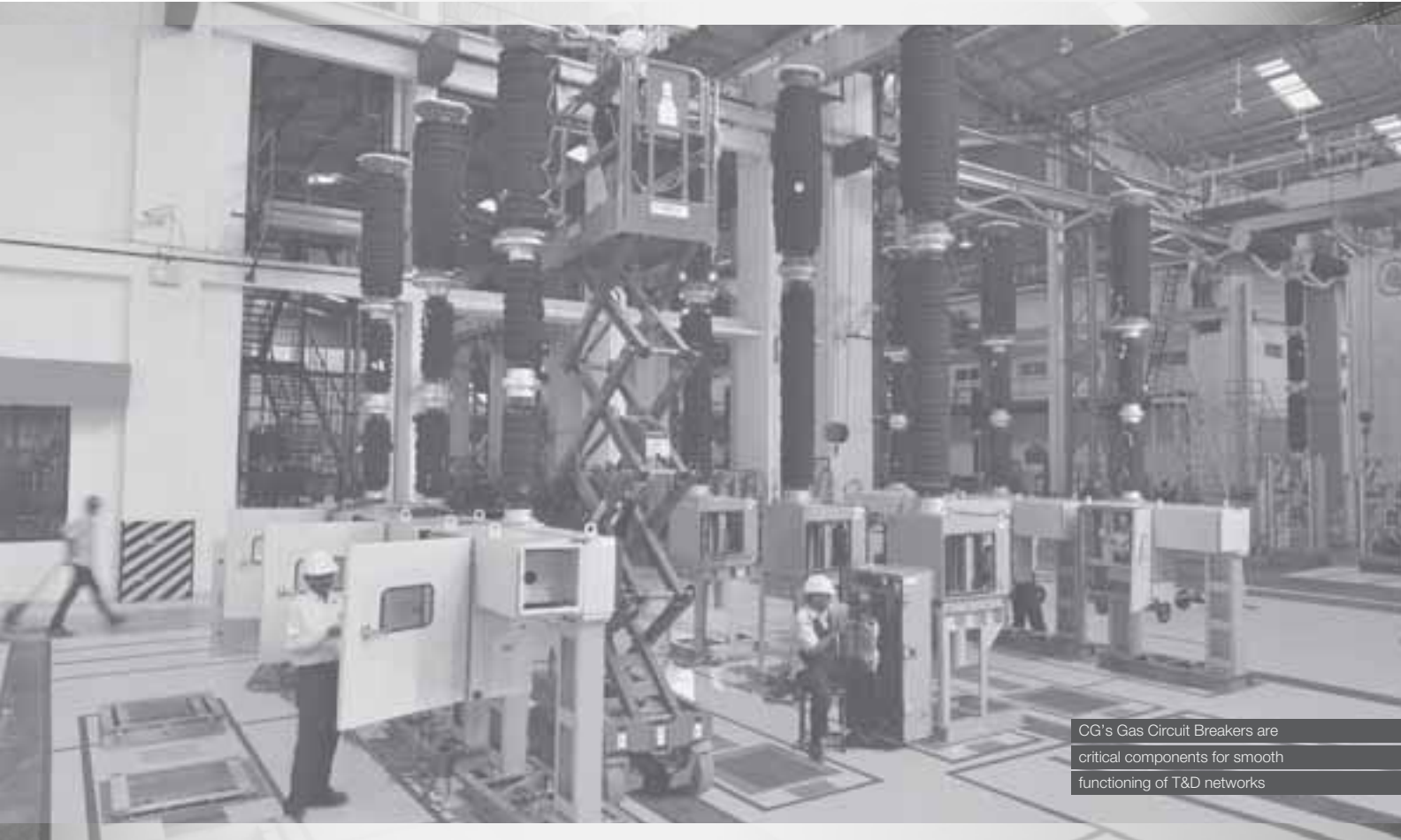
INFORMATION ON GENERAL BODY MEETINGS

The details of the last three Annual General Meetings are given in **Table 7**. The Special Resolutions that were approved by shareholders at these Meetings are given in **Table 8**.

