

Crompton

Crompton Greaves Consumer Electricals Limited

CIN: L31900MH2015PLC262254

Tower 3, 1st Floor, East Wing, Equinox Business Park, LBS Marg,
Kurla (West), Mumbai - 400 070

T: +91 22 6167 8499 **F:** +91 22 6167 8383

Website: www.crompton.co.in **E-mail:** crompton.investorrelations@crompton.co.in

NOTICE OF POSTAL BALLOT/E-VOTING

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013, as amended ("the Act") and other applicable provisions, if any, of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Secretarial Standard 2 ("SS 2") on General Meetings, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020, April 13, 2020 and General Circular No. 39/2020 dated December 31, 2020 (the "**MCA Circulars**") respectively issued by the Ministry of Corporate Affairs (**MCA**), that the Resolution(s) set out below are proposed to be passed by way of Postal Ballot only through remote e-voting process.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, the MCA has advised Companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

Further, the MCA has, vide the aforementioned Circular dated April 13, 2020 read with Circular dated December 31, 2020, permitted the despatch of Postal Ballot Notices by email to the Members who have registered their email ids with the Company/RTA/Depository Participant/Depository and secure their votes through e-voting. In respect of those Members who have not registered their email ids, the Company has provided the mechanism in this notice to register their email ids and a public notice to that effect has been published in the newspapers.

The Explanatory Statement pertaining to the said Resolution(s) setting out the material facts and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company have appointed Mr. Makarand M. Joshi (FCS 5533), Partner or failing him Ms. Kumudini Bhalariao (FCS 6667), Partner at M/s. Makarand M. Joshi & Co, Practicing Company Secretaries (ICSI Unique Code: P2009MH007000), as Scrutiniser for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company is pleased to extend e-voting facility to enable the Members to cast their votes electronically instead of through the Postal Ballot Form(s). The reasons for not enclosing the Postal Ballot form has already been explained in the foregoing paragraphs. Members (whether holding shares in demat form or in physical form) are requested to cast their votes by E-voting. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), for the purpose of providing e-voting facility to all its Members.

Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully follow the instructions in the Notes under the Section "Instructions for voting" in this Notice and cast their votes not later than 05:00 P.M. (IST) on Sunday, May 2, 2021.

The Scrutiniser will submit their Report to the Company after the completion of scrutiny of e-voting in a fair and transparent manner, and the results of voting by means of Postal Ballot through electronic means shall be declared by the Chairman or any other person authorised by him within 48 hours from receipt of the Scrutiniser's Report, i.e. on or before Tuesday, May 4, 2021 at the Registered Office of the Company and also by placing the same on the Company's website: www.crompton.co.in and on the website of Central Depository Services (India) Limited ("CDSL"): www.evotingindia.com and the results will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS:

Item No. 1: To approve appointment of Mr. Mathew Job (DIN: 02922413) as Director of the Company.

To consider and to give assent/dissent for passing the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made thereunder (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby given to the appointment of Mr. Mathew Job (DIN: 02922413), who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 22, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013, as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

Item No. 2: To approve appointment of Mr. Mathew Job (DIN: 02922413) as Executive Director & Chief Executive Officer of the Company for a period of 5 (five) years w.e.f. January 22, 2021 to January 21, 2026.

To consider and to give assent/dissent for passing the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Companies Act, 2013, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee (“Committee”) and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Mathew Job (DIN: 02922413) as Executive Director & Chief Executive Officer, for a period of 5 years with effect from January 22, 2021 to January 21, 2026, on the terms and conditions including remuneration, as set out in the Explanatory Statement annexed to this Postal Ballot Notice with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said appointment in such manner as they may deem fit.

RESOLVED FURTHER THAT the Board of Directors (which includes Nomination and Remuneration Committee) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is up to a ceiling of 15% of the remuneration in the immediate previous year which may exceed the overall limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) without any further reference to the Members of the Company in the General Meeting.

RESOLVED FURTHER THAT Mr. Mathew Job (DIN: 02922413), Executive Director & Chief Executive Officer be entrusted with such powers and perform such duties as may from time to time be delegated/entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

By Order of the Board
For **Crompton Greaves Consumer Electricals Limited**

Pragya Kaul
Company Secretary & Compliance Officer
Membership No. A17167

Registered Office:

Tower 3, 1st Floor, East Wing, Equinox Business Park, LBS Marg,
Kurla (West), Mumbai - 400 070

Date : March 23, 2021

Place : Mumbai

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out all material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
2. Kindly note that in view of the current outbreak of COVID-19 and as per the guidelines issued by the MCA vide MCA Circulars, the Notice of Postal Ballot would be sent in electronic mode only to all those Members who have registered their e-mail addresses with the Company or Depository Participant / Depository / KFin Technologies Private Limited. Further, the Members would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of Beneficial Ownership maintained by the Depositories as on the close of business hours on Friday, March 12, 2021. Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
4. The Notice will be displayed on the website of the Company viz., www.crompton.co.in and on the website of CDSL viz. www.evotingindia.com. The notice shall also be uploaded on both the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited.
5. The date of completion of sending of the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) Financial Express (All editions) in English language; and (ii) Loksatta (All editions) in Marathi language, having wide circulation in the district where the Registered Office of the Company is situated.
6. Institutional investors are encouraged to vote on the postal ballot. Corporate Members are required to send a scanned copy (PDF/JPG Format) of the Authority Letter authorising its representatives to vote for the postal ballot on its behalf. The said Authority Letter shall be sent to the Scrutiniser by email through its registered email address to scrutinisers@mmjc.in with a copy marked to CDSL on helpdesk.evoting@cdslindia.com.
7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, March 12, 2021 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes on Postal Ballot through e-voting. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.
8. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically and has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
9. A Member cannot exercise his vote by proxy on Postal Ballot.
10. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
11. The e-voting period commences on Saturday, April 3, 2021 at 09.00 A.M. (IST) and ends on Sunday, May 2, 2021 at 05.00 P.M. (IST). During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Friday, March 12, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
12. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is, Sunday, May 2, 2021.
13. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement, resolutions of the Board of Directors and the Nomination and Remuneration Committee, Memorandum and Articles of Association of the Company are available for inspection by the Members at the Company's Registered Office between 11.00 A.M. (IST) and 1.00 P.M. (IST) on all working days except Saturday and holidays from the date of despatch of this Postal Ballot Notice and up to the date of closure of Postal Ballot. Members may also write to crompton.investorrelations@crompton.co.in for inspection of the relevant documents.
14. Members who have not registered/uploaded their e-mail IDs so far are requested to register/update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

Physical Holding	Contact Company's RTA, KFin Technologies Private Limited (formerly Karvy Fintech Private Limited), by sending an email at einward.ris@kfintech.com along with request letter, folio no., name of the Member, and scanned copy of the share certificate (front and back), PAN Card (Self-attested scanned copy) and Aadhar Card (Self-attested scanned copy).
Demat Holding	Contact respective Depository Participant(s)

15. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
16. The Scrutiniser's decision on the validity of the Postal Ballot shall be final.
17. The Scrutiniser will submit his report to the Chairman after completion of the scrutiny of the e-votes submitted. The Scrutiniser's decision on the validity of the e-votes shall be final. The results of the postal ballot through e-voting will be announced on or before Tuesday, May 4, 2021 at the Registered Office of the Company. The results, together with the Scrutiniser's Report, will be displayed at the Registered Office of the Company and on the Company's website viz., www.crompton.co.in, besides being communicated to BSE Limited and the National Stock Exchange of India Limited.

18. **INSTRUCTIONS FOR VOTING**

- i. The voting period begins on Saturday, April 3, 2021 at 09.00 A.M. (IST) and ends on Sunday, May 2, 2021 at 05.00 P.M. (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, March 12, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Member/s whose email IDs are registered with the Company/DPs will receive an email from Central Depository Services (India) Limited ("CDSL") informing them of their User ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
- iii. The Members should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders/Members.
- v. Now enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat 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.
- viii. If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. ● If both the details are not recorded with the depository or Company, please enter the Member ID/Folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in 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.

- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for *Crompton Greaves Consumer Electricals Limited* on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login password, then enter the user ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Members 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. **Note for Non-Individual Members and Custodians**
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 emailed to 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 linked in the login should be mailed to 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 Scrutiniser to verify the same.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or grievances may be addressed to Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or Call on 022- 23058542/43 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543). Alternatively, any queries or issues or grievances of the Members of the Company connected with the electronic voting can also be addressed to the Company by email at crompton.investorrelations@crompton.co.in or Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited (formerly Karvy Fintech Private Limited) at the email ID einward.ris@kfintech.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”) SETTING OUT ALL MATERIAL FACTS

Item No. 1 & 2:

Mr. Mathew Job (DIN: 02922413) was appointed as the Chief Executive Officer of the Company w.e.f. January 1, 2016. The business of the Company has grown substantially well under his leadership. Considering the vast experience and expertise of Mr. Mathew Job (DIN: 02922413), the Board of Directors of the Company (“Board”) at their meeting held on January 22, 2021, on recommendation of the Nomination and Remuneration Committee, appointed him as an Additional Director designated as Executive Director & Chief Executive Officer for a term of 5 (five) years with effect from January 22, 2021 to January 21, 2026 on such terms & conditions including remuneration, subject to requisite approval of the Members.

