

# Crompton Greaves Consumer Electricals Limited

CIN: L31900MH2015PLC262254

## Registered Office & Corporate Office:

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

Phone: +91 22 6167 8499 Fax: +91 22 6167 8383

Email: [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in)

Website: [www.crompton.co.in](http://www.crompton.co.in)

## NOTICE OF THE 9<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **9<sup>th</sup> Annual General Meeting** (the “**AGM**”) of the Members of Crompton Greaves Consumer Electricals Limited (the “**Company**”) will be held on **Saturday, July 22, 2023 at 11:00 A.M. (IST)** through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) for which purpose the Registered Office of the Company situated at Tower 3, 1<sup>st</sup> Floor, East Wing, Equinox Business Park, LBS Marg, Kurla (West), Mumbai - 400 070 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

### ORDINARY BUSINESS

#### 1. Adoption of financial statements

##### To consider and adopt

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors (“**the Board**”) and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Auditors thereon.

#### 2. Declaration of Dividend

To declare a dividend of ₹3.00 per equity share of the face value of ₹2.00 each for the Financial Year ended March 31, 2023.

#### 3. Appointment of Mr. Shantanu Khosla (DIN:00059877) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Shantanu Khosla (DIN:00059877) who retires by rotation and being eligible offers himself for re-appointment.

To consider, and if thought fit to, to pass 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, the approval of the Members of the Company be and is hereby accorded to reappoint Mr. Shantanu

Khosla (DIN:00059877) as Director, who is liable to retire by rotation.”

### SPECIAL BUSINESS

#### 4. Ratification of remuneration payable to M/s. Ashwin Solanki & Associates, Cost Auditors of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹6,00,000 (Rupees Six Lakhs) (exclusive of applicable taxes and reimbursement of out of pocket expenses) payable to M/s. Ashwin Solanki & Associates, Cost Accountants (Firm Registration Number 100392), who have been appointed by the Board of Directors basis the recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending March 31, 2024;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorised to do all such act(s), deed(s), matter(s) & thing(s) and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### 5. Re-appointment of Ms. Smita Anand (DIN:00059228) as an Independent Director for a Second Term

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV, Companies (Appointment and Qualification of Directors) Rules,

2014, and other applicable provisions of the Companies Act, 2013 ("the Act"), and the rules framed thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Smita Anand (DIN:00059228), who holds office as a Non-Executive Independent Director of the Company, up to December 9, 2023 and in respect of whom the Company has received a notice from a Member proposing her candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that she meets the criteria of independence as prescribed under the Act and the Listing Regulations and being eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Non-Executive Independent Director of the Company for a second term of Five (5) consecutive years commencing from December 10, 2023 to December 9, 2028 (both days inclusive), not subject to retirement by rotation;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and other applicable provisions of the Act and the Rules made thereunder and the Listing Regulations, Ms. Smita Anand shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

**RESOLVED FURTHER THAT** the Board of Director(s) of the Company (including any Committee thereof) be and are hereby severally authorised to do all act(s), deed(s), matter(s) & thing(s) and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**6. Appointment of Mr. Promeet Ghosh (DIN:05307658) as Managing Director & Chief Executive Officer of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (the "Act"), and the Companies (Appointment and Remuneration of Managerial Personnel), 2014, Securities and Exchange Board of India ("SEBI") (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended and rules made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), subject to the provisions of the Articles of Association ("AoA") of the Company, approval of the Members of the Company, be and is hereby accorded for appointment of Mr. Promeet Ghosh (DIN:05307658) as the Managing Director & Chief Executive Officer ("MD & CEO") and Key Managerial Personnel of the Company for a period of Five (5) years commencing from May 1, 2023 up to April 30, 2028, liable to retire by rotation, on such terms and conditions as specified in the Explanatory Statement pursuant to Section 102(1) of the Act;

**RESOLVED FURTHER THAT** in his capacity as MD & CEO, Mr. Promeet Ghosh is entitled to exercise all powers as are exercisable by the MD & CEO of the Company as permissible under the provisions of the Act, and any other statutes in order to manage the affairs of the Company.

**RESOLVED FURTHER THAT** any one of the Director(s) be and are hereby severally authorized to sign and execute the appointment letter/ MD & CEO contract (and any other agreement relating to compensation and benefits) between the Company and Mr. Promeet Ghosh *inter-alia* containing terms and conditions of appointment;

**RESOLVED FURTHER THAT** the Board of Director(s) of the Company be and are hereby authorised to alter and vary the terms and conditions as may deem appropriate in relation to the said appointment on the recommendations of Nomination & Remuneration Committee of the Company subject to terms as specified in explanatory statement, and in compliance with the applicable provisions of the Act including but not limited to Section 197 read with Section 198 of the Act read with the rules made thereunder and other applicable laws;

**RESOLVED FURTHER THAT** the Board of Director(s) of the Company be and are hereby further authorised to do all such act(s), deed(s), matter(s) and thing(s) and to execute any agreement(s), document(s), instrument(s) and writing(s) as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or officer(s) of the Company to give effect to this resolution."

**7. Payment of Remuneration to Mr. Promeet Ghosh (DIN:05307658) as Managing Director & Chief Executive Officer of the Company**

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

**“RESOLVED THAT** subject to the provisions of Section 197, Schedule V of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the provisions of the Articles of Association of the Company, the approval of the Members of the Company, be and is hereby accorded for payment of remuneration to Mr. Promeet Ghosh (DIN:05307658), MD & CEO, for a term of five (5) years with effect from May 1, 2023 to April 30, 2028 (as detailed out in the Explanatory Statement) and with an annual increment as may be approved by the Nomination & Remuneration Committee (“**N&RC**”) of the Board/ Board of Directors, subject to a maximum of 15% (Fifteen Percent) every year, during the tenure of his term of Five (5) years as the MD & CEO of the Company;

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of net profits in any Financial Year, the remuneration payable to the MD & CEO shall be governed by Section II of Part II of the Schedule V of the Act or any modifications thereof or if so permitted, by the Board or any Committee thereof;

**RESOLVED FURTHER THAT** the Board of Directors/ N&RC of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment (including authority, from time to time, to determine the amount of salary, the type and amount of perquisites, bonus and other benefits payable to Mr. Promeet Ghosh), in such manner as may be agreed to between the Company and Mr. Promeet Ghosh, within the limits approved by the Members and to the extent the Board may consider appropriate;

**RESOLVED FURTHER THAT** Mr. Promeet Ghosh, MD & CEO, shall also be entitled to an annual performance bonus as may be determined by the N&RC/ Board of Directors in terms of the Remuneration Policy of the Company and as per the details specified in the Explanatory Statement pursuant to Section 102(1) of the Act to the resolution as per Item Nos. 6, 7 & 8 annexed to this Notice;

**RESOLVED FURTHER THAT** the Board of Director(s) of the Company be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it by or under this resolution to N&RC/ Board of Directors of and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**8. Grant of Employee Stock Options to Mr. Promeet Ghosh (DIN:05307658) as Managing Director & Chief Executive Officer of the Company**

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

**“RESOLVED THAT** subject to the provisions of Section 197, Schedule V of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the provisions of the Articles of Association of the Company, the approval of the Members of the Company, be and is hereby accorded for grant of 20,00,000 stock options (Twenty Lakh) to Mr. Promeet Ghosh (DIN:05307658), to the MD & CEO, under Crompton Employee Stock Option Plan 2019 of the Company, as approved by the Nomination & Remuneration Committee and the Board of Directors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it by or under this resolution to the Nomination & Remuneration Committee / Board of Directors and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**9. To approve the amendment in Crompton Employee Stock Option Plan, 2019 (“ESOP 2019”)**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**