MEANS OF COMMUNICATION

Full and complete disclosure of information regarding the Company's financial position and performance is an important part of the Company's Corporate Governance ethos. The Company has demonstrated this commitment by sending its shareholders a full version of its Annual Report, despite a regulatory exemption.

The Company welcomes the "Green Initiatives" being promoted by the Ministry of Corporate Affairs (MCA), to encourage e-enabled regulatory compliances, in its efforts to conserve consumption of paper and



CG's Gas Circuit Breakers are critical components for smooth functioning of T&D networks

preserve the environment. In furtherance of this important initiative, the Companies Act, 2013, has permitted companies to provide its shareholders documents, including the Annual Report, by electronic mode. In support of MCA's endeavours in this direction, the Company sends its Annual Report as well as other shareholder correspondence by e-mail to e-addresses registered with the Company / Depository Participants for communication purposes. In case any such shareholder desires to receive a physical copy of the Annual Report, the Company will be happy to provide the same upon request. 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 the meeting.

Regulation 33 of the Listing Regulations requires a company to only submit stand-alone unaudited financial results and gives an option to a company having subsidiaries, to submit consolidated results to Stock

Exchanges. However, despite this regulatory exemption available, the Company has consciously chosen on a quarterly basis to submit quarterly consolidated unaudited financial results to the Stock Exchanges and additionally also publish both stand-alone and consolidated financial results in the newspapers, for better disclosures to its shareholders and the general investor community.

The Company's quarterly results in the format prescribed by the Stock Exchanges are approved and taken on record by the Board within the prescribed timeframe and sent immediately to all Stock Exchanges on which the Company's shares are listed. These results are published in leading newspapers – The Financial Express in English and Loksatta, in vernacular and are also uploaded on the "NEAPS" and "LISTING BSEINDIA" webportal sponsored by the National Stock Exchange of India Limited and BSE Limited respectively. The Company further files on-line information on financial statements and other matters

specified, on the PN Newswire webportal which is approved by the London Stock Exchange.

After every quarterly Board Meeting for declaration of results, the Company conducts an analyst interaction, to provide greater transparency and clarifications on the Company's financial performance.

Information about the Company in general, its financial results and other information, including official press releases can also be accessed at the Company's website. The 'Information to Investor' section of the CG website provides 'live' share prices of CG, as well as, graphical information relating to the historical share prices and published financials. Graphs relating to income & profitability, balance sheet & equity position, ratios, share returns on the stand-alone and consolidated position of CG are readily available, across a number of years, in a user friendly manner for use by retail investors and researchers.

CG's Investor Query System, a web based system continues to support the shareholders

in sending queries relating to any processing activity concerning their shareholding in CG.

GENERAL SHAREHOLDER INFORMATION

ANNUAL GENERAL MEETING

Date: Tuesday, 30 August 2016

Time: 3.00 p.m.

Venue: Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (W), Mumbai 400 028.

TENTATIVE CALENDAR FOR FINANCIAL YEAR ENDING 31 MARCH 2017

First Quarter Results

End of July / First fortnight of August

Second Quarter Results

End of October / First fortnight of November

Third Quarter Results

End of January / First fortnight of February

Last Quarter Results and

Annual Audited Results

April / May

Dates of Book Closure

Friday, 19 August 2016 to Tuesday, 30 August 2016 (both days inclusive)

NAME & ADDRESS OF THE STOCK EXCHANGES

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

Stock Code: 500093
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.
Stock Code: CROMPGREAV

ISIN: INE067A01029 (NSDL & CDSL)
GDR Code: 5090318

MARKET PRICE DATA: BSE LIMITED (TABLE 9)

15 March 2016 being ex-entitlement date to reckon the entitlements of shareholders to receive share of Crompton Greaves Consumer Electricals Ltd. upon effective implementation of the Scheme. Hence CG's scrip was part of pre-open call auction session on 15 March 2016. Record date was fixed on 16 March 2016. (Chart A)

DISTRIBUTION OF SHAREHOLDING AS ON 31 MARCH 2016 (TABLE 10)

CATEGORIES OF SHAREHOLDERS ON 31 MARCH 2016 (TABLE 11)