Further, the Company has received a notice from a Member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Mathew Job (DIN: 02922413) for the office of Director.

Based on the performance evaluation of Mr. Mathew Job (DIN: 02922413), considering his knowledge of various aspects relating to the Company’s affairs and long business experience, given the background and contribution made by him during his tenure as Chief Executive Officer and for smooth and efficient running of the business and as per the recommendation of the Nomination and Remuneration Committee, the Board considers that the continued association of Mr. Mathew Job would be beneficial to the Company. Hence, it is desirable to appoint him as Executive Director & Chief Executive Officer for a period of 5 (five) years as mentioned above. Further, Mr. Mathew Job is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The remuneration payable to Mr. Mathew Job as Executive Director and Chief Executive Officer, shall be as follows:

Annual Compensation*	₹ 2,77,66,800/- (Rupees Two Crore Seventy Seven Lakh Sixty Six Thousand Eight Hundred only)
Bonus*	Target Payout of ₹ 3,93,77,880/- (Rupees Three Crore Ninety Three Lakh Seventy Seven Thousand Eight Hundred Eighty only)
Stock Options	Employee Stock Options granted under any Employee Stock Option Plan (“ESOP”) as are in force or as may be announced by the Company

**The compensation details in the Table above relate to current compensation for 2020-2021. These are, however, subject to revision later as may be decided by the Nomination and Remuneration Committee and the Board.*

The Nomination and Remuneration Committee and the Board of Directors of the Company will decide the increment up to a ceiling of 15% of the annual compensation and bonus in the immediate previous year.

Where in any Financial Year during the term of office of Executive Director & Chief Executive Officer, the Company makes no profits or the profits made are inadequate, the Company shall not pay to the Executive Director & Chief Executive Officer the aforesaid remuneration as Minimum remuneration unless requisite approvals in this regard are obtained from Members or appropriate authorities.

Mr. Job holds a Bachelor’s degree in Technology (Electrical and Electronics) from University of Kerala and MBA from Indian Institute of Management, Calcutta. Prior to joining Crompton Greaves Consumer Electricals Limited, he served as the Managing Director of Racold (Ariston) Thermo Limited till September 2015. Prior to that, he was the Vice President and Managing Director of Grohe India Private Limited from November 2009 to January 2012 and also held various key roles with Philips Electronics India Limited from June 1994 to October 2009.

Accordingly, it is proposed to appoint Mr. Mathew Job as Executive Director & Chief Executive Officer of the Company, liable to retire by rotation and to hold office for a term of 5 (five) years on the Board of the Company.

A brief profile of Mr. Mathew Job and other requisite details, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are annexed to this statement.

The Board recommends the resolution(s) as set out in this Notice for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Mathew Job are in any way concerned or interested in the proposed resolution(s) as set out in the Notice.

By Order of the Board
For **Crompton Greaves Consumer Electricals Limited**

Pragya Kaul
Company Secretary & Compliance Officer
Membership No. A17167

Registered Office:

Tower 3, 1st Floor, East Wing, Equinox Business Park, LBS Marg,
Kurla (West), Mumbai - 400 070

Date : March 23, 2021

Place : Mumbai

Annexure A

Details of Directors seeking Appointment and Re-appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Mathew Job
Director Identification Number	02922413
Category	Executive Director & Chief Executive Officer
Date of Birth	May 3, 1969
Age	52 years
Nationality	Indian
Date of First Appointment on the Board	January 22, 2021
Relationship with Directors and KMPs	There is no relationship with other Directors and KMPs on the Board.
Qualification	Bachelor's degree in Technology (Electrical and Electronics) from University of Kerala and MBA from Indian Institute of Management, Calcutta.
Experience	27 years
Expertise in specific functional area	Wide managerial experience in Consumer Products Industry
Details of Board Meetings attended by the Director during the year	2
Terms and Conditions of Appointment or re-appointment along with remuneration	As mentioned in explanatory statement in item no. 1 & 2
Remuneration last drawn	Same as mentioned in the table of explanatory statement in item no. 1 & 2
Membership of Committees of Crompton Greaves Consumer Electricals Limited	Strategic Investment Committee
List of Directorships held in other Companies	1. Pinnacles Lighting Project Private Limited 2. Nexustar Lighting Project Private Limited 3. Crompton CSR Foundation
Membership/Chairmanship of Committees across other Public Companies	Nil
Number of shares held in the Company	793 equity shares