**“RESOLVED THAT** in addition to the Special Resolution passed by the Members of the Company by way of Postal Ballot on January 19, 2020 and January 6, 2021

and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB-SE Regulations**"), the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the circulars/ guidelines issued by the "**SEBI**", the Articles of Association of the Company and all other applicable 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) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) and modification(s) by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as "**Compensation Committee**" to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to make the amendment(s) in the Crompton Employee Stock Option Plan 2019 ("**ESOP 2019**") as mentioned in the explanatory statement;

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(4) of the SEBI SBEB-SE Regulations, 2021, the variation to the terms of the ESOP 2019 of

the Company as detailed in the explanatory Statement thereto, be and is hereby approved;

**RESOLVED FURTHER THAT** the revised ESOP 2019 Scheme covering the above amendments be and is hereby approved and adopted by the Members;

**RESOLVED FURTHER THAT** it is hereby noted that the amendments to the ESOP 2019 are not prejudicial to the interests of the eligible employees and option holders;

**RESOLVED FURTHER THAT** the other terms and conditions of the ESOP 2019, except as set out in the explanatory statement, shall remain unchanged;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised subject to the compliance with the applicable laws and regulations:

- (i) To administer, implement and supervise the ESOP 2019;
- (ii) To delegate all or any of the powers conferred by this resolution to any Committee of Directors, Director, Officer, or Authorised Representative of the Company; and
- (iii) To do all such act(s), deed(s), thing(s) and matter(s) as may be considered necessary or expedient and settle any questions, difficulties or doubts that may arise in this regard (including to amend or modify any of the terms thereof within the contours of the ESOP 2019 Scheme) and to do all other things incidental and ancillary thereof in conformity and subject to compliance with the provisions of the Companies Act, 2013, the SEBI SBEB-SE Regulations and any other applicable laws in force without requiring the Board to secure any further consent or approval of the Members of the Company."

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

**Rashmi Khandelwal**  
Company Secretary & Compliance Officer  
Membership No. A28839

**Registered Office:**

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

**Date:** May 19, 2023

**Place:** Mumbai

## NOTES

1. Ministry of Corporate Affairs ("MCA") has vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular 2/2022 dated May 5, 2022 followed by Circular No. 10/2022 and 11/2022 dated **December 28, 2022** (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 followed by Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated **January 5, 2023** (collectively referred to as "SEBI Circulars") and all other relevant circulars issued from time to time, permitted the holding of AGM through VC/ OAVM, without physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/ OAVM without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
  2. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") relating to special business as stated under Item Nos. 4 to 9 of the Notice dated **Friday, May 19, 2023** are annexed hereto.
  3. A statement providing additional details of the Directors seeking appointment/ re-appointment as set out in Item No. 3, 5, 6, 7 & 8 of the Notice dated **Friday, May 19, 2023** is annexed herewith as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and Secretarial Standard-2 (SS-2) on General Meetings issued by Institute of Company Secretaries of India ("ICSI").
  4. Since this AGM is being conducted through VC/ OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.
  5. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF/ NRI, etc.) intending to authorize their representatives to attend the AGM through VC/ OAVM on its behalf and to vote through e-voting, are requested to send a certified scanned copy (PDF/ JPG Format) of its Board or governing body resolution/ authorisation letter to the Scrutinizer by e-mail through its registered e-mail address at [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  6. The voting rights of Members shall be proportionate to their share of the paid-up equity share capital of the Company as on the Record Date.
  7. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and 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/ AGM through VC/ OAVM will be made available for 1000 members on first come first serve basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/ AGM without restriction on account of first come first serve basis.
  8. Participation of Members attending AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  9. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the financial statements including Report of Board of Directors, Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depositories/ Depository Participant(s) ("DPs"). In case any Member is desirous of obtaining physical copy of the Integrated Annual Report for the F.Y. 2022-23, he/ she may send a request to the Company by writing at [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in) mentioning their Folio No./ DP ID and Client ID.  
  
The Notice calling the AGM 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 AGM Notice is also available on the website of National Securities Depository Limited ("NSDL") (agency for providing the Remote e-Voting facility), i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  10. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and relevant documents referred to in the accompanying Notice and in the Explanatory Statement are requested to write to the Company on or before **Saturday, July 22, 2023** through e-mail on [crompton.investorrelation@scrompton.co.in](mailto:crompton.investorrelation@scrompton.co.in). The same will be replied by the Company suitably.
- All documents referred to in the Notice will also be available electronically for inspection, without any fee, by the Members from the date of circulation of



this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in)

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 ("RTA")/ their DPs, in respect of shares held in physical/ electronic mode, respectively.
12. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed with this Notice.
13. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by listed companies, the Company has provided a facility to its members to exercise their votes electronically through electronic voting ("e-voting") facility provided by National Securities Depository Limited ("NSDL"), on all resolutions set forth in this Notice.
14. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form who have not yet registered their nominations are requested to register the same by submitting Form No. SH13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form SH-14. The said form can be downloaded from the Company's website at <https://www.crompton.co.in/investors/share-related-info/>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Company or KFin Technologies Limited ("RTA/ Kfin") in case the shares are held in physical form, quoting their folio numbers.
15. Members are requested to check that the correct account number has been recorded with the depository. Members holding shares in electronic form are requested to intimate any change in their address, email id, signature or bank mandates to their respective DP with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to intimate such changes to the RTA of the Company by furnishing form ISR-1 and ISR-2. The said forms are available on the website of the Company at <https://www.crompton.co.in/investors/share-related-info/>
16. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form. Further, the transmission and transposition of securities shall also be effected only in dematerialised form. 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 RTA for assistance in this regard.

## DIVIDEND AND IEPF RELATED INFORMATION

17. Members may note that the Board, at its meeting held on **Friday, May 19, 2023**, has recommended a final dividend of ₹3.00 per share for the Financial Year ended March 31, 2023, which if approved at the ensuing AGM, will be paid, subject to deduction of tax at source ("TDS") on or after **Tuesday, July 25, 2023** but within 30 days from the date of AGM to those Members or their mandates who holds shares:
  - i. In dematerialised ("demat") mode, based on the beneficial ownership details to be received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as at the close of business hours of Record Date;
  - ii. In physical mode, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on Record Date.
18. The Company has fixed **Friday, July 7, 2023** as the "**Record date**" for the purpose of determining the Members eligible to receive final dividend for the Financial Year ended **March 31, 2023**.
19. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, July 8, 2023** to **Saturday, July 22, 2023** (both days inclusive) for the purpose of AGM and for the payment of final Dividend.
20. Payment of final dividend shall be made electronically through various online transfer modes to those Members who have updated their bank account details. For those Members who have not updated their bank account details, demand drafts will be dispatched to their registered address. To avoid delay in receiving dividend, Members are requested to register/ update their complete bank details and/ or KYCs with their DPs with which they maintain their demat accounts (where the shares are held in demat mode) and with the Company's RTA (where the shares are held in physical mode) to receive dividend directly into their bank account on the pay-out date.
21. Pursuant to the Income Tax Act, 1961, ("**the IT Act**"), as amended by the Finance Act, 2020, dividend paid or distributed by the Company on or after **April 1, 2020** shall be taxable in the hands of Members. For the prescribed rates for various categories the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The TDS / withholding tax rate would vary depending on

the residential status of the shareholder and documents submitted by shareholder with the Company/ KFinTech/ DP. The Members are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) by furnishing from ISR-1 and with the DPs (in case of the shares held in Demat mode). The Company shall therefore be required to withhold/ deduct TDS, at the prescribed rates on the dividend paid to its Members.

