

# Crompton

## CROMPTON GREAVES CONSUMER ELECTRICALS LIMITED

CIN: L31900MH2015PLC262254

### Registered & Corporate Office:

Tower 3, 1<sup>st</sup> Floor, East Wing, Equinox Business Park, LBS Marg, Kurla (West), Mumbai - 400070

Tel.: +91 22 6167 8499 Fax: +91 22 6167 8383

Website: [www.crompton.co.in](http://www.crompton.co.in) E-mail ID: [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in)

**NOTICE** is hereby given that the **Extra-Ordinary General Meeting (the “EGM”)** of the Members of Crompton Greaves Consumer Electricals Limited (the “Company”) will be held on **Friday, 27<sup>th</sup> August, 2021 at 11.00 AM (IST)** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business. The venue of the EGM shall be deemed to be the Registered Office of the Company at Tower 3, 1<sup>st</sup> Floor, East Wing, Equinox Business Park, LBS Marg, Kurla (West), Mumbai - 400 070.

### ORDINARY BUSINESS:

#### 1. Appointment of M/s MSKA & Associates, Chartered Accountants, (Firm Registration No. 105047W) as Statutory Auditors of the Company and to fix their remuneration

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section(s) 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable rules, if any, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s MSKA & Associates, Chartered Accountants, (Firm Registration No. 105047W), be and is hereby appointed as Statutory Auditors of the Company in place of M/s Sharp & Tannan, Chartered Accountants, (Firm Registration No. 109982W) whose tenure expired at the conclusion of the Seventh Annual General Meeting, to hold office for a period of five years, from the conclusion of this Extra-Ordinary General Meeting till the conclusion of the Twelfth Annual General Meeting, at a remuneration of ₹ 51,00,000/- (Rupees Fifty One Lakhs only) plus reimbursement of out of pocket expenses and applicable taxes to conduct the statutory audit for the financial year 2021-22 and the Board of Directors of the Company be and are hereby authorised to increase and pay such Statutory Audit fees as recommended by the Audit Committee and as they may deem fit for the remaining tenure of their appointment and as may be mutually agreed between the Board of Directors and the Auditors.

**RESOLVED FURTHER THAT** pursuant to Section 139(10) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), M/s Sharp & Tannan, Chartered Accountants, (Firm Registration No. 109982W) shall retire as the Statutory Auditors of the Company at the conclusion of this Extra-Ordinary General Meeting.

**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.”

Registered Office:  
Tower 3, 1<sup>st</sup> Floor, East Wing,  
Equinox Business Park, LBS Marg,  
Kurla (West), Mumbai-400 070

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

**Pragya Kaul**  
Company Secretary & Compliance Officer  
Membership No. A17167

**Date : 30<sup>th</sup> July, 2021**  
**Place : Mumbai**

## NOTES:

1. In view of the continued outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs ("MCA") followed by General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020 and General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020 and General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020 and Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January, 2021 respectively issued by the Securities and Exchange Board of India ("SEBI") in this regard and all other relevant circulars issued from time to time, physical attendance of the Members at the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Explanatory Statement pursuant to Section 102 of the Act relating to the Item of the Notice of the EGM, as required under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is annexed hereto.
3. Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the EGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for atleast 1000 Members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the EGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.crompton.co.in](http://www.crompton.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL

(agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The notice shall be circulated in electronic mode only as per the aforesaid circular.

9. In terms of the Circulars, Notice of the EGM is sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.

For receiving the Notice and all other communications from the Company electronically:

- a. Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Registrar and Transfer Agent (RTA) of the Company, M/s KFin Technologies Private Limited on email id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) with details of folio number and attaching a self-attested copy of PAN card.
  - b. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant (DP).
  - c. If there is any change in the e-mail ID already registered with the Company/RTA, Members are requested to immediately notify such change to the Company/RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
10. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent – KFin Technologies Private Limited for assistance in this regard.
11. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an email to the Company at [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in).

## **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

**The remote e-voting period begins on Monday, 23<sup>rd</sup> August, 2021 at 9:00 A.M. and ends on Thursday, 26<sup>th</sup> August, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Friday, 20<sup>th</sup> August, 2021 may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 20<sup>th</sup> August, 2021.**

The Board of Directors of the Company have appointed Mr. Makarand M. Joshi (FCS 5533), Partner or failing him Ms. Kumudini Bhalerao (FCS 6667), Partner at M/s Makarand M. Joshi & Co., Practicing Company Secretaries (ICSI Unique Code: P2009MH007000), as Scrutiniser to scrutinize the entire e-voting process at the Extra-Ordinary General Meeting and remote e-voting in a fair and transparent manner.

## How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### Step 1: Access to NSDL e-Voting system

#### **A) Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> </ol>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective E-voting Service Provider (ESP) i.e. NSDL where the e-Voting is in progress.</p>
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode**

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 116606 then user ID is 116606001***

5. Password details for Members other than Individual Members are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a. Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.



