

**CG Power and Industrial Solutions Limited  
(Formerly 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: L99999MH1937PLC002641



Smart solutions.  
Strong relationships.

Our Ref: COSEC/58/2018

August 28, 2017

**BY PORTAL**

**The Corporate Relationship Department**

BSE Limited

1<sup>st</sup> Floor, New Trading Ring

Rotunda Building,

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai 400 001

**Scrip Code : 500093**

**The Assistant Manager – Listing**

National Stock Exchange of India Ltd.

Exchange Plaza, Bandra-Kurla Complex

Bandra (East)

Mumbai 400 051

**Scrip Id : CGPOWER**

Dear Sir/Madam,

**Sub: Intimation of 80<sup>th</sup> Annual General Meeting of the Company under Regulation 30  
of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We are pleased to inform the exchanges that the 80<sup>th</sup> Annual General Meeting of the Members of the Company is scheduled to be held on Friday, 22 September 2017, at 3.00 p.m. (IST) at 4<sup>th</sup> Floor, Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400 028.

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, notice convening the 80<sup>th</sup> Annual General Meeting is enclosed herewith and also available on the website of the Company [www.cgglobal.com](http://www.cgglobal.com)

We would appreciate if you could take the same on record and acknowledge receipt thereof.

Yours faithfully,

**For CG Power and Industrial Solutions Limited,**

Ruchie Khanna  
Compliance Officer



**AVANTHA**  
GROUP COMPANY

**Please Note: The venue for the 80<sup>th</sup> Annual General Meeting is 4<sup>th</sup> Floor, Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai-400 028**

**CG POWER AND INDUSTRIAL SOLUTIONS LIMITED  
(Formerly Crompton Greaves Limited)**

(CIN : L99999MH1937PLC002641)

**Registered Office:** 6<sup>th</sup> Floor, CG House, Dr. Annie Besant Road, Worli, Mumbai 400 030

**Email:** [investorservices@cgglobal.com](mailto:investorservices@cgglobal.com) **Website:** [www.cgglobal.com](http://www.cgglobal.com)

**Phone:** +91 22 24237777 **Fax:** +91 22 24237733

**NOTICE**

NOTICE is hereby given that the Eightieth Annual General Meeting of the Members of **CG POWER AND INDUSTRIAL SOLUTIONS LIMITED** will be held on Friday, 22 September 2017 at 3.00 p.m. (IST) at 4<sup>th</sup> Floor, Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400 028 to transact the following business:

**ORDINARY BUSINESS :**

**Adoption of Financial Statements**

1. To consider and adopt :
  - (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2017, together with the reports of the Board of Directors and Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2017, together with the report of Auditors thereon.

**Re-appointment of Directors Retiring by Rotation**

2. To appoint a Director in place of Mr Gautam Thapar (DIN:00012289), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr Omkar Goswami (DIN:00004258), who retires by rotation and being eligible, offers himself for re-appointment.

**Ratification of Appointment of Statutory Auditor**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, (including any statutory modification/s or re-enactment/s thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W), as Statutory Auditors of the Company, to hold the office from the conclusion of 80<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 81<sup>st</sup> Annual General Meeting of the Company to be held in the year 2018, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditor.”

**SPECIAL BUSINESS :**

**Ratification of Remuneration payable to Cost Auditor**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification/s or re-enactment/s thereof for the time being in force), the remuneration of Rs. 5,00,000/- (Rupees Five Lakhs Only) plus taxes as applicable and reimbursement of out-of-pocket expenses to conduct the audit of cost records of the Company for the financial year ending 31 March 2018, to be paid to M/s. Ashwin Solanki & Associates, Cost Accountants (Firm Registration No. 100392), as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”

## **Appointment of Independent Director - Mr Jitender Balakrishnan (DIN:00028320)**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification/s or re-enactment/s thereof for the time being in force) Mr Jitender Balakrishnan (DIN:00028320), who was appointed as an Additional Director in capacity of Non-Executive Independent of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 2 May 2017 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years, upto 1 May 2022.”