22. In case of resident individual shareholders, no TDS shall be deducted if the total dividend to be received by them during F.Y. 2023-24 does not exceed ₹5000. However, where the PAN is not updated in Company/ KFinTech/ DP records or in case of an invalid PAN and cumulative dividend payment to individual shareholder is more than ₹5000, the Company shall deduct TDS/ Withholding tax u/s 194 with reference to Section 206AA of the IT Act.
23. SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to its Members electronically. Accordingly, the Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/ Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ IMPS/ NEFT etc. In order to receive the dividend without any delay, the Members holding shares in physical form are requested to submit particulars of their bank accounts in 'Form ISR – 1' along with the original cancelled cheque bearing the name of the Member to KFinTech/ Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs before **Friday, July 7, 2023**, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and mobile no(s). Members holding shares in physical form may communicate these details to RTA having address at KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, before **Friday, July 7, 2023** by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their PAN card.

**Transfer of Unclaimed/ Unpaid amounts to the Investor Education and Protection Fund ("IEPF")**

24. In terms of the provisions of Section 124 and Section 125 of the Act, the declared dividends which remains unpaid/ unclaimed a period of Seven (7) years from the date of declaration is required to be transferred to the Investor Education and Protection Fund ("IEPF").

25. Further, in terms of the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), equity shares, in respect of which dividend has not been paid or claimed for Seven (7) consecutive years from the date of declaration, are also required to be transferred to an account, viz. IEPF Suspense Account, which is operated by the IEPF Authority pursuant to the IEPF Rules. Further, all equity shares of the company on which dividend has not been paid or claimed for Seven (7) consecutive years or more, shall be transferred by the company to the IEPF from time to time.
26. Members holding shares in electronic form are requested to ensure that correct bank particulars are registered against their respective depository accounts which will be used by the Company for any payment of dividend in future. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members. However, Seven (7) years has not been elapsed from the 1<sup>st</sup> dividend paid by the Company, hence there was no amount to be transferred to IEPF during the F.Y. 2022-23.
27. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in)

**28. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE AGM ARE AS UNDER**

The remote e-voting period commences from **Monday, July 17, 2023 at 9:00 A.M.** and ends on **Friday, July 21, 2023 at 5:00 P.M.** During this period, Members holding shares either in physical or dematerialized form, as on **Saturday, July 15, 2023** being the cut-off date, may cast their votes electronically through e-voting system from any place ("**remote e-voting**"). The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Saturday, July 15, 2023**.

**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 the NSDL e-voting system

Step 2: Cast your votes electronically on NSDL e-voting system.

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

#### A) Login method for e-voting and joining virtual meeting for individual Members holding shares in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies and as a part of increasing the efficiency of the e-voting process, Individual Members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. 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 shares in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are 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 Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://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 “<b>Login</b>” 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 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 company name or <b>e-Voting service provider, i.e. 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> <li>Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>



Type of Members	Login Method
Individual Members holding shares in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN card from e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Members (holding shares in demat mode) login through their DPs	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option.</li> <li>2. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on company name or e-Voting service provider, i.e. NSDL 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>

**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 shares in demat mode for any technical issues related to login through Depository, i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Members holding shares 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.: 022 - 4886 7000 and 022 - 2499 7000
Individual Members holding shares 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 1800 22 55 33.

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

Step1: 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 eservices 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:

Login type	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*****.
a) 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*****
a) 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 101456 then user ID is 101456001***

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.**

1. 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](https://www.evoting.nsdl.com).
  - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://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.
2. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

3. Now, you will have to click on “Login” button.
4. After you click on the “Login” button, the home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system**

1. After successful logging in following 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.

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

1. In case shares are held in physical mode and have not updated their e-mail addresses with the company, please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and Aadhar Card by email to [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in) for registering e-mail address.
2. In case shares are held in demat mode, please provide DPID and Client ID (16 digit DP ID + Client ID or 16-digit beneficiary ID), Name of member, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and Aadhar Card to [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in).

3. Alternatively, Shareholders/ 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 **December 9, 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 DPs. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**General Guidelines for Members**

1. 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 (5) 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.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free number: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Anubhav Saxena, Deputy Manager- NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**29. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

### 30. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER

- i. Member will be provided with a facility to attend the AGM 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" placed under "Join meeting" menu against company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in 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.
- ii. Members are encouraged to join the AGM through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Members 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.
- v. 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.
- vi. Members who would like to express their views or ask questions during the AGM 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 **Friday, July 14, 2023 (from 9.00 A.M.) to Monday, July 19, 2023 (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 AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- vii. 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.
- viii. Any Member 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 sent through e-mail and holding shares as of the cut-off date, i.e. **Saturday, July 15, 2023**, 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 22 55 33. In case of Individual Members holding shares 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. **Saturday, July 15, 2023**, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- ix. A person who is not a Member as on the Record Date is requested to treat this Notice for information purposes only.
- x. A Member will not be allowed to vote again on any resolution on which vote has already been cast.
- xi. Members attending the AGM who have not cast their votes on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to cast their votes through e-Voting during the AGM. The Members who have casted their votes prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their votes again.
- xii. The remote e-voting module on the day of the AGM shall be disabled by NSDL for voting after 15 minutes of the conclusion of the AGM.
- xiii. Any person holding shares in physical form, and non-individual Members, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Record Date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) However, if he/ she is already registered with NSDL for remote e-voting, then he/ she can use his/ her existing user ID and password for casting the vote.
- xiv. In case of individual Members holding shares in demat mode, who acquires the shares of the Company and becomes a Member of the Company after the Notice is sent and holding shares as of the

cut-off date, may follow steps mentioned below under 'Instructions for e-Voting'.

### 31. SCRUTINISER'S REPORT AND DECLARATION OF RESULTS

- i. The Board of Directors of the Company has appointed Mr. Saurabh Agarwal (Certificate of Practice No. 20907) and or failing him, Ms. Deepti Kulkarni (Certificate of Practice No. 22502), Designated Partners of M/s. MMJB & Associates LLP, Practicing Company Secretaries (ICSI Unique Code: 2826/2022), as the Scrutiniser to scrutinize the e-Voting process during the AGM and remote e-voting in a fair and transparent manner.
- ii. The Scrutiniser shall, immediately after the conclusion of the e-Voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and provide, not later than forty eight (48) hours of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- iii. 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) immediately after the submission with the Stock Exchanges, where the shares of the Company are listed. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e. **Saturday, July 22, 2023**.

### 32. NOTE TO SHAREHOLDERS

- i. 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 DPs with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company/ RTA.
- ii. 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 DPs in case the shares are held by them in dematerialised form and to the Company/ RTA.

- iii. 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 Limited.

- iv. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ("DP") and holdings should be verified from time to time.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. Attention of the Members holding shares of the Company in physical form is invited to go through the said important communication.