9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Shareholders**

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Assistant Vice President, NSDL or Ms. Pallavi Mhatre, Manager, NSDL or Mr. Sagar Ghosalkar, Assistant Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in).
2. In case shares are held in demat mode, please provide DPID+CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested

scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in). If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.**

3. Alternatively Member/Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual Member holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **Scrutiniser's report and declaration of results**

- (i) The Scrutiniser shall, after the conclusion of e-voting at the EGM, first count the votes cast vide e-voting at the EGM and thereafter shall, unblock the votes cast through remote e-voting. He shall submit a Consolidated Scrutiniser's Report of the total votes cast in favour or against, within two working days from the conclusion of the EGM, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (ii) The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.crompton.co.in](http://www.crompton.co.in) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Shareholders/Members, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

13. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under "Join General Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.



14. Members are encouraged to join the Meeting through Laptops for better experience.
15. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
16. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
17. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered Email ID mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in) from Thursday, 19<sup>th</sup> August, 2021 (from 9.00 a.m.) to Monday, 23<sup>rd</sup> August, 2021 (up to 5.00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM in relation to the agenda to be transacted at the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
18. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in). The same will be replied by the Company suitably.
19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company/KFin Technologies Private Limited.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialised form and to the Company/KFin Technologies Private Limited in case the shares are held by them in physical form.
21. Members are requested to quote their Folio No. or DP ID - Client ID, as the case may be, in all correspondence with the Company or the KFin Technologies Private Limited.
22. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Friday, 20<sup>th</sup> August, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Members holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 20<sup>th</sup> August, 2021, may follow steps mentioned in the Notice of the EGM under "Access to NSDL e-Voting system".

## **STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING AND RELATING TO THE ORDINARY BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **Item no. 1**

#### **Appointment of M/s MSKA & Associates, Chartered Accountants, (Firm Registration No. 105047W) as Statutory Auditors of the Company and to fix their remuneration**

The Company's Statutory Auditors, M/s Sharp & Tannan, Chartered Accountants, (Firm Registration No. 109982W) who were appointed with the approval of Members at the 2<sup>nd</sup> Annual General Meeting ("AGM") for a period of five years, were proposed to be re-appointed for a period of 4 years at the 7<sup>th</sup> AGM of the Company which was scheduled to be held on 23<sup>rd</sup> July, 2021.

In order to avoid any controversy arising from differing legal views about their eligibility for re-appointment and to uphold their high governance standards, M/s Sharp & Tannan, Statutory Auditors vide their letter dated 14<sup>th</sup> July, 2021 to the Company, had withdrawn their consent to be re-appointed as Statutory Auditors of the Company.

Accordingly, the proposed resolution item no. 3 in relation to "Re-appointment of M/s Sharp & Tannan, Chartered Accountants, Statutory Auditors of the Company and to fix their remuneration" set out in the Notice dated 24<sup>th</sup> June, 2021 convening the 7<sup>th</sup> AGM of the Company was withdrawn and was not transacted in the 7<sup>th</sup> AGM held on Friday, 23<sup>rd</sup> July, 2021.

As per Section 139(10) of the Companies Act, 2013, the existing auditors shall continue until the appointment of the new auditors.

The Board of Directors of the Company ("the Board"), based on the recommendations of the Audit Committee ("the Committee"), recommended, for the approval of Members, at its meeting held on 30<sup>th</sup> July, 2021, that M/s MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W), be appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Extra-Ordinary General Meeting until the conclusion of the 12<sup>th</sup> AGM of the Company in place of M/s Sharp & Tannan, Chartered Accountants, (Firm Registration No. 109982W) whose tenure expired at the conclusion of the 7<sup>th</sup> AGM and were continuing as the auditors of the Company pursuant to Section 139(10) of the Companies Act, 2013. On the recommendation of the Audit Committee, the Board also recommended for the approval of the Members, the remuneration of M/s MSKA & Associates, Chartered Accountants for the financial year 2021-22 as set out in the Resolution relating to their appointment, i.e. ₹ 51,00,000/- (Rupees Fifty One Lakhs only) (excluding reimbursement of out of pocket expenses and applicable taxes).

The remuneration payable to the statutory auditors for the remaining tenure of the proposed appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee and as may be mutually agreed between the Board of Directors and the Auditors.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc. and found M/s MSKA & Associates, Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

Further, there is no material change in the fee payable to M/s MSKA & Associates, Chartered Accountants from that paid to the retiring auditor. The abovementioned proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by M/s MSKA & Associates during their association with the Company. The proposed fee is also in line with the industry benchmarks. The fees for services in the nature of limited review, statutory certifications and other professional work will

be in addition to the audit fee as above and will be decided by the management in consultation with the Auditors.

M/s MSKA & Associates, Chartered Accountants was established in 1978. It is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and the PCAOB (US Public Company Accountancy Oversight Board) having offices across 10 key cities in India at Mumbai, Gurugram, Kolkata, Ahmedabad, Pune, Goa, Pune, Bangalore, Kochi and Hyderabad.

The Firm provides range of services which include Audit & Assurance, Taxation and Accounting Advisory. The Firm's Audit and Assurance practice has significant experience in auditing listed entities.

M/s MSKA & Associates, Chartered Accountants have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if approved by the members, would be within the limits prescribed under the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

The Board recommends the resolution as set out in the Notice for the approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice.

Registered Office:  
Tower 3, 1<sup>st</sup> Floor, East Wing,  
Equinox Business Park, LBS Marg,  
Kurla (West), Mumbai-400 070

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

**Pragya Kaul**  
Company Secretary & Compliance Officer  
Membership No. A17167

**Date : 30<sup>th</sup> July, 2021**  
**Place : Mumbai**