By Order of the Board

**Manoj Koul**

*Company Secretary & Compliance Officer*

Membership No. ACS 16902

New Delhi, 26 May 2017

### **NOTES :**

(a) **Proxy(ies):**

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE ON HIS/HER BEHALF ON A POLL AND SUCH PROXY(IES) NEED NOT BE MEMBER(S) OF THE COMPANY. Proxy(ies), in order to be effective, must be received by the Company, duly filled, signed (in pen) and stamped, not less than 48 (forty eight) hours before the 80<sup>th</sup> Annual General Meeting ('Meeting'). A person can act as a Proxy on behalf of Members not more than 50 (fifty) or such number of Member(s) holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. In case a Proxy is proposed to be appointed by a Member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights, then such Proxy shall not act as a Proxy for any other person or Shareholder.

If a person is appointed as a Proxy for more than 50 (fifty) Members, he shall choose any 50 (fifty) Members and confirm the same to the Company 24 (twenty four) hours before the commencement of the Meeting. In case the Proxy fails to do so, the Company shall consider only the first 50 (fifty) Proxies received in respect of such person as valid.

The Proxy Form in the prescribed format is being sent herewith.

A Proxy Form, if not complete in all respects, will be considered invalid.

During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the Proxy(ies) lodged, between 9.00 a.m. to 6.00 p.m. (IST) provided that not less than 3 (three) days' prior notice in writing is given to the Company.

(b) **Explanatory Statement:**

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of the special businesses under Item Nos. 5 and 6 of this Notice, proposed to be transacted at the Meeting and relevant information with respect to Directors seeking re-appointment/appointment at the Meeting under Item Nos. 2, 3 and 6 of this Notice respectively, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), is annexed to this Notice.

(c) **Corporate Representations:**

Pursuant to the provisions of Section 113 of the Act, Body Corporate Members who intend to send their authorised representative(s) to attend the Meeting are requested to send, to the Company, a certified copy of the Resolution, of its Board of Directors or other governing body, authorising such representative(s) alongwith the respective specimen signature(s) of those representative(s) authorised to attend and vote on their behalf at the Meeting.

(d) **Queries:**

Queries on Financial Statements and operations of the Company, if any, may be sent to the Company Secretary/Compliance Officer at least 7 (seven) days in advance of the Meeting so as to enable the Management to keep the information ready at the Meeting.

(e) **Unclaimed/Unpaid Dividends and Shares:**

In terms of the provisions of Sections 124 and 125 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 notified by the Ministry of Corporate Affairs ('MCA') effective 7 September 2016 as amended by the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 effective 28 February 2017 ('IEPF Rules'), the Company has transferred, from time to time, the dividend(s) declared upto financial year 2009-10 and which have remained unclaimed/unpaid for a period of 7 (seven) years to the Investor Education and Protection Fund ('IEPF'). The IEPF Rules inter-alia provide for transfer of all such shares in respect of which the dividend have not been encashed or claimed by the shareholders for 7 (seven) consecutive years or more to the IEPF Demat Account. In terms of General Circular No.3/2017 dated 27 April 2017 issued by MCA, where the seven years period provided under Section 124 is completed during 7 September 2016 to 31 May 2017, the due date for transfer of such shares by the Company to IEPF Demat Account was 31 May 2017.

Accordingly in compliance with the Rules, the Company has already communicated individually to all the concerned shareholders at their registered addresses, whose share(s) is/are liable to be transferred to IEPF Demat Account for taking the appropriate action(s). Additionally Notice/s were also published in the Newspapers on 30 November 2016 and 9 May 2017, in Free Press Journal and Navashakti in this regard. Shareholders may kindly note that the details of such Shareholders and their shares which were/are due for transfer to IEPF Demat Account on 31 May 2017 or such other date as may be notified by MCA is available on the website of the Company at [www.cgglobal.com](http://www.cgglobal.com)

Unpaid/unclaimed Dividend(s) pertaining to the financial years 2010-2011 to 2014-2015 which, if remain unclaimed/unpaid for a period of seven years are due to be transferred to IEPF on the dates given below:

<b>Date of declaration of Dividend</b>	<b>Due date for transfer to IEPF</b>
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

Pursuant to the IEPF Rules, the Company has uploaded details of unpaid and unclaimed dividend amount(s) lying with the Company as on 30 August 2016 (date of previous Annual General Meeting) in the Investors section on the website of the Company [www.cgglobal.com](http://www.cgglobal.com) and also on the website of MCA [www.iepf.gov.in](http://www.iepf.gov.in) Members are requested to visit the website of the Company and/or MCA to check the status of their unpaid/unclaimed dividends and shares and are requested to contact Datamatics Financial Services Limited, the Registrar and Share Transfer Agent of the Company to claim the same.