- v. We hereby inform that SEBI vide its Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated **November 3, 2021** has mandated:
  - a. Furnishing of PAN, email address, mobile number, bank account details, signature and nomination by holders of physical shares.
  - b. Freezing of folios in cases where PAN is not linked with Aadhaar by March 31, 2022 (or any other date as may be specified by the Central Board of Direct Taxes).
  - c. Folios wherein any one of the said document(s)/ detail(s) are not available on or after April 1, 2023, shall be frozen. Such Members shall not be eligible to lodge grievance(s) or avail service request(s) from the RTA and shall not be eligible for receipt of dividend in physical mode.
  - d. After December 31, 2025, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.
- vi. Further, in compliance to the SEBI Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/ Exchange, Endorsement, Sub-division/ Splitting, Consolidation of securities certificates/ folios, Transmission and Transposition of securities) from those Members whose details, as mentioned in



SEBI Circular dated November 3, 2021, are duly updated in the system, the RTA/ Company shall verify and process the service requests and issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), to the securities holder/ claimant within 30 (thirty) days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 (One Hundred and Twenty) days from the date of its issuance, within which the securities holder/ claimant shall make a request to the DP for dematerializing the said securities.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in demat form only while processing service requests, viz. Issue of

duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the weblink at <https://www.crompton.co.in/investors/share-related-info/> Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/ electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

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

**Rashmi Khandelwal**

Company Secretary & Compliance Officer  
Membership No. A28839

**Registered Office:**

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

**Date:** May 19, 2023

**Place:** Mumbai

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

### Item No. 4

#### Ratification of remuneration payable to M/s. Ashwin Solanki & Associates, Cost Auditors of the Company

The Company is required to have its cost records audited by a Cost Accountant in practice. Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee, at their Meeting held on **Friday, May 19, 2023**, had approved the appointment of M/s. Ashwin Solanki & Associates, Cost Accountants (Firm Registration No. 100392) as the Cost Auditors to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2024 at a remuneration ₹6,00,000 (Rupees Six Lakhs) (excluding all taxes and reimbursement of out of pocket expenses, if any at actuals).

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors Financial Year ending March 31, 2024.

The Board recommends the resolution as set out at item no. 4 of the Notice for the approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnels or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

### Item No. 5

#### Re-appointment of Ms. Smita Anand (DIN:00059228) as an Independent Director

Ms. Smita Anand ("**Ms. Smita**") is a Non-Executive Independent Director of the Company and a Member of Nomination and Remuneration Committee ("**N&RC**") and Corporate Social Responsibility Committee. She was appointed as a Non-Executive Independent Director to hold office for period of five (5) consecutive years for a term with effect from **December 10, 2018** up to **December 9, 2023**, by the Members of the Company in the 5th Annual General Meeting of the Company held on **July 24, 2019**. Accordingly, her first term as Independent Director expires on **December 9, 2023**.

The "**N&RC**" considered her diverse skills, leadership capabilities, expertise in governance, human resources and

vast global business experience, among others, as being key requirements for this role. In view of the same, the N&RC and the Board are of the view that Ms. Smita possesses the requisite skills and capabilities, which would be of immense benefit to the Company. Considering the performance evaluation of Ms. Smita, her knowledge, acumen, expertise, experience and substantial contribution and time commitment made by Ms. Smita during her tenure, the Board considers that the continued association of Ms. Smita will add value and will be in the interest the Company. Accordingly, it is desirable to continue to avail her services and re-appoint Ms. Smita as an Non-Executive Independent Director in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("**Act**") and SEBI (Listing Obligation & Disclosure Requirements), 2015 ("**the Listing Regulations**").

Ms. Smita holds MBA degree in Human Resources from Allahabad University. She has almost four decades of experience. Since 2016 she has been an Independent Leadership advisor & Executive coach. Prior, over two decades were in global management consulting and human resources firms. She has served as the Managing Director at KornFerry's Leadership & Talent Consulting India and as Asia head of Board/CEO Succession. She worked for almost a decade (2002-2011) at Aon Hewitt. Her last stint was as the Greater China Market leader based at Shanghai and then Regional Leader of Consulting for the Asia Pacific region. Earlier in her career, she held consulting roles at EY and at PwC, as Head of the Human Capital Services. She spent her initial career in internal HR roles in marquee Indian companies.

In terms of the Company's N&RC, Ms. Smita will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/ Committee(s) meetings, reimbursement of expenses for participation in meetings and such commission as may be approved by the Board from time to time based on recommendation of the N&RC, within the overall limits.

In terms of Section 149(10) of the Act, an Independent Director shall hold office for a term up to five (5) consecutive years on the Board of a company and shall be eligible for re-appointment for another term of up to five (5) consecutive years on passing of a special resolution by the Company.

Accordingly, it is proposed to re-appoint Ms. Smita as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of Five (5) consecutive years from **December 10, 2023** to **December 9, 2028**.

The Company has received a declaration of Independence from Ms. Smitta. In the opinion of the Board, Ms. Smitta is independent of the Management of the Company and fulfils the conditions as prescribed in Section 149(6) and Schedule IV of the Act and the Listing Regulations for being eligible for her re-appointment and she is not disqualified from being appointed as an Independent Director.

The Company has also received notice from a Member under Section 160 of the Act proposing her candidature for re-appointment as an Non-Executive Independent Director.

A brief profile of Ms. Smitta and other requisite details, pursuant to 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.

None of the Directors or Key Managerial Personnels or their relatives, except Ms. Smitta Anand and/ or her relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution as set out at item no. 5 of the Notice for the approval of the Members of the Company as a Special Resolution.

## Item Nos. 6,7 & 8

**Item No 6: Appointment of Mr. Promeet Ghosh (DIN:05307658) as Managing Director & Chief Executive Officer of the Company**

**Item No. 7: Payment of Remuneration to Mr. Promeet Ghosh (DIN:05307658) as Managing Director & Chief Executive Officer of the Company**

**Item No. 8: Grant of Employee Stock Options to Mr. Promeet Ghosh (DIN:05307658) as Managing Director & Chief Executive Officer of the Company**

Mr. Shantanu Khosla, currently aged 63 years, was reappointed as Managing Director ("MD") of the Company for a period of 5 years, effective from January 1, 2021 till December 31, 2025. Mr. Mathew Job, currently aged 53 years, was appointed as Chief Executive Officer ("CEO") of the Company on January 1, 2016 and was made Executive Director & CEO effective from January 22, 2021 and resigned from the said position to pursue opportunities outside the organisation. Since, Mr. Khosla's remaining tenure as Managing Director is only about 2.5 years, the Nomination & Remuneration Committee ("N&RC") and Board of Directors ("Board") in the meetings held on April 24, 2023, as a part of its periodic evaluation of leadership succession planning for Mr. Khosla, elevated him as Executive Vice Chairman of the Board for a period of 1 year effective from May 1, 2023 till April 30, 2024 and thereafter Mr. Khosla will assume

Non-Executive position on the Board of the Company till December 31, 2025. This would enable continuity and smooth transition for the new the MD & CEO.

Also, N&RC and the Board resolved to merge both the positions of the MD & CEO into a combined role and appoint one person as the MD & CEO of the Company to ease the organizational hierarchy and thereby drive better execution.

In order to identify the candidate, N&RC and the Board had defined candidate evaluation process with weightage to various parameters, to ensure organization's success both on short term and long-term basis, including but not limited to:

- leadership capabilities;
- industry experience for providing strategic & operational direction;
- understanding of the emerging competitive landscape;
- familiarity with Company's current challenges and opportunities; and
- expertise in having a breadth of experience across industries.

The "N&RC" and the Board also noted that over the last few years, the industry and the Company went through unprecedented crisis driven by pandemic and there by impacting demand coupled with heightened competition in the durables sector.