REGISTRAR AND TRANSFER AGENTS For Shares

The Company's Registrar and Transfer Agent is Datamatics Financial Services Limited, which is a SEBI registered Registrar and Transfer Agent, whose contact details are as under: Datamatics Financial Services Limited

Unit: Crompton Greaves Limited
Plot No B-5, Part B Crosslane,
MIDC Marol, Andheri (East), Mumbai 400 093.
Tel: + 91 (0) 22 6671 2151 to 6671 2160
Fax: + 91 (0) 22 6671 2230
Email: cginvestors@dfssl.com

SHARE TRANSFER SYSTEM

The Company's shares are compulsorily traded in dematerialised form. In the case of transfers in physical form which are lodged at the Registrar and Transfer Agent's office, these are processed within a maximum period of 15 days from the date of receipt.

All share transfers and other share related issues are approved by the Securities Transfer Committee duly constituted for this purpose. During FY2016, 53 approvals were obtained. The total number of shares in physical form transferred during the year under review were 1161 shares.

DEMATERIALISATION OF SHARES

As on 31 March 2016, 99.13% of the total shares of the Company were dematerialised, compared with 99.08% last year.

GLOBAL DEPOSITORY RECEIPTS (GDRs)

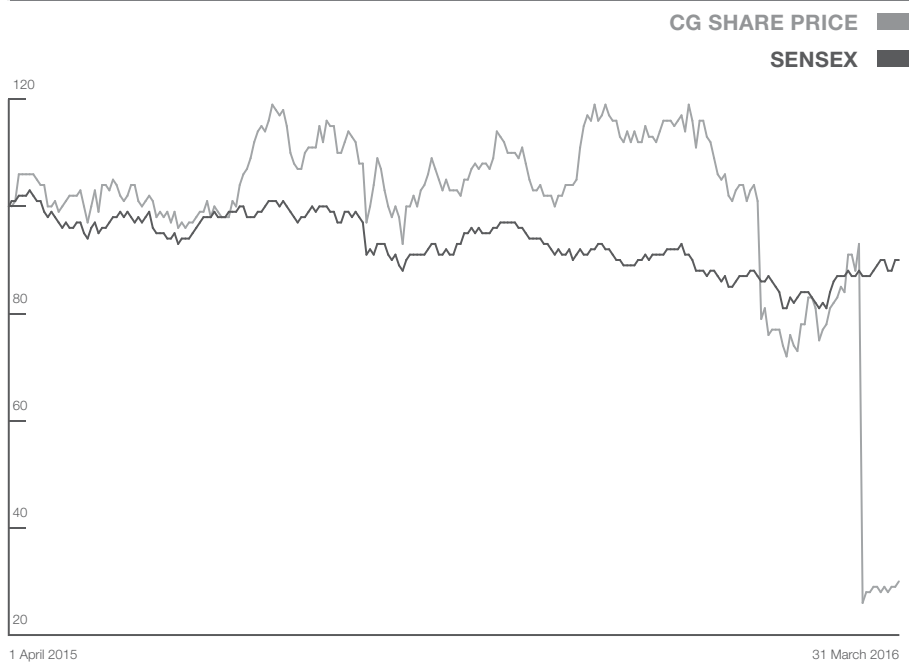
The Company issued GDRs in 1996 and the underlying shares for each GDR were issued in the name of The Bank of New York, the Depository. Each GDR of the Company is equivalent to five shares. As on 31 March

09 MARKET PRICE DATA: BSE LIMITED

MONTH	HIGHEST (RS.) OF THE MONTH	LOWEST (RS.) OF THE MONTH	CLOSING (RS.) (1ST TRADING DAY OF THE MONTH)	SENSEX (1ST TRADING DAY OF THE MONTH)
April 2015	179.35	155.40	166.10	28260.14
May 2015	176.25	159.25	169.95	27490.59
June 2015	172.45	157.40	169.00	27848.99
July 2015	201.45	161.90	162.45	28020.87
August 2015	195.05	154.85	184.40	28187.06
September 2015	183.20	152.85	166.25	25696.44
October 2015	192.95	168.25	169.30	26220.95
November 2015	199.95	164.25	170.45	26559.15
December 2015	202.65	183.10	194.40	26169.41
January 2016	203.50	165.45	193.95	26160.90
February 2016	175.00	113.65	172.60	24824.83
March 2016	159.80	40.50	134.30	23779.35
			Share Price	Sensex
As on 31 March 2016			49.20	25341.86