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

(f) **Dispatch of Notice and Annual Report through electronic means and inspection of documents:**

Electronic copy of the Annual Report for FY2017 alongwith Notice of the 80<sup>th</sup> Annual General Meeting of the Company are being sent to all the Members whose e-mail address are registered with the Company/Depository Participant(s) pursuant to Sections 101 and 136 of the Act read with relevant rules made thereunder and Regulation 36 of the Listing Regulations as amended from time to time, unless any Member has specifically requested for a hard copy of the same. For Members who

have not registered their e-mail address, physical copies of the Annual Report for FY2017 alongwith Notice of the 80<sup>th</sup> Annual General Meeting of the Company is being sent through the permitted mode.

Members can also access the aforesaid documents on the Company's website [www.cgglobal.com](http://www.cgglobal.com)

The physical copies of the aforesaid documents and all documents referred to in this Notice and accompanying the Explanatory Statement will also be available at the Company's Registered Office for inspection during normal business hours (9.00 a.m. to 6.00 p.m. (IST)) on all working days, excluding Saturdays, upto the date of this Meeting and at the venue of the Meeting.

Members who have not registered their e-mail addresses with the Company can now register the same by sending the duly filled in and signed e-mail registration form attached to this Notice. Even after registering for e-communication, Members are entitled to receive such communication in physical form upon making a written request for the same.

(g) **Electronic voting:**

In compliance with provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2, the Company is pleased to provide its Members, holding shares in physical or dematerialised form, facility to vote by electronic means from a place other than the venue of the Meeting ('remote e-voting') on all resolutions proposed to be considered and transacted at the Meeting. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') to provide remote e-voting facility. Members are requested to refer to the instructions, process and manner for remote e-voting accompanying this Notice.

The cut-off date for determining the Members eligible to vote on resolutions proposed to be considered at the Meeting is Friday, 15 September 2017. The remote e-voting period will commence on Monday, 18 September 2017 (9:00 a.m. (IST)) and end on Thursday, 21 September 2017 (5:00 p.m. (IST)).

Members may also note that the facility for voting either through electronic means (e-voting) or Ballot Paper shall be made available at the venue of the Meeting and the Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting rights at the Meeting. Further Members who have cast their vote by means of remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their vote again. The e-voting instruction slip should be taken as forming part of this Notice.

Members must note that voting by show of hands will not be available at the Meeting in terms of the aforesaid provisions.

Any person becoming the Member of the Company after the dispatch of Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, 15 September 2017 may obtain the user ID and password by referring to the e-voting instructions attached to this Notice available on the Company's website [www.cgglobal.com](http://www.cgglobal.com) and the website of CDSL [www.evotingindia.com](http://www.evotingindia.com)

(h) **Registrar & Share Transfer Agent & Investor Services Department:**

The Company's Registrar & Share Transfer Agent is Datamatics Financial Services Limited ('DFSL'). In addition to the Registrar & Share Transfer Agent, our Investor Services Department is happy to assist in case Shareholders experience any difficulties in their interactions with DFSL. For any communication, the Shareholders may send an e-mail to the Company's Investor Services Department at [investorservices@cgglobal.com](mailto:investorservices@cgglobal.com)

Address and details for correspondence with DFSL and the Investor Services Department are provided in the section titled 'Report on Corporate Governance' in the Annual Report.

(i) **Route Map and Travel Arrangements:**

As per the requirements of SS-2, a route map showing directions to reach the venue of the Meeting is given at the end of this Notice. Further the Company has made arrangements for commute, to and fro, from Dadar Station (East) near Swaminarayan Temple to the venue of the Meeting. Vehicles (with a CG banner affixed) will depart at 2.00 p.m. (IST) from Dadar Station (East) to enable the Members to reach the venue on time.