The business environment of Crompton is rapidly evolving with influences, competition as well opportunities arising from non-traditional quarters. The N&RC was focussed on building capabilities within the organisation that would position it well for the next phase of growth.

Accordingly, N&RC of the Company had evaluated internal and external candidates from various industry backgrounds. The N&RC also factored the extended timelines that would be involved in hiring an external candidate and the requirement to have adequate knowledge about the Company, its People, Culture and Strategic direction which would enable ease of transition.

Taking into consideration the size of the Company, the complex nature of its operations, and keeping in mind Mr. Promeet Ghosh's broad functional and general management skills, his rich global experience of being closely involved with a wide range of industries and scale of businesses and in helping grow these and develop new markets for these organizations, the N&RC/ Board identified Mr. Promeet Ghosh to be appointed as the MD & CEO of the Company. A major factor in this decision of the N&RC was Mr. Ghosh's close familiarity and deep insights into the operations of the Company by virtue of leading Temasek's investments into the Company and having been an active Board member since 2016.

Being a member of N&RC, Mr. Ghosh had recused himself from the process as soon as he became a potential candidate.

In line with good corporate governance practices, N&RC commissioned an independent background check on Mr. Ghosh by a reputed global organization which positively affirmed his credentials and market standing.

Arising from the above, and as recommended by N&RC, the Board at its meeting held on April 24, 2023, has appointed Mr. Promeet Ghosh, aged 54, who was a Non-Executive Non Independent Director on the Board of the Company since 2016, to take over as the MD & CEO subject to the approval of the members of the Company. Also, Mr. Khosla was concurrently elevated as Executive Vice Chairman by the Board to provide continuity and to enable a smooth transition.

Mr. Ghosh is a graduate in Engineering (Electrical & Electronics) from National Institute of Technology, Trichy and an MBA from Indian Institute of Management, Calcutta. He has served as director on boards of various companies across sectors and very closely involved in designing the strategic and operational priorities of these companies along with driving performance and delivery. He was with DSP Merrill Lynch for 18 years and helped build its business in India. Thereafter, Mr. Ghosh was Deputy Head, Temasek India, leading the team on the ground for nearly a decade. During his tenure, Temasek's direct India exposure grew significantly. After leaving the full-time role at Temasek in March 2022, he served as an advisor to Temasek India until March 2023.

Mr. Ghosh was appointed as Non-Executive Non Independent Director of the Company initially in the year 2016, representing Temasek Group. After the sell down of shareholding by the Temasek Group, he continued on the Board of the Company.

The Board of the Company is of the view that Mr. Ghosh's expertise coming from his varied leadership roles in different industries and his continued active engagement with Crompton position him well to lead the Company as the MD & CEO underpinned by strong second line leadership with industry domain expertise and the excellent continuity and mentorship from Mr. Khosla as Executive Vice Chairman. The Board strongly recommends to the members the appointment of Mr. Promeet Ghosh as the MD & CEO of the Company.

Below are the broad particulars of the appointment and remuneration payable to Mr. Ghosh, MD & CEO, as may be approved by Board/ N&RC of the Board from time to time and in accordance with the Remuneration Policy of the Company:

### Remuneration details

A summary of the proposed remuneration terms and conditions on annual remuneration are as follows.

(In Rupees Lakhs)

Sr. No	Category & Performance Metrics	Proposed terms	Remarks
<b>(A)</b>	<b>Fixed Compensation</b>		
a.	Basic Salary	105.0	NIL
b.	Other Allowances/ Perquisites	297.4	As per Company's Policy applicable to all employees
c.	Retiral Benefits	17.6	As per applicable laws
	<b>Total Fixed Compensation (a + b + c)</b>	<b>420.0</b>	
<b>(B)</b>	<b>Variable Compensation</b>		
d.	Variable Compensation (at 100% payout)	640.0	Payout based On operating metrics and such other parameters as determined by N&RC; maximum payout capped at 125%
<b>(A)+(B)</b>	<b>Total Fixed and Variable Cash Compensation</b>	<b>1,060.0</b>	

### A. Fixed Compensation

An annual salary of ₹4,20,00,000 (Rupees Four Crores Twenty Lakhs only) will be payable as remuneration and it includes retiral benefits and perquisites as valued by Income Tax rules. The payment will be made in accordance with the Company's normal payroll practices.

### B. Variable Compensation

(i) Variable Compensation: An annual variable pay of ₹6,40,00,000 (Rupees Six Crores Forty Lakhs only) shall be payable at the end of every Financial Year, during the proposed term of his appointment, subject to the Company's achievement of certain targets as determined by the Board from time to time (the "Target Variable Pay"). The actual Variable Pay for a particular Financial Year shall not exceed 125% of the Target Variable Pay. The achievement targets cover revenue growth, operating margin, cash flow from operations, performance vs peers, and/or such other parameters as decided by the N&RC.

Annual increments to the Fixed and Variable Compensation will be determined by the Board/ N&RC on an annual basis at its sole discretion subject to maximum of 15% depending upon factors like inflation, general increases recommended for other executives and the business context.

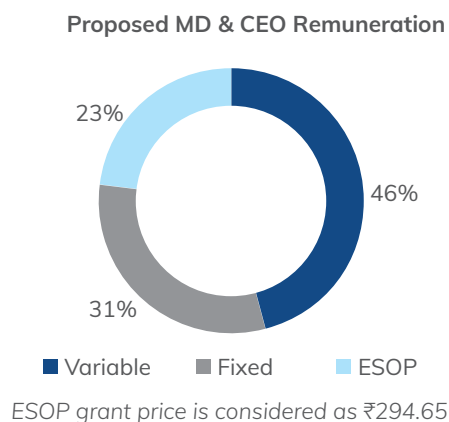
All taxes arising from the above compensation will be borne by Mr. Ghosh.

## (ii) Long Term Incentives

**Under Crompton Employee Stock Option Plan 2019 ("ESOP 2019"):** A grant of 20,00,000 (Twenty Lakhs) stock options under the ESOP 2019. These shares will vest annually in equal tranche of 4,00,000 (Four Lakhs) stock options each year subject to the Company's achievement of strategic goals and metrics, and other parameters like total shareholders returns, revenue from new products, process & quality improvements, capability building & people engagement, market share and/ or any other parameters as determined by the Board/ N&RC in its sole discretion and any options that do not vest as a result of not meeting the vesting criteria shall be forfeited and added back to the ESOP 2019 Pool. As per Black-Scholes method the total Estimated Fair Value of 20,00,000 (Twenty Lakhs) ESOPs will be ₹18.12 Crores and Annualized Fair Value of 20,00,000 ESOPs will be ₹3.62 Crores assuming that entire 4,00,000 (Four Lakhs) stock options will vest at each tranche.

**Note:** The N&RC granted 20,00,000 (Twenty Lakhs) stock options to Mr. Ghosh on April 28, 2023 at a price of ₹259.80 per share (being the closing price one day prior to the approval of grant, i.e. April 27, 2023). However, at the time of appointment of Mr. Ghosh, the closing price of the stock of the Company was ₹294.65 per share (being the closing price of April 21, 2023, the last trading day prior to the appointment of Mr. Ghosh). In keeping with principles of good governance, the Company has decided to propose an amendment in the ESOP 2019 to empower N&RC of the Company to reprice the grant already made to Mr. Ghosh, to a higher price which will be ₹294.65, being the closing price of the day prior to the appointment of Mr. Ghosh as MD & CEO, i.e. April 21, 2023. The details of the proposed amendment are set out in Resolution No. 9 and explanatory statement thereof of this AGM Notice.