A SHARE PERFORMANCE VS BSE SENSEX

CROMPTON GREAVES SHARE PRICE AND BSE SENSEX = 100 ON 1 APRIL 2015



The record date for determining the entitlement of CGCEL shares for the Company's shareholders was 16 March 2016 and consequently the Company's shares commenced quoting stand-alone excluding consumer business on 15 March 2016.

10 DISTRIBUTION OF SHAREHOLDING AS ON 31 MARCH 2016

NO OF SHARES	NO OF SHAREHOLDERS	% OF SHAREHOLDERS
Upto 500	129666	87.16
501 - 1000	8360	5.62
1001 - 2000	4934	3.32
2001 - 3000	1846	1.24
3001 - 4000	949	0.64
4001 - 5000	616	0.41
5001 - 10000	1234	0.83
10001 and above	1158	0.78
	148736	100.00

11 CATEGORIES OF SHAREHOLDERS AS ON 31 MARCH 2016

CATEGORY	NO OF SHARES OF RS.2/- EACH	% OF SHAREHOLDERS
Promoters	215451070	34.38
Indian Institutional Investors	43480989	6.94
Bodies Corporate	50716189	8.09
Foreign Institutional Investors	87234875	13.92
NRIs, OCBs, GDRs	3548578	0.56
Mutual Funds	157930761	25.20
General Public	68383023	10.91
Directors	657	0.00
	626746142	100.00

2016, 176,466 GDRs were outstanding, which represented 8,82,329 underlying equity shares.

PLANT LOCATIONS

Detailed information on plant locations, products, establishments and service centres with their contact details, is provided at the end of this Annual Report.

ADDRESS FOR CORRESPONDENCE

Corporate Secretarial Department

The Corporate Secretarial Department is located at the Company's Head Office at 10th Floor, CG House, Dr Annie Besant Road, Worli, Mumbai 400 030.

Investor Services Department

In addition to the Share Registrar and Transfer Agent, our Investor Services Department, which is located at the Company's Registered Office, will be happy to assist, in case investors experience any difficulties in their interaction with Datamatics Financial Services Limited.

Contact Person:

Mr Shirish Athalekar,

Manager-Corporate Secretarial

Time: 2.00 pm to 5.00 pm (Mondays to Fridays)

Tel: +91 22 24237805

Fax: +91 22 24237545

E-mail: shirish.athalekar@cgglobal.com

OTHER DISCLOSURES

DISCLOSURE OF MATERIAL TRANSACTIONS

Considering the size and nature of operations, there were no related party transactions of a materially significant nature in terms of the Listing Agreement / Listing Regulations, as applicable, with Stock Exchanges that could have a potential conflict with the interests of the Company at large.

DISCLOSURE OF PENDING CASES / INSTANCES OF NON-COMPLIANCE

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three financial years.

WHISTLE BLOWER POLICY

The Company has formulated a Whistle Blower Policy for employees to report concerns of unethical behaviour and violation of the

Company's Code of Business Practices. The details of the policy are contained in the Directors' Report and are also posted on the website of the Company. The whistle blowers are not denied access to the Risk and Audit Committee.

The Company has complied with all mandatory items of Clause 49 of the Listing Agreement as were applicable till 30 November 2015 and the Listing Regulations from 1 December 2015 onwards. The Company has executed fresh agreements with BSE & NSE as required under the Listing Regulations.