(j) **Miscellaneous:**

Members and Proxy(ies) are requested to bring their valid identity proof such as PAN Card, Passport, Aadhar Card or Driving License at the time of the Meeting for identification purpose and the copy of their Annual Report and attendance slip duly filled in and signed for attending the Meeting.

By Order of the Board

**Manoj Koul**  
Company Secretary & Compliance Officer  
Membership No. ACS 16902

New Delhi, 26 May 2017



## **EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

In conformity with the provisions of Section 102 of the Companies Act, 2013 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement and annexure thereto setting out all material facts relating to the Special Businesses mentioned in the accompanying Notice, should be taken as forming part of this Notice.

### **Item No. 5**

The Board of Directors of the Company, on the recommendation of the Risk and Audit Committee of the Board, have at their Meeting held on 26 May 2017 approved the appointment of M/s. Ashwin Solanki & Associates, Cost Accountants (Firm Registration No.100392) for conducting the audit of the cost records of the Company for the financial year ending 31 March 2018 at a remuneration of Rs. 5,00,000/- (Rupees Five Lakhs Only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of this Notice for ratification of the remuneration payable to the Cost Auditors of the Company for the financial year ending 31 March 2018.

Except to the extent of their shareholding in the Company, if any, none of the Directors, Key Managerial Personnel or their relatives are in any way, financially or otherwise, concerned or interested in the said Ordinary Resolution set out at Item No. 5 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolution at Item No. 5 for approval of the Members.

### **Item No. 6**

Based on the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors of the Company had, vide resolution dated 2 May 2017, appointed Mr Jitender Balakrishnan (DIN:00028320) as an Additional Director in the capacity of Non-Executive Independent on the Board of Directors of the Company with effect from 2 May 2017. In terms of the provisions of Section 161 of the Companies Act, 2013, Mr Balakrishnan holds office up to the date of this Annual General Meeting. The Company has received a notice, in terms of Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose Mr Balakrishnan's candidature for the office of Director of the Company.

Mr Jitender Balakrishnan is a Mechanical Engineer from National Institute of Technology (NIT), Madras University and holds a Post Graduate Diploma in Industrial Management from Bombay University.

Presently, Mr Balakrishnan is an Advisor to private sector Banks and various Corporate Groups and acts as an Independent Director on the Boards of various Companies in the Steel, Power, Petro-chemicals, Insurance Sectors, NBFCs and Private Equity Firms. He also served on the Board of Directors of Commercial Bank, Housing Finance Company, Asset Management Company and State Financial Institutions and is also Chairman/Member of various Committees of these Boards.

Earlier between April 2006 and May 2009 he held position of a Whole-time Director on the Board of IDBI Bank Limited designated as Deputy Managing Director and Group Head Corporate, responsible for Corporate Banking, Investments, Sourcing and Debt Syndication. He was also responsible for IDBI acquiring a Housing Finance company from a large Industrial House. During his tenure at IDBI Bank from June 1978 to May 2009 he gained wide experience in projects relating to Oil & Gas refineries, Power, Telecom, Airports, Roads, Port, Steel, Cement, Fertilizers and Petrochemical Sectors. He also represented IDBI on various Committees of Government in Fertilizers, Oil & Gas and Telecommunication Sector besides being on the high level Committee Ultra Mega Power Projects.

Other details of Mr Jitender Balakrishnan as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure to this Explanatory Statement.

Mr Balakrishnan has confirmed that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr Balakrishnan fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and

is independent of the Management. The Board considers that Mr Balakrishnan's association would be of immense benefit to the Company and desires to avail his services as an Independent Director of the Company.

In view of the above and in terms of the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, Mr Jitender Balakrishnan is proposed to be appointed as an Independent Non-Executive Director of the Company for five consecutive years, for a term upto 1 May 2022.

Except Mr Jitender Balakrishnan, being an appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the said Ordinary Resolution set out at Item No. 6 of the accompanying Notice. Mr Balakrishnan is not related to any Director of the Company. The explanatory statement together with the accompanying Notice and annexure thereto may also be regarded as a disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommends the Ordinary Resolution at Item No. 6 for approval of the Members.

