

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

Corporate Identity Number: L99999MH1937PLC002641



Smart solutions.
Strong relationships.

Our Ref : COSEC/136/2016

January 6, 2016

By E - Mail and Courier

The Corporate Relationship Department

Stock Exchange, Mumbai
1st Floor, New Trading Ring
Rotunda Building
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai 400 001
Scrip Code : 500093

The Assistant Manager – Listing

National Stock Exchange of India
Exchange Plaza, Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051
Scrip Code : CROMPGREAV

REGULATION 27 – SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to Regulation 27 of SEBI (LODR) Regulations, 2015, we enclosed Corporate Governance Report for the quarter ended December 31, 2015.

We would appreciate if you could take the same on record.

Thanking you

Yours faithfully
for Crompton Greaves Limited

Manoj Kouli
Company Secretary & Compliance Officer
ACS No 16902.



AVANTHA
POWER & ENERGY

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Corporate Governance Report.

1. Name of the Company : Crompton Greaves Limited
2. Quarter Ended: December 31, 2015.

I Composition of Board of Directors

Title (Mr/ Ms)	Name of the Director	PAN ³ & DIN	Category (Chairperson /Executive/ Non- Executive/ Independent / Nominee) ⁴	Date of Appointment in Current term/Cessation	Tenure*	No. of Directorship in Listed entities including this listed Company (Ref Reg 25(1))	Number of membership in Audit /Stakeholder Committee(s) including this listed entity (Reg Reg 26(1))	No of Post Chairperson in Audit/ Stakeholder committee held in listed entities including this entity (Ref Reg 26(1))
Mr	Gautam Thapar	ABNPT6298B & 00012289	Chairman - Non Executive	24/07/2015	NA	3	3	1
Mr	Dr Omkar Goswami	AESPG3729A & 00004258	Non Executive	06/08/2013	NA	6	6	1

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AVANTHA
SOLUTIONS

Crompton Greaves Limited

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Mr	Sanjay Labroo	AABPL6516H & 00009629	Independent	05/08/2014	5 Years	3	2	NIL
Ms	Meher Pudumjee	AGNPP3413B & 00019581	Independent	05/08/2014	5 Years	2	1	NIL
Mr	Laurent Demotier	BDAPD5755M & 03520825	Executive	29/05/2014	NA	1	NIL	NIL
Mr	Bhuthalingam Hariharan	ADXPB2158A & 00012432	Non Executive	06/08/2013	NA	2	1	NIL
Mr	Shirish Apte	AAACC1840K & 06556481	Independent	05/08/2014	5 Years	1	1	1
Mr	Dr Valentin von Massow	NA & 00239314	Independent	05/08/2014	5 Years	2	NIL	NIL
Ms	Dr Colette Lewiner	NA & 06458807	Independent	05/08/2014	5 Years	1	NIL	NIL



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⁵Pan Number of any Director Would not be displayed on the website of Stock Exchange
& Category of directors means executive /non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

*To be filed only for Independent Director, Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II Composition of Committee

Name of the Committee	Name of Committee Members	Category(Chairperson/Executive/Non-Executive/ Independent/ Nominee) ⁵
Risk and Audit Committee*	Mr Shirish Apte Mr Sanjay Labroo Dr Omkar Goswami	Independent Independent Non Executive
Nomination & Remuneration Committee	Dr Colette Lewiner Mr Sanjay Labroo Mr Gautam Thapar	Independent Independent Non Executive
Risk Management Committee* (if applicable)	_____	_____
Stakeholders Relationship Committee	Mr Gautam Thapar Mr Laurent Demortier	Non Executive Executive

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CORPORATE SERVICES

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Corporate Social Responsibility committee	Ms Meher Pudumjee Mr Shirish Apte Dr Valentin von Massow Mr Gautam Thapar	Independent Independent Independent Non Executive
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[§]Category of Directors means executive /non-executive/Independent/ Nominee. If a director fits into more than one category write all categories separating them with hyphen.

*The previously constituted Risk Management Committee has been merged with Audit Committee w.e.f 13th May, 2010 and renamed as Risk & Audit Committee.

III Meeting of Board of Directors

Date (s) of Meeting (if any) in the previous quarter.	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings in number of days
23 rd & 24 th July, 2015	28 th & 29 th October, 2015	95 days

IV Meeting of Committees

Date (s) of Meeting of the Committee (if any) in the previous quarter.	Whether Quorum met (details)	Requirement of the relevant quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*
23 rd July, 2015	Yes all 3 Directors were present		28 th October, 2015	96 days

* This information has to be mandatorily be given for audit committee, for rest of the committee given this information is optional.



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V Related Party Transactions

Subject	Compliances Status (YES/NO/NA)
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

Note:

1. In the column "Compliance Status" compliance or non compliance may be indicated by YES/No/N.A. For example, If the Board has been composed in accordance with the requirements of Listing Regulations, "YES" may be indicated. Similarly in case the Listed Entity has no related Party transactions, the word "N A" may be indicated.
2. if status is "No" details of non-compliance may be given here

VI Affirmations

- 1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulation 2015. - Yes
- 2 The composition of following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulation 2015,
 - a. Audit Committee-Yes
 - b. Nomination & Remuneration committee-Yes

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- c. Stakeholders relationship committee-**Yes**
- d. Risk management Committee (applicable to the top 100 listed entities)-**NA**
(The Company has Constituted Risk and Audit Committee)
3. The Committee Members have been made aware of their powers role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.-**Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.-**Yes**
5. The report submitted in the previous quarter has been placed before Board of Directors.-**Yes**
Any comments/observations/advice of the Board of Directors may be mention here: **None**

For Crompton Greaves Limited


Manoj Kouli

Company Secretary & Compliance Officer

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of in subsequent quarter(s) of that financial year, this information may not be given Listed entity and instead a statement " same as previous quarter" may be given.