GOVERNANCE OF SUBSIDIARIES

The subsidiaries of the Company are adequately empowered through delegation of the operational powers to local Management at all locations. The Management of subsidiary companies are responsible for statutory compliances, health & safety concerns, integrity of accounts and assurance on internal controls. The material contents of the minutes of Board Meetings of all Indian as well as foreign subsidiaries of the Company are placed before the Board of Directors of the Company. The Company has also established a mechanism through which financial concerns, material defaults, show cause notices, dangerous occurrences, product liability claims, significant developments in human resources, major financial decisions and similar significant actions / decisions of all subsidiary companies are reported to the Company's Board of Directors. In addition, financial statements, compliance issues, internal control procedures and operational risks of these subsidiaries are also reviewed by the Risk and Audit Committee of CG, as applicable. The Company has formulated a Policy on Material Subsidiaries which is available on the weblink: <http://www.cgglobal.com/pdfs/policies/Policy-determining-Mat-Subsidiaries.pdf>. Significant transactions entered into by the material subsidiaries are monitored on a quarterly basis by the Risk and Audit Committee and the Board.

The policy on dealing with related party transactions can be accessed on the website of the company on the following weblink: <http://www.cgglobal.com/pdfs/policies/India%20Related%20Party%20Transactions%20Policy.pdf>

The Company is not dealing in commodities and hence disclosure relating to commodity price risks and commodity hedging activities is not given.

There is no non-compliance of any requirements of Corporate Governance Report as prescribed under sub-para (2) to (10) of Part C of Schedule V of the Listing Regulations.

UNCLAIMED SHARES

Regulation 39(4) of the Listing Regulations with Stock Exchanges requires a listed company to transfer shares, which have remained unclaimed pursuant to a public issue or any other issue, to an Unclaimed Suspense Account with a Depository Participant. The voting rights with respect to the shares held in such Unclaimed Suspense Account are frozen and future share allotments are also to be issued directly to such account. This Regulation requires a Company to send three reminders in this regard before the transfer. During FY2016, 21 shareholders have claimed 8438 shares which were transferred to their demat account.

UNCLAIMED DIVIDEND

Date of Declaration of Dividend	Due Date for Transfer to the Investor Education and Protection Fund
27 October 2009	26 November 2016
28 January 2010	27 February 2017
25 October 2010	24 November 2017
28 January 2011	27 February 2018
23 March 2011	22 April 2018
19 October 2011	18 November 2018
31 January 2012	2 March 2019
23 March 2012	22 April 2019
20 July 2012	19 August 2019
1 November 2012	30 November 2019
6 August 2013	5 September 2020
8 November 2013	7 December 2020
29 January 2014	28 February 2021
5 August 2014	4 September 2021
16 October 2014	15 November 2021
3 February 2015	2 March 2022

NON-MANDATORY REQUIREMENTS

The Company has implemented the following non-mandatory requirements recommended under Schedule V of Regulation 34(3) of the Listing Regulations; a) Chairman's Office: Office with requisite facilities is provided and maintained at the Company's expense for use by the Chairman

of the Company. The Company also reimburses all expenses incurred in his furthering the Company's business interests.

b) The office of the Chairman and Chief Executive Officer are separately held by two different individuals.

c) Reporting by Internal Auditor: The internal auditor of the Company directly reports to the Risk and Audit Committee.

ADDITIONAL INFORMATION

- Management Discussion and Analysis Report is given as a separate chapter in the Annual Report.
- Accounting Policies: The Company has adopted accounting treatments which are in conformance with those prescribed by the applicable Accounting Standards.
- IT Activities: As permitted under the Companies Act, 2013, the Company maintains its books of accounts in electronic form. The Company hosts and manages all business applications and data in its own Tier 3 data center located at Mumbai and does not utilise any cloud or third party hosted environments for this service.
- Insider Trading: The Company has comprehensive guidelines in accordance with the SEBI Regulations in this regard, which advise and caution the Directors, Management, employees and their connected persons on the procedures to be followed, whilst dealing with the securities of the Company. The Insider Trading Code framed by the Company helps in ensuring compliance with these requirements.
- Quiet Period Policy: CG follows a Quiet Period Policy during which the Company does not engage in any discussions, communications or other interaction with analysts, investors or media, except as permitted under the Listing Regulations. This "Quiet Period" commences on the 16th of the third month of each quarter and continues upto the conclusion of the Board Meeting at which the financial results for each quarter are announced to the Stock Exchanges. However, during the Quiet Period, the Company's Investor Services Department continues to address investor related issues and communications with the Stock Exchanges and other Regulatory Authorities as required by law.

