

Crompton Greaves Consumer Electricals Limited

Registered & Corporate Office: Tower 3, 1st Floor,

East Wing, Equinox Business Park, LBS Marg,

Kurla (West), Mumbai 400 070. India

Tel: +91 22 6167 8499 F: +91 22 6167 8383

W: www.crompton.co.in. CIN : L31900MH2015PLC262254

CORPORATE GOVERNANCE REPORT

(Pursuant to regulation 27(2) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015)

1. Name of Listed Entity - **Crompton Greaves Consumer Electricals Limited**
2. Quarter ending - **31-Dec-2016**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	P M Murty	00011179	AALPM2827N	NED,ID	26-Aug-2015		1.33	1	1	0
Mr.	H M Nerurkar	00265887	ABGPN0776M	ID,C & NED	25-Jan-2016		0.916	5	4	1
Mr.	Shantanu Khosla	00059877	AJWPK6624M	ED	01-Jan-2016			1	1	0
Mr.	Ravi Narain	00062596	AAYPN8382Q	NED	16-Aug-2016			2	10	1
Mr.	D Sundaram	00016304	AANPS7428P	NED,ID	26-Aug-2015		1.33	3	5	2
Mr.	Promeet Ghosh	05307658	AAKPG1413H	NED	16-Aug-2016			1	0	0
Ms.	Shweta Jalan	00291675	ADIPJ2424N	NED	16-Aug-2016			1	1	0
Mr.	Sahil Dalal	07350808	ADXPDP1507D	NED	16-Aug-2016			1	1	0



II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	D Sundaram	NED, ID	Chairperson
2	P M Murty	NED, ID	Member
3	H M Nerurkar	ID, C & NED	Member
4	Shweta Jalan	NED	Member

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	H M Nerurkar	ID, C & NED	Chairperson
2	D Sundaram	NED, ID	Member
3	Shantanu Khosla	ED	Member
4	Sahil Dalal	NED	Member

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
		NA	

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	P M Murty	NED, ID	Chairperson
2	D Sundaram	NED, ID	Member
3	H M Nerurkar	ID, C & NED	Member
4	Ravi Narain	NED	Member
5	Promeet Ghosh	NED	Member
6	Shweta Jalan	NED	Member

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 (in number of days)
11-Aug-2016	25-Oct-2016	74

IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	25-Oct-2016	Yes	20-Sep-2016	34
Nomination & Remuneration Committee	25-Oct-2016	Yes	11-Aug-2016	



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
- 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**
- 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**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - Any comments/observations/advice of Board of Directors may be mentioned here:

Thanking you,

For Crompton Greaves Consumer Electricals Limited

Pragya Sahal Kaul
Company Secretary and Compliance Officer

Date: January 6, 2017

Place: Mumbai