

Please Note : The Venue For The Meeting Will Be Ravindra Natya Mandir (Prabhadevi).

## **CROMPTON GREAVES LIMITED**

*Registered Office:*

CG House, Dr Annie Besant Road, Worli, Mumbai 400 030.

### **NOTICE**

NOTICE is hereby given that the Seventy First Annual General Meeting of the Members of CROMPTON GREAVES LIMITED will be held on Wednesday, 23rd July, 2008 at 3.30 p.m. at Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai 400 025, to transact the following business:

#### **ORDINARY BUSINESS:**

##### **Adoption of Directors' Report and Accounts**

1. To receive and adopt the audited Profit and Loss Account for the year ended 31st March, 2008 and the Balance Sheet as at that date together with the Directors' Report and Auditors' Report thereon.

##### **Confirmation of Dividends**

2. To confirm the first, second and third interim dividends aggregating to Rs.1.60 per share.

##### **Re-appointment of Director retiring by Rotation**

3. To appoint a Director in place of Mr G Thapar who retires by rotation and, being eligible, offers himself for re-appointment.

##### **Re-appointment of Director retiring by Rotation**

4. To appoint a Director in place of Mr SP Talwar who retires by rotation and, being eligible, offers himself for re-appointment.

##### **Appointment of Auditors**

5. To appoint Sharp & Tannan, Chartered Accountants, as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to authorise the Audit Committee of the Board of Directors to fix their remuneration.

#### **SPECIAL BUSINESS:**

##### **Re-appointment of Managing Director**

6. To consider, and if thought fit, to pass with or without modification, as an **Ordinary Resolution** the following:  
"RESOLVED THAT:  
(a) pursuant to the provisions of Sections 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals as necessary, the Company

hereby approves the re-appointment of Mr SM Trehan as Managing Director of the Company for a period of 2 years from 3rd May, 2009 to 2nd May, 2011, on the terms and conditions as set out in the Explanatory Statement annexed hereto;

- (b) pursuant to the provisions of Sections 198, 310, Schedule XIII and other provisions of the Companies Act, 1956, if any, the Remuneration Committee of the Board, be and it is hereby authorised to revise the remuneration package of the Managing Director as and when necessary, during his tenure, provided however, the remuneration does not exceed the ceiling of 5% of the Company's net profits, as prescribed by Sections 198, 309 and Schedule XIII of the Companies Act, 1956;
- (c) in the event of absence or inadequacy of profits in any financial year, the remuneration as set out in the Explanatory Statement annexed hereto or the revised remuneration approved by the Remuneration Committee, as applicable, be paid to Mr SM Trehan as Minimum Remuneration, subject to such approvals as necessary, notwithstanding that such remuneration is in excess of the limits prescribed by Sections 198, 309 and Schedule XIII of the Companies Act, 1956."

**NOTES:**

**(a) Explanatory Statement**

An Explanatory Statement as required by Section 173 of the Companies Act, 1956, in respect of Item 6 of the Notice is annexed hereto.

**(b) Proxies**

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the Meeting.

**(c) Book Closure**

The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 12th July, 2008 to Wednesday, 23rd July, 2008, both days inclusive.

**(d) Unclaimed Dividends**

- (i) In terms of Section 205A of the Companies Act, 1956, all dividends upto the financial year 1994-95 which remained unclaimed have been transferred to the General Revenue Account of the Central Government. Members who have not encashed their dividend warrants for the said years are requested to claim the amount from the Registrar of Companies, Maharashtra, CGO Complex, 2nd Floor, CBD Belapur, Navi Mumbai 400 614. The Corporate Secretarial Department will be happy to assist Members in claiming these dividends.
- (ii) In terms of the revised Section 205A and Section 205C of the Companies Act, 1956, dividends for the financial years 1995-1996 to 1998-1999 which have remained unclaimed, have been transferred to the Investor Education and Protection Fund. Dividends pertaining to the financial years 2003-2004, 2004-2005, 2005-2006, 2006-2007 and 2007-2008 which remain unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund. The actual dates on which transfers will be made are provided in the Corporate Governance Report for reference. *Reminders with details of the unclaimed dividends, have already been sent to Members.*

Members who have, till date, not encashed their dividend warrants for these years are advised to claim the dividend from the Investor Services Department at the Registered Office of the Company at the earliest.

*Once unclaimed dividends are transferred to the Investor Education and Protection Fund, Members will not be entitled to claim these dividends.*

(e) **Share Registrar & Transfer Agent**

The Company's Share Registrar & Transfer Agent is **Datamatics Financial Services Limited (DFSL)** located at Plot No B-5, Part B Crosslane, MIDC Marol, Andheri (East), Mumbai 400 093. Contact details of DFSL are provided in the Corporate Governance Report.

(f) **Investors Services Department**

In addition to the Share Registrar & Transfer Agents, 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 DFSL.

The Investor Services Department remains open to shareholders from 2.00 p.m. to 5.00 p.m., Mondays to Fridays. The telephone number is 24237805; E-mail address is [shirish.athalekar@cgl.co.in](mailto:shirish.athalekar@cgl.co.in). In order to enable us to provide you with more effective service, we would appreciate if you could call upon or phone our Investor Services Department during these hours only.

By Order of the Board

**W HENRIQUES**

*Company Secretary & Legal Counsel  
Global Head – Human Resources*

Mumbai, 23rd May, 2008