The proposed compensation structure of the MD & CEO is largely performance driven with variable compensation at 69% of total compensation as depicted in the below chart:



## C. Comparative Remuneration including Long Term Incentives with respect to the industry, size of the Company, profile of the position and person

Remuneration of Mr. Ghosh commensurate with the remuneration of the MD & CEO levels of similar sized organizations taking into consideration the responsibilities shouldered by him. N&RC has also factored in market comparables from a study conducted independently by a reputed global organisation. The table below illustrates the requisite comparative data of the MD & CEO remuneration in the industry at the time of appointment:

(in Rupees Lakhs)					
10th percentile	25th percentile	Median	Proposed terms	75th percentile	90th percentile
593.4	938.8	1,315.3	1,422.0*	2,121.6	2,617.0

\*It comprises of Fixed pay of ₹420.0 Lakhs, Variable Compensation of ₹640.0 Lakhs and Long Term incentives of ₹362.0 Lakhs adding to ₹1,422.0 Lakhs.

Being a non-promoter organisation coupled with the fact that 69% of the proposed remuneration is performance based, the Board believes that the proposed remuneration commensurates with the roles and responsibilities to be carried out by the MD & CEO.

Also, with the MD & CEO role combined into a single role, and Mr. Khosla moving into the role of Non-Executive Director w.e.f. May 1, 2024, the total Executive Director remuneration will come down significantly.

### Other Key Terms

#### 1. Tenure of Appointment

Mr. Ghosh is appointed as the MD & CEO of the Company for a period of five (5) years commencing from May 1, 2023 up to April 30, 2028 subject to the approval of Members.

#### 2. Notice Period

Either the Company or the MD & CEO may give the other three (3) months' notice in writing, prior to terminating the agreement for reasons other than cause or for good reasons.

#### 3. Retirement

The MD & CEO shall be liable to retire by rotation.

#### 4. Insurance

Insurance will be covered under the Company's Health Insurance Scheme; Personal Accident Insurance Scheme and Term Insurance as applicable to the employees of the Company. The premium for this will not form part of Fixed Compensation.

#### 5. Non-Compete

The MD & CEO will not work with the named competitors for a period of five (5) years from date of separation with the Company.



## 6. Employee Benefits

During the term of employment, the MD & CEO is entitled to participate in the employee benefit plans currently and hereafter maintained by the Company of general applicability to other employees of the Company.

## 7. Vacation

The MD & CEO shall be entitled for paid vacation as per the policies of the Company.

## 8. Expenses

The Company will reimburse Mr. Ghosh's for reasonable travel, entertainment or other expenses incurred by him in accordance with the Company's expense reimbursement policy for the MD & CEO.

## 9. Minimum Remuneration

The MD & CEO failing to achieve minimum performance targets, his remuneration will be ₹4,20,00,000 (Rupees Four Crore Twenty Lakhs). In the event of loss or inadequacy of profits in any Financial Year during the currency of the tenure of service of the MD & CEO, shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 ("Act") as may for the time being in force.

## 10. Maximum Remuneration

Except with the permission of the shareholders, the remuneration to the MD & CEO shall not exceed the limits specified under the provisions of Section 197 and other applicable provisions of the Act read with Schedule V to the Act.

## 11. Qualification

The MD & CEO's employment is conditioned on his representation that he is not disqualified or prevented from acting as a director and/ or MD on the Board of the Company, under applicable law including the Companies Act, 2013; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

## 12. Disentitlements

The MD & CEO shall not be entitled to any sitting fees and/ or commission for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof.

## 13. Duties

The MD & CEO shall perform such duties as shall from time to time be entrusted to him by the Board, subject to superintendence, guidance and control of the Board.

## 14. Variation

Any variation to the terms and conditions of his appointment and remuneration, including Fixed Cash Compensation and Variable Compensation, will be subject to review and approval of the

Board (or its Committee) and the shareholders (if applicable) in accordance with the applicable law, including the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received all statutory disclosures/ declarations from Mr. Ghosh, including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. Mr. Ghosh satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V of the Act, for being eligible for appointment.

If at any time the MD & CEO ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the MD & CEO. Similarly, if at any time the MD & CEO ceases to be in the employment of the Company for any cause/ reason whatsoever, he shall cease to be a Director of the Company.

The detailed profile of Mr. Ghosh and other requisite details, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement along with an Annexure on the MD & CEO Roles & Responsibilities.

The Board of Directors, recommend the appointment of Mr. Ghosh, as the MD & CEO of the Company and payment of remuneration, as set forth in Item Nos. 6, 7 & 8 of this Notice, for approval by the Members of the Company as an Ordinary Resolution.

Save and except Mr. Ghosh and his relatives, none of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set forth in Item Nos. 6, 7 & 8 of this Notice.

## Item Nos. 9

### To approve the amendment in Crompton Employee Stock Option Plan 2019 ("ESOP 2019")

It may be noted that the Members of the Company vide special resolution passed by way of postal ballot on January 19, 2020 approved formulation of Employee Stock Option Plan, namely, ESOP 2019 for the benefit of such person(s) who are the permanent employees or Directors of the Company, as may be permissible under the SEBI SBEB-SE Regulations (herein referred to as "Employees") exercisable into not more than 48,00,000 (Forty-Eight Lakh) equity shares of face value of ₹2 (Rupees Two only) each. Further, Members of the Company

vide special resolution passed by way of postal ballot on January 19, 2020 and January 6, 2021 amended the ESOP 2019 scheme of the Company in order to increase the number of options to the 98,00,000 (Ninety Eight Lakh) stock options.

Based on the approval of the Nomination & Remuneration Committee ("N&RC") and the Board of Directors of the Company ("Board") and subject to the approval of the Members, it is proposed to make the following amendment(s) in the ESOP 2019.

Clause No.	Existing provision	Proposed changes
2.1(xv)	"Exercise Price" means the price payable by an Employee for exercising the Options granted to him in pursuance of the ESOP 2019.	"Exercise Price" means the price payable by an Employee for exercising the Options granted to him in pursuance of the ESOP 2019, which shall be the Market Price.
2.1(xviii)	"Market Price" means the latest available closing price, prior to the date of grant of Options by the Nomination & Remuneration Committee, on the recognized Stock Exchange on which the Shares of the Company are listed. In case Shares are listed on more than one Stock Exchange, then the closing price on the Stock Exchange where the highest trading volume on the said date shall be considered.	"Market Price" means the latest available closing price, prior to the date of grant of Options by the Nomination & Remuneration Committee (N&RC), on the recognized Stock Exchange on which the Shares of the Company are listed OR in case of grant of options made to the MD&CEO, such other price as may be determined by N&RC from time to time, which shall be higher than the previous day closing market price.  In case the Shares are listed on more than one Stock Exchange, then the closing price on the Stock Exchange where the highest trading volume on the said date shall be considered.
7.1(i)	Exercise Price: (i) Exercise Price shall be the closing market price on the day prior to the date on which the Nomination and Remuneration Committee approves the Grant.	Omitted.

In the existing ESOP 2019 scheme of the Company the price at which the options shall be granted is the market price which shall be the closing market price of the previous day of grant of options. There is no authority/ power being assigned to N&RC to modify the exercise price at their discretion.