CEO / CFO CERTIFICATION

For FY2016, Mr K N Neelkant, CEO and Managing Director and Mr Madhav Acharya, Chief Financial Officer have certified to the Board with respect to the financial statements, internal controls and other matters, as required under Regulation 34 of the Listing Regulations and the said Certificate is contained in this Annual Report.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained a certificate from the Auditors of the Company regarding compliance with the provisions relating to Corporate Governance for FY2016, as prescribed by Regulation 34 of the Listing Regulations which is attached herewith.

On behalf of the Board of Directors

G THAPAR

Chairman

DIN (00012289)

Mumbai, 27 May 2016

CEO-CFO ANNUAL CERTIFICATION

To
The Board of Directors
Crompton Greaves Limited

CERTIFICATE

We have reviewed the Stand-alone and Consolidated financial statements and the cash flow statement of Crompton Greaves Limited (the Company) for the financial year ended 31 March 2016 and certify that:

- a) These statements to the best of our knowledge and belief:
- do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls of which we are aware, and the steps taken or proposed to be taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
- significant changes in internal control over financial reporting during the year;
 - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- e) To the best of our knowledge and belief, there are no instances of significant fraud involving either the management or employees having a significant role in the Company's internal control system over financial reporting.

K N NEELKANT
CEO and Managing Director
DIN (05122610)

M ACHARYA
Executive Director-Finance and CFO
DIN (02787445)
Mumbai, 27 May 2016

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE REPORT

To
The Members
Crompton Greaves Limited
Mumbai

Dear Sirs,

We have examined the compliance of conditions of Corporate Governance by Crompton Greaves Limited (the 'Company'), for the year ended 31 March 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the Stock Exchanges for the period from 1 April 2015 to 30 November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period from 1 December 2015 to 31 March 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance as stipulated in the said clauses. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement / Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

SHARP & TANNAN
Chartered Accountants
Firm's Registration No.109982W
by the hand of

MILIND P. PHADKE
Partner
Membership No.033013
Mumbai, 27 May 2016

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

This is to certify that all the Members of the Board of Directors and Senior Management (i.e. one level below the Executive Directors) of the Company, have confirmed compliance with the Company's Code of Conduct during April 2015 to March 2016.

The Company's Code requires every Member of the Board and Senior Management to:

- Fulfill the functions of their office with integrity as well as professionalism and exercise the powers attached thereto, with due care and diligence.
- Act in the best interests of, and fulfill their fiduciary obligations to the Company's shareholders, whilst also considering the interests of other stakeholders.
- Take informed business decisions based on independent judgment and in the best interests of the Company, not influenced by personal interest or gain.
- Respect the confidentiality of information and use utmost discretion whilst deciding its disclosure or dissemination, ensuring that no personal advantage or detriment to the Company results from the same.
- Make available to, and share information with fellow Directors / Executives when considered expedient in the best interests of the Company.
- Protect and use the Company's assets for legitimate business purposes and be alert to situations that could lead to loss or misuse of these assets.
- Minimise any situation or action that can create conflict of interests of the Company vis-à-vis personal interest or interests of associated persons, and make adequate disclosures, where necessary.
- Act in a manner that will protect the Company's reputation.
- Encourage reporting of behaviour, which is contrary to the Company's "Values", and ensure that the person reporting such violation is not aggrieved in any manner.
- Comply, in letter and spirit, with all applicable laws, rules and regulations, and also honour the philosophy of "good faith", guided by one's sense of right and wrong.
- Abide by the relevant terms of the Insider Trading Code formulated by the Company, and any other Code that may be formulated from time to time, as applicable.
- Adhere to the terms of the powers delegated by the Board.
- Whilst entering into contracts with Service Providers and Consultants, protect the arrangement for disclosure or dissemination of confidential information.
- Establish processes and systems for storage, retrieval and dissemination of documents, both in physical and electronic form, so that the obligations of this Code of Conduct are fulfilled.
- Raise concerns, if any, on the above issues, at a Board Meeting.

K N NEELKANT
CEO and Managing Director
DIN (05122610)
Mumbai, 27 May 2016