By Order of the Board

New Delhi, 26 May 2017

**Manoj Koul**  
*Company Secretary & Compliance Officer*  
Membership No. ACS 16902

**ANNEXURE TO ITEM NOS. 2, 3 AND 6 OF THE NOTICE CONVENING  
THE 80<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

**Details of Directors seeking re-appointment and appointment at 80<sup>th</sup> Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India**

<b>Name of the Director</b>	<b>Mr Gautam Thapar (Item No. 2)</b>	<b>Dr Omkar Goswami (Item No. 3)</b>	<b>Mr Jitender Balakrishnan (Item No. 6)</b>
<b>DIN</b>	00012289	00004258	00028320
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of Appointment on the Board of Directors</b>	2 May 2000	27 January 2004	2 May 2017
<b>Age</b>	56 years	60 years	68 years
<b>Qualifications</b>	Chemical Engineer from the Pratt University, USA.	Master's Degree in Economics from Delhi School of Economics and D. Phil (Ph.D) from Oxford University, UK.	Mechanical Engineer from National Institute of Technology (NIT), Madras University and Post Graduate Diploma in Industrial Management from Bombay University.
<b>Capacity</b>	Non-Executive Director liable to retire by rotation	Non-Executive Director liable to retire by rotation	Non-Executive Independent Director not liable to retire by rotation
<b>Specific Area of expertise</b>	With over 39 years of industrial experience, Mr Thapar, the founder Chairman and CEO of one of India's foremost diversified Groups, the Avantha Group of which the Company is a part, is widely recognized for his thought leadership and was appointed Member of the former National Security Advisory Board. Mr Thapar has steered the Company through a strategic and visionary turnaround, involving resilience and restructuring.	With 30 years of rich experience in research on economic history, public finance and taxation, Indian economics, the economics of corruption and industrial economics, Dr Goswami is the Founder and Executive Chairman of CERG Advisory Private Limited, a company engaged in corporate advisory and consulting services for companies in India and abroad.	With 39 years of experience in the financial sector, including experience with IDBI Bank Limited as Deputy Managing Director and thereafter as an advisor, Mr Balakrishnan is currently an advisor to various corporates and is an Independent Director on the Board of various companies. Mr Balakrishnan has wide experience in projects relating to Oil & Gas refineries, Power, Telecom, Airports, Roads, Port, Steel, Cement, Fertilizers and Petrochemical Sectors.
<b>List of Directorships held in other Indian Companies</b>	<b>Listed:</b> Asahi India Glass Limited. Ballarpur Industries Limited. <b>Unlisted:</b> Avantha Agritech Limited. Avantha Business Solutions Limited. Avantha Ergo Life Insurance Company Limited. Avantha Foundation. Avantha Holdings Limited. Biltech Building Elements Limited. Global Green Company Limited. Indian Public Schools Society.	<b>Listed:</b> Ambuja Cements Limited. Bajaj Auto Limited. Bajaj Finance Limited. Dr. Reddy's Laboratories Limited. Godrej Consumer Products Limited. Hindustan Construction Company Limited. <b>Unlisted:</b> CERG Advisory Private Limited. DSP BlackRock Investment Managers Private Limited. Infosys BPO Limited. Max Healthcare Institute Limited.	<b>Listed:</b> Bharti Infratel Limited. India Glycols Limited. Polyplex Corporation Limited. Sarda Energy & Minerals Limited. Usha Martin Limited. <b>Unlisted:</b> Aditya Birla Finance Limited. Bharti AXA General Insurance Company Limited. Bharti Axa Life Insurance Company Limited. Bhoruka Power Corporation Limited. Provenance Land Private Limited.