Further, the N&RC has granted 20,00,000 (Twenty Lakhs) stock options to Mr. Promeet Ghosh, MD & CEO of the Company, on April 28, 2023 at a price of ₹259.80 per share. However, at the time of appointment of Mr. Ghosh on April 24, 2023, the closing price of the stock of the Company on April 21, 2023 (one day prior stock price of the stock exchange where trading volumes were higher) was ₹294.65. In keeping with principles of good governance, the Company

has decided to propose an amendment in the ESOP 2019 to empower N&RC of the Company to reprice the grant already made to Mr. Ghosh, to a higher price which will be ₹294.65, being the closing price of the day prior to the appointment of Mr. Ghosh as MD & CEO, i.e. April 21, 2023. The proposed amendment is not detrimental to the interests of the current grantees/ employees of the Company.

The Board of Directors recommends the amendment in ESOP 2019, as set forth in Item No. 9 of the Notice, for approval by members of the Company as Special Resolution.

None of the other Directors of the Company except Mr. Ghosh, or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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

**Rashmi Khandelwal**  
Company Secretary & Compliance Officer  
Membership No. A28839

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

**Date:** May 19, 2023  
**Place:** Mumbai

**Roles & Responsibilities as the MD & CEO:**

- a) The MD & CEO will carry out such functions, exercise such powers and perform such duties as the Board shall from time to time in its absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force.
- b) The MD & CEO shall devote all of his working time to the duties of his office as the MD & CEO and shall faithfully and diligently perform such duties in the best interests of the Company, as may, from time to time, be assigned to him by the Board. In his capacity as the MD & CEO, he shall be responsible for the day-to-day management of the Company.
- c) The MD & CEO shall have and shall exercise all the powers and authorities that are consistent with his role as the MD & CEO of the Company, subject to the supervision, control and direction of the Board. He shall report to the Board and shall operate in accordance with the directions given by the Board at regularly scheduled Board meetings, which shall take place at least every quarter of a calendar year, or at such frequency as the Board may require him to report. It is expressly understood that to the extent the Company's articles of association require any action by or relating to the Company to be approved by the Board, he will seek and obtain such approval in writing before taking the action. He shall not have and shall not exercise the powers which are required by the Act to be exercised by the Board or by the shareholders of the Company in a meeting.

The MD & CEO will, to the best of his skill and ability, endeavour to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and also such orders and directions as may from time to time be given to him by the Board.

- d) If any claims are made against the Company (during Mr. Ghosh's tenure as the MD & CEO of the Company or any time after the Mr. Ghosh ceases to be the MD & CEO of the Company) which result in his capacity as current or former the MD & CEO also being made a party or being subjected to any legal proceedings or prosecution, then the Company acknowledges and agrees that for all acts done by him in good faith while discharging the duties assigned to him or as approved by the Board or Members of the Company, the Company shall provide for the costs of his legal defence (including any costs associated with the appointment of a reputed lawyer by the Company to represent the Executive), should the same ever be required.
- e) The MD & CEO shall have the power to sign contracts, deeds and documents proposed to be executed by and on behalf of the Company, to represent the Company in dealings with all Governmental Authorities and other authorities and to sign pleadings and applications required to be filed in any legal proceedings by or against the Company, subject, however, to such action having first been approved by the Board.
- f) The MD & CEO shall not at any time make any disparaging, untrue or misleading statement in relation to the Company. After the expiry or the cessation of his employment hereunder, the MD & CEO shall not represent himself as being directly or indirectly employed by the Company or connected with the Company (except as a shareholder or director, if applicable).
- g) The MD & CEO will not carry on any business or occupation for compensation or otherwise, or devote any part of his time in any capacity in the service of or be employed by any firm, company, organisation or Person other than the Company, except with the approval of the Board. The MD & CEO will devote his whole working time and attention and best efforts to his duties in his capacity as the MD & CEO of the Company to promote the interest of the Company and will not utilise or divulge any of the Company's trade secrets to any persons, during or after his association with the Company.
- h) The MD & CEO shall at all times perform all of his obligations as mentioned in his contract and shall on a best efforts basis cause the employees of the Company to perform their obligations in strict conformity with the Applicable Laws including in relation to bribery and corruption.

## ANNEXURE A

### Details of Director seeking appointment/ Re-appointment in the forthcoming Annual General Meeting

[In pursuance of Secretarial Standards on General Meetings (SS-2) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015]



<b>Director Identification Number</b>	00059877
<b>Category</b>	Executive Vice Chairman*
<b>Date of Birth</b>	January 25, 1960
<b>Age</b>	63 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	September 21, 2015
<b>Relationship with Directors, Managers and KMPs</b>	There is no relationship with other Directors on the Board, Managers and KMPs.

<b>Brief Profile</b>	Mr. Khosla holds a Bachelor's degree in Mechanical Engineering from Indian Institute of Technology, Bombay and MBA from Indian Institute of Management, Calcutta. Prior to joining CGCEL, he served as the Managing Director and Chief Executive Officer of Procter & Gamble from July 2002 to June 2015
<b>Qualification</b>	Bachelor's degree in Mechanical Engineering from Indian Institute of Technology, Bombay and MBA
<b>Experience</b>	37 years
<b>Expertise in specific functional area</b>	Wide managerial experience in Consumer Products Industry
<b>Terms and Conditions of appointment or re-appointment</b>	<ul style="list-style-type: none"> <li>To be appointed as a Director</li> <li>Liable to retire by rotation</li> <li>Eligible for re-appointment</li> </ul>
<b>Remuneration sought to be paid</b>	As may be approved by N&RC and Board from time to time
<b>Remuneration last drawn</b>	Total amount paid in F.Y. 2022-23 is ₹9,67,52,774 out of which the variable pay is ₹5,43,09,408
<b>Number of shares held in the Company (directly or as a beneficial owner)</b>	16,99,593
<b>Number of Meetings of the Board attended during the year</b>	9
<b>Membership/Chairmanship of Committees of the Company</b>	<ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee – Chairman</li> <li>Stakeholders Relationship and Share Transfer Committee – Member</li> </ul>
<b>Directorships held in listed Companies</b>	Butterfly Gandhimathi Appliances Limited
<b>Listed companies from which resigned in the past three years</b>	NIL
<b>Directorships held in other Companies (excluding foreign, private and Section 8 Companies)</b>	NIL
<b>Membership/Chairmanship of Committees across other Public Companies (listed as well as unlisted)</b>	Butterfly Gandhimathi Appliances Limited <ul style="list-style-type: none"> <li>Audit Committee – Member</li> <li>Nomination and Remuneration Committee – Member</li> <li>Corporate Social Responsibility Committee – Chairperson</li> <li>Risk Management Committee – Member</li> </ul>

\* Managing Director till April 30, 2023 and elected as Executive Vice Chairman w.e.f. May 1, 2023 to April 30, 2024 and then will assume position of Non-Executive Director till December 31, 2025.



<b>Director Identification Number</b>	05307658
<b>Category</b>	Managing Director & Chief Executive Officer ("MD & CEO") <sup>\$</sup>
<b>Date of Birth</b>	September 5, 1968
<b>Age</b>	54 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	August 16, 2016
<b>Relationship with Directors, Managers and KMPs</b>	There is no relationship with other Directors on the Board, Managers and KMPs.

