Crompton

Crompton Greaves Consumer Electricals Limited
Registered & Corporate Office: Tower 3, 1st Floor,
East Wing, Equinox Business Park, LBS Marg,
Kurla (West), Mumbai 400 070. India
Tel: +91 22 6167 8499 F: +91 22 6167 8383
W: www.crompton.co.in. CIN : L31900MH2015PLC262254

Date: July 05, 2017

Our Ref: 21/2017-18

To, **BSE Limited ("BSE"),** Corporate Relationship Department, 2nd Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai – 400 001.	To, **National Stock Exchange of India Limited ("NSE"),** "Exchange Plaza", 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai – 400 051.
BSE Scrip Code: 539876	**NSE Symbol: CROMPTON**
ISIN: INE299U01018	**ISIN: INE299U01018**

Dear Sir/Madam,

Sub: Notice of Annual General Meeting- Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Exchange(s) are hereby intimated with respect to the details pursuant to Regulation 30 read with SEBI circular CIR/CFD/CMD/4/2015 dated September 09, 2015, as mentioned below:

1. Date of AGM – Thursday, July 27, 2017.

2. Item(s) proposed to be transacted, resolution(s) to be passed, manner of approval proposed etc:

Sr. No	Item(s) proposed to be transacted	Resolution to be passed	Manner of Approval
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2017 together with the Reports of Board of Directors and Auditors thereon	Ordinary Resolution	Voting through electronic means
2.	To declare dividend on equity shares	Ordinary Resolution	Voting through electronic means
3.	To appoint a Director in place of Mr. Shantanu Khosla (DIN: 00059877) who retires by rotation and being eligible offers himself for reappointment	Ordinary Resolution	Voting through electronic means
4.	Ratification of appointment of Sharp & Tannan, Chartered Accountants, (ICAI Firm Registration Number 109982W) as Auditors of the Company.	Ordinary Resolution	Voting through electronic means

5.	Revision in the remuneration of Mr. Shantanu Khosla, Managing Director of the Company	Ordinary Resolution	Voting through electronic means
6.	Appointment of Ms. Shweta Jalan as a Director of the Company	Ordinary Resolution	Voting through electronic means
7.	Appointment of Mr. Sahil Dalal as a Director of the Company	Ordinary Resolution	Voting through electronic means
8.	Appointment of Mr. Ravi Narain as a Director of the Company.	Ordinