

CROMPTON GREAVES CONSUMER ELECTRICALS LIMITED

ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE CHARTER

1. Purpose:

The purpose of the Environmental, Social and Governance Committee (the “ESG Committee”) of the Board of Directors (“Board”) is to support the Company’s on-going commitment to environmental, health and safety, corporate social responsibility, corporate governance, sustainability, and other public policy matters relevant to the Company (collectively “ESG Matters”). The Committee is also responsible for reporting progress of various initiatives and in making appropriate disclosures on a periodic basis.

The ESG Committee will assist the Senior Leadership Team of the Company in –

- (a) setting general strategy relating to ESG Matters,
- (b) developing, implementing, and monitoring initiatives and policies based on that strategy,
- (c) overseeing communications with employees, investors and stakeholders with respect to ESG Matters,
- (d) defining ESG priorities, objectives and strategy with the goal of further integrating sustainability into the Company’s strategy and operations;
- (e) monitoring and assessing developments relating to, and improving the Company’s understanding of ESG Matters, and
- (f) efficient and timely disclosure of ESG matters to internal and external stakeholders.

It is recognized that the ESG Committee’s responsibility is oversight in nature and that the primary responsibility and ultimate decision-making with respect to the Company’s underlying programs and policies remains with the subject matter experts currently responsible for such matters.

2. Authority:

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of any applicable acts, regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Committee has the authority to retain any advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee and rules and regulations, as may be applicable.

3. Composition:

The ESG Committee shall be appointed by and will serve at the discretion of the Board. The ESG Committee shall consist of no fewer than three members.

4. Meetings:

4.1 Periodicity of Meetings:

The Committee will meet as frequently as it deems necessary and advisable to carry out its duties.

4.2 Permanent Invitees

The Managing Director & CEO shall be a permanent invitee to the meetings of the Committee.

The Chairman may invite any person from among the Board/ senior management to attend the meeting.

4.3 Secretary:

The Company Secretary shall act as the Secretary to the Committee.

4.4 Agenda

The agenda for the meeting of the Committee shall be prepared by the Secretary in consultation with the Chairman of the Committee and shall be generally sent at least seven days before the date of the meeting.

4.5 Minutes

The minutes of the meeting shall be recorded by the Secretary. The draft minutes shall be circulated to the members and to the Chairman of the Committee for approval within fifteen days from the date of the meeting or as required by law, whichever is earlier.

The minutes duly approved and signed by the Chairman of the Committee shall be circulated to the Members of the Committee for their comments, approval and will be noted by the Board of Directors at their subsequent meeting.

4.6 Quorum

Quorum shall be presence of one-third of the total strength or two members, whichever is higher.

5. Terms of Reference:

A) Oversight of ESG Matters:

The Committee will have, without limitation, the following duties and responsibilities:

- Recommend to the Board the Company's overall general strategy with respect to ESG Matters.
- Oversee the Company's policies, practices and performance with respect to ESG Matters.
- Oversee the Company's reporting standards in relation to ESG Matters.
- To set the tone and reinforce the culture within the Company regarding sustainability, promote open discussion and integrate ESG management into the Company's processes and goals.
- To assist in overseeing internal and external communications with employees, investors, customers, suppliers and other stakeholders regarding the Company's position on or approach to ESG matters, including by coordinating and reviewing, as appropriate, draft responses, reports or other disclosures to stakeholders.

- To consider the current and emerging ESG matters that may affect the business, operations, performance or public image of the Company.
- To maintain metrics, systems and procedures, as deemed necessary and appropriate, to monitor and track ESG matters.
- Report to the Board current and emerging topics relating to ESG Matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders and, if appropriate, detail actions taken in relation to the same.
- Advise the Board on stockholder proposals and other significant stakeholder concerns relating to ESG Matters.
- Perform any other activities consistent with this Charter, the Company's Articles of Association and Memorandum of Association as this Committee or the Board may deem necessary, advisable or appropriate for the Committee to perform.

B) Report to the Board of Directors

The Committee must report regularly to the Board regarding the activities of the Committee.

6. Delegation of Duties:

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to any Director, KMP or person or sub-committee of the Committee as may be permitted by applicable laws.

The adequacy of this Charter shall be reviewed and reassessed periodically and the Board reserves its right to amend or modify this Charter in whole or in part based on the changes that may be brought about due to any regulatory amendments or otherwise. In the event of any conflict between the provisions of this Charter and of the SEBI Listing Regulations, the Act or any other statutory enactments, rules, then the provisions of the SEBI Listing Regulations / Act or statutory enactments, rules shall prevail over this Charter.

Any terms of reference of this charter covered in the Act/SEBI Listing Regulations but not covered above, if any, or any subsequent amendment / modification in the Listing Regulations or the Act or any other governing Act/Rules/Regulations or re-enactment, impacting the charter, shall automatically apply to this charter and the relevant terms of this charter shall be deemed to be modified and/or amended to that extent, even if not incorporated in this charter.

Promeet Ghosh

H. M. Nerurkar

Sd/-

Sd/-

Chairman of the ESG Committee

Chairman of the Board