<b>Brief Profile</b>	Mr. Ghosh is a graduate in Engineering (Electrical & Electronics) from National Institute of Technology, Trichy and an MBA from Indian Institute of Management, Calcutta. He has served as director on boards of various companies across sectors and very closely involved in designing the strategic and operational priorities of these companies along with driving performance and delivery. He was with DSP Merrill Lynch for 18 years and helped build its business in India. Thereafter, Mr. Ghosh was Deputy Head, Temasek India, leading the team on the ground for nearly a decade. During his tenure, Temasek's direct India exposure grew significantly. After leaving the full-time role at Temasek in March 2022, he served as an advisor to Temasek India until March 2023
<b>Qualification</b>	Bachelor's degree in Engineering from Regional Engineering College, Trichy and MBA from the Indian Institute of Management, Calcutta
<b>Experience</b>	31 years
<b>Expertise in specific functional area</b>	Wide managerial experience across multiple industries
<b>Terms and Conditions of appointment or re-appointment</b>	<ul style="list-style-type: none"> <li>To be appointed as MD &amp; CEO for a term of five (5) years</li> <li>Liable to retire by rotation</li> <li>Term with Tenure of Appointment - May 1, 2023 up to April 30, 2028</li> <li>Other terms and conditions - Available on the website of the Company <a href="http://www.crompton.co.in">www.crompton.co.in</a> and open for inspection at the Registered Office of the Company on all working days, during business hours up to the date of AGM</li> </ul>
<b>Remuneration sought to be paid</b>	As per the resolution at Item No. 6, 7 & 8 of this Notice read with explanatory statement thereto
<b>Remuneration last drawn</b>	Paid during F.Y. 2022-23 Sitting Fees – ₹0.07 crores *Commission – NIL *Members of the Company at the AGM held on July 22, 2022 approved the payment of commission to Non-Executive Directors w.e.f F.Y. 2022-23 which shall be paid in F.Y 2023-24
<b>Number of shares held in the Company (directly or as a beneficial owner)</b>	Nil
<b>Number of Meetings of the Board attended during the year</b>	9
<b>Membership/Chairmanship of Committees of the Company</b>	<ul style="list-style-type: none"> <li>Stakeholders Relationship and Share Transfer Committee – Member (w.e.f. May 1, 2023)</li> <li>Environmental Social and Governance Committee – Member (w.e.f. May 1, 2023)</li> <li>Corporate Social Responsibility Committee - Member</li> </ul>
<b>Directorships held in listed Companies</b>	Butterfly Gandhimathi Appliances Limited (w.e.f. May 12, 2023)
<b>Listed companies from which resigned in the past three years</b>	NIL
<b>Directorships held in other Companies (excluding foreign, private and Section 8 Companies)</b>	NIL
<b>Membership/Chairmanship of Committees across other Public Companies (listed as well as unlisted)</b>	Butterfly Gandhimathi Appliances Limited (w.e.f. May 12, 2023) <ul style="list-style-type: none"> <li>Stakeholder Relationship Committee - Chairman</li> <li>Share Transfer Committee - Chairman</li> </ul>

<sup>\$</sup> Non-Executive Non independent Director till April 23, 2023. Appointed as Executive Director w.e.f. April 24, 2023 and as MD & CEO w.e.f. May 1, 2023 till April 30, 2028 subject to the approval of the Members at the AGM.





<b>Director Identification Number</b>	00059228
<b>Category</b>	Non-Executive Independent Director
<b>Date of Birth</b>	June 26, 1959
<b>Age</b>	63 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	December 10, 2018
<b>Relationship with Directors, Managers and KMPs</b>	There is no relationship with other Directors on the Board, Managers and KMPs.

#### Brief Profile

Ms. Smita holds MBA degree in Human Resources from Allahabad University. She has almost four decades of experience. Since 2016 she has been an Independent Leadership advisor & Executive coach. Prior, over two decades were in global management consulting and human resources firms. She has served as the Managing Director at KornFerry's Leadership & Talent Consulting India and as Asia head of Board/CEO Succession. She worked for almost a decade (2002-2011) at Aon Hewitt. Her last stint was as the Greater China Market leader based at Shanghai and then Regional Leader of Consulting for the Asia Pacific region. Earlier in her career, she held consulting roles at EY and at PwC, as Head of the Human Capital Services. She spent her initial career in internal HR roles in marquee Indian companies.

#### Qualification

MBA degree in Human Resources from Allahabad University

#### Experience

39 years

#### Expertise in specific functional area

Human Resource Consultant, Leadership Coach and Advisor

#### Terms and Conditions of appointment or re-appointment

- To be re-appointed as Non-Executive Independent Director for second term of Five (5) years
- Not liable to retire by rotation
- Term of Appointment - 5 years from December 10, 2023 to December 9, 2028
- Other terms and conditions - Available on the website of the Company [www.crompton.co.in](http://www.crompton.co.in) and open for inspection at the Registered Office of the Company on all working days, during business hours up to the date of AGM

#### Remuneration sought to be paid

Sitting fees of ₹ 50,000 per Board Meeting and ₹ 30,000 per Committee Meeting with the authority to Nomination and Remuneration Committee and Board of Directors to increase the fees up to the maximum limit of ₹ 1,00,000 per meeting. She shall also be paid profit related commission not exceeding limits as stipulated under Section 197 of the Companies Act, 2013

#### Remuneration last drawn

Paid during F.Y. 2022-23  
Sitting Fees – ₹0.03 crores  
\*Commission – ₹0.20 crores  
\*Commission is for the F.Y. 2021-22 paid in F.Y. 2022-23

#### Number of shares held in the Company (directly or as a beneficial owner)

Nil

#### Number of Meetings of the Board attended during the year

5

#### Membership/Chairmanship of Committees of the Company

- Nomination and Remuneration Committee - Member
- Corporate Social Responsibility Committee - Member

#### Directorships held in listed Companies

Butterfly Gandhimathi Appliances Limited

#### Listed companies from which resigned in the past three years

NIL

#### Directorships held in other Companies (excluding foreign, private and Section 8 Companies)

NIL

#### Membership/Chairmanship of Committees across other Public Companies (listed as well as unlisted)

- Butterfly Gandhimathi Appliances Limited
- Nomination and Remuneration Committee - Chairperson
  - Audit Committee - Member
  - Corporate Social Responsibility Committee - Member
  - Risk Management Committee - Member
  - Stakeholder Relationship Committee - Member
  - Share Transfer Committee - Member

There are no inter se relationships between the Directors and the Key Managerial Personnel of the Company.

## Information at a glance

Mode	Video conference and other audio-visual means
Time and date of AGM	Saturday, July 22, 2023 at 11:00 A.M.
Participation through video-conferencing	<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>
Helpline number for VC participation	1800 22 55 33
Webcast and transcripts	<a href="https://www.crompton.co.in/investors/annual-report/">https://www.crompton.co.in/investors/annual-report/</a>
Dividend record date	Friday, July 7, 2023
Dividend payment date	On or after Tuesday, July 25, 2023 but within 30 days of AGM
Cut-off date for e-voting	Saturday, July 15, 2023
E-voting start time and date	Monday, July 17, 2023 at 9:00 A.M.
E-voting end time and date	Friday, July 21, 2023 at 5:00 P.M.
E-voting website of NSDL	<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>
Name, address and contact details of e-voting service provider	<b>Contact details:</b> Mr. Anubhav Saxena - Deputy Manager National Securities Depository Limited, 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, India Email Id: <a href="mailto:anubhavs@nsdl.co.in">anubhavs@nsdl.co.in</a> ; <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Contact number: 1800 22 55 33
Name, address and contact details of Registrar and Transfer Agent	<b>Contact details:</b> Ms. Krishna Priya Maddula Senior Manager – Corporate Registry KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032 Email ID: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Contact number: 1800-309-4001

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