Name of the Director	Mr Gautam Thapar (Item No. 2)	Dr Omkar Goswami (Item No. 3)	Mr Jitender Balakrishnan (Item No. 6)
<b>Chairman in the Committees of the Boards of companies in which he is a Director*</b>	<b>Stakeholders' Relationship Committee:</b> CG Power and Industrial Solutions Limited.	NIL	<b>Audit Committee:</b> Usha Martin Limited. <b>Stakeholders' Relationship Committee:</b> Sarda Energy & Minerals Limited.
<b>Membership in the Committees of the Boards of companies in which he is a Director*</b>	<b>Audit Committee:</b> Asahi India Glass Limited. <b>Stakeholders' Relationship Committee:</b> Ballarpur Industries Limited.	<b>Audit Committee:</b> Ambuja Cements Limited. Bajaj Finance Limited. CG Power and Industrial Solutions Limited. Dr. Reddy's Laboratories Limited. Godrej Consumer Products Limited. Infosys BPO Limited. Max Healthcare Institute Limited.	<b>Audit Committee:</b> Bharti Axa General Insurance Company Limited. Bharti Axa Life Insurance Company Limited. Bharti Infratel Limited. Polyplex Corporation Limited. Provenance Land Private Limited.
<b>Number of shares held in the Company</b>	Mr Thapar does not hold any shares in the Company either in his individual capacity, or beneficially for others. However, he exercises control over the Promoter Group holding, aggregating to 21,54,51,070 equity shares, constituting approximately 34.38 percent of the total shareholding of the Company.	NIL	NIL
<b>Last drawn remuneration</b>	Provided in the section titled 'Directors Report' of the 80 <sup>th</sup> Annual Report of the Company.		Not Applicable
<b>Number of Board meetings attended during the year</b>	Provided in the section titled 'Directors Report' and 'Report on Corporate Governance' of the 80 <sup>th</sup> Annual Report of the Company.		Not Applicable
<b>Relationship with other Directors'/KMPs'</b>	Not Applicable	Not Applicable	Not Applicable

\* Only Audit and Stakeholders' Relationship Committee have been considered.

By Order of the Board

**Manoj Koul**  
Company Secretary & Compliance Officer  
Membership No. ACS 16902

New Delhi, 26 May 2017



**CG POWER AND INDUSTRIAL SOLUTIONS LIMITED**  
**(Formerly Crompton Greaves Limited)**

(CIN : L99999MH1937PLC002641)

**Registered Office:** 6<sup>th</sup> Floor, CG House, Dr. Annie Besant Road, Worli, Mumbai 400 030

**Email:** [investorservices@cglobal.com](mailto:investorservices@cglobal.com) **Website:** [www.cglobal.com](http://www.cglobal.com)

**Phone:** +91 22 24237777 **Fax:** +91 22 24237733



Smart solutions.  
Strong relationships.

Date: 26 May 2017

Dear Shareholder(s),

**Sub: Registration of e-mail address**

In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, we request you to kindly register your e-mail id in order to receive the Notices of future Annual General Meetings, Annual Report and other correspondences of the Company in electronic form, by sending a duly filled in and signed copy of the below registration form to the Company's Registrar & Share Transfer Agent-Datamatics Financial Services Limited at Plot No. B-5, Part B Crosslane, MIDC Marol, Andheri (East), Mumbai 400 093.

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

For CG Power and Industrial Solutions Limited

**Manoj Koul**

*Company Secretary*

Membership No. ACS 16902



**E-MAIL REGISTRATION FORM**

To\* :

The Company (for Shareholders holding shares in physical mode)

The Depository Participants (for Shareholders holding shares in dematerialised form)

**Sub: Registration of e-mail address - CG Power and Industrial Solutions Limited**

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

Name of the Shareholder(s)	
Folio/DP ID/Client ID	
E-mail address	
Mobile No	

Date:

Place:

Signature of the Shareholder(s)\*\*

\* Please tick as applicable.

\*\* Please ensure that the form is signed by the registered Shareholder alongwith Joint Shareholder(s), if any.

**ATTENDANCE SLIP**

To be handed over at the entrance of the Meeting Hall

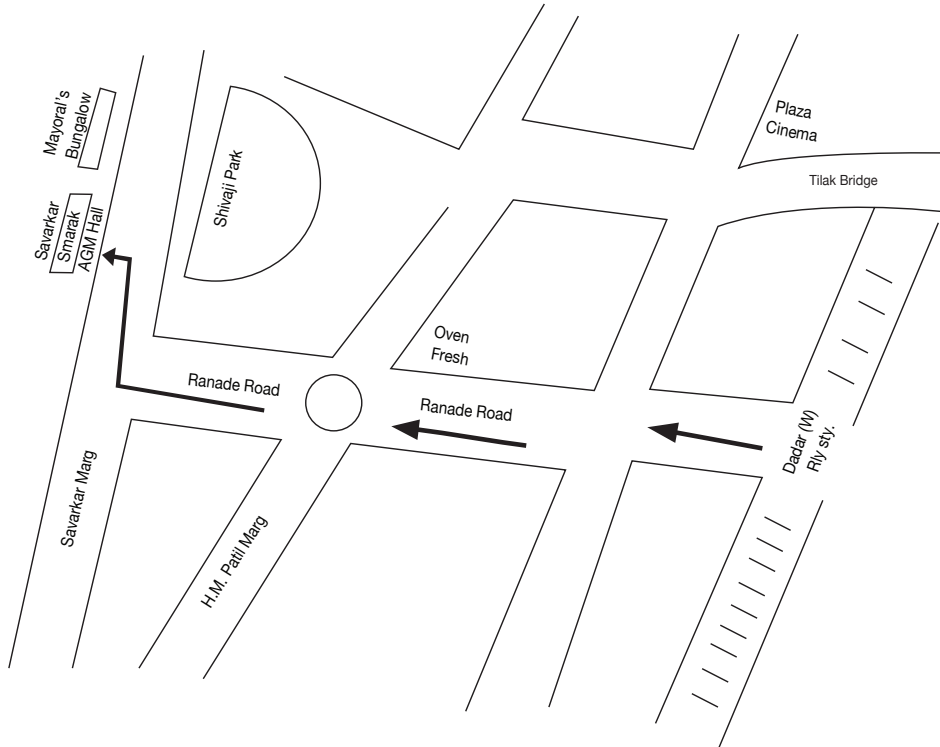
Name of the attending Member (In Block Letters)	Member's Folio .....
	DP. ID*.....
	Client ID*.....
	No. of shares held .....
Name of the Proxy (In Block Letters) : (to be filled if the Proxy attends instead of the Member)	

I/We hereby record my/our presence at the 80<sup>th</sup> Annual General Meeting of the Company to be held on **Friday, 22 September 2017 at 3.00 p.m.** (IST) at 4<sup>th</sup> Floor, Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai-400 028.

\* Applicable for Members holding shares in dematerialised form.

.....  
Member's/Proxy Signature

**ROUTE MAP TO VENUE OF THE 80<sup>TH</sup> ANNUAL GENERAL MEETING**



Note: Bus Facility is available from Swaminarayan Temple (Dadar East) to the venue of the Meeting

**PROXY FORM**

(Form No. MGT-11 pursuant to Section 105(6) of the Companies Act, 2013, and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): <i>(including joint holders)</i> Registered address: E-mail Id: Folio/Client ID: DP ID:
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I/We, being the Member(s) of ..... shares of the above named Company, hereby appoint

1. Name: ..... Address: .....  
E-mail ID: ..... Signature: ..... or failing him;
2. Name: ..... Address: .....  
E-mail ID: ..... Signature: ..... or failing him;
3. Name: ..... Address: .....  
E-mail ID: ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 80<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 22 September 2017 at 3.00 p.m. (IST) at 4<sup>th</sup> Floor, Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai-400 028 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No	Resolution	Voting (optional-see note 4 below and please mention number of shares)		
		For	Against	Abstain
1	To consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2017, together with the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2017, together with the report of Auditors thereon.			
2	Re-appointment of Director retiring by rotation – Mr Gautam Thapar (DIN:00012289).			
3	Re-appointment of Director retiring by rotation – Dr Omkar Goswami (DIN:00004258).			
4	Ratification of Appointment of Statutory Auditor.			
5	Ratification of Remuneration to Cost Auditor.			
6	Appointment of Independent Director - Mr Jitender Balakrishnan (DIN : 00028329)			

Signed this..... day of..... 2017      Signature of Shareholder \_\_\_\_\_

\_\_\_\_\_  
Signature of first Proxyholder

\_\_\_\_\_  
Signature of second Proxyholder

\_\_\_\_\_  
Signature of third Proxyholder

Affix Revenue Stamp
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**NOTES:**

- 1 This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting i.e. on or before 3.00 p.m. (IST) on Wednesday, 20 September 2017.
- 2 For the Resolutions, Explanatory Statement, Notes and filling instructions please refer to the Notice of 80<sup>th</sup> Annual General Meeting.
- 3 Please complete all details of Member(s) in the form before submission.
- 4 It is optional to indicate your preference. If you leave the 'for', 'against' and 'abstain' column blank on all/any resolutions, your Proxy(ies) will be entitled to vote on Poll (if taken) in the manner as he/she thinks fit.

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**CG POWER AND INDUSTRIAL SOLUTIONS LIMITED**  
(Formerly Crompton Greaves Limited)

(CIN : L99999MH1937PLC002641)

**Registered Office:** 6<sup>th</sup> Floor, CG House, Dr. Annie Besant Road, Worli, Mumbai 400 030

**Email:** [investorservices@cgglobal.com](mailto:investorservices@cgglobal.com) **Website:** [www.cgglobal.com](http://www.cgglobal.com)

**Phone:** +91 22 24237777 **Fax:** +91 22 24237733

Name & Registered Address of the Sole/  
First named Member :

Name(s) of the Joint Member(s) if any :

Registered Folio/DP ID\*/Client ID\* :

(\*Applicable to Members holding shares in dematerialised form)

Dear Member(s),

**Sub : Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered and transacted at the 80<sup>th</sup> Annual General Meeting ('Meeting') by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Meeting ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CDSL').
- II. The facility for voting, either through electronic voting (e-voting) or Ballot Paper shall also be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their voting right at the Meeting.
- III. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Monday, 18 September 2017 (9:00 am (IST)) and ends on Thursday, 21 September 2017 (5:00 pm (IST)). During this period Members' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, 15 September 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 15 September 2017.  
Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Friday, 15 September 2017, may obtain the login ID and password by sending a request at [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com)
- VI. Only a person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories or the Company, as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through e-voting or Ballot Paper. A person who is not a Member of the Company as on the cut-off date should treat this Notice for information purposes only.

<p><b>Sequence No</b> (applicable where in PAN is not updated with the Company / Depository Participant)</p>	
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- VII. The Company has appointed Mr. Manish Ghia (Membership No. FCS6252) of M/s. Manish Ghia & Associates, Practising Company Secretaries (COP No. 3531) as the Scrutinizer to scrutinize the voting process through remote e-voting and voting at the Meeting venue (through e-voting or Ballot Paper) in a fair and transparent manner.
- VIII. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of e-voting or Ballot Paper for all those Members who are present at the Meeting but have not cast their votes through the remote e-voting facility.
- IX. The Scrutinizer shall after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Board of Directors, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company on or before Tuesday, 26 September 2017 and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by the Board of Directors. The results shall also be immediately forwarded to the Stock Exchanges on which the Company's shares are traded i.e BSE Limited and National Stock Exchange of India Limited.
- XI. Subject to receipt of requisite numbers of votes, the Resolutions shall deem to be passed on date of the Meeting.
- XII. The process and manner for remote e-voting is as under:
- Launch internet browser by typing the following URL: *www.evotingindia.com*
  - Click on Shareholders/Members
  - Now Enter your User ID :
    - For CDSL: 16 digits beneficiary ID
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - Members holding shares in Physical Form should enter Folio Number registered with the Company
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in dematerialised form and had logged on to *www.evotingindia.com* and voted on an earlier voting of any company, then your existing password is to be used.
  - If you are a first time user follow the steps given below:

	<b>For Members holding shares in Dematerialised Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field as mentioned overleaf.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth in DD/MM/YYYY format as recorded in your Demat Account or in the Company records for the said Demat Account or Folio.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the Member id / Folio in the Dividend Bank details field as mentioned in instruction (c).</p>

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in dematerialised demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for **CG POWER AND INDUSTRIAL SOLUTIONS LIMITED**.
- k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- p) If Demat account holder has forgotten his/her password then Enter the User ID, the image verification code and then click on Forgot Password & enter the details as prompted by the system.
- q) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same and e-mailed to the scrutinizer at [scrutinizer@mgconsulting.in](mailto:scrutinizer@mgconsulting.in)
- r) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available under the help section at [www.evotingindia.com](http://www.evotingindia.com) or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 18002005533 or contact Mr. Rakesh Dalvi, Deputy Manager, CDSL, 16<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001.
- XIII. Shareholders can also cast their vote using **CDSL’s mobile app “m-Voting”** available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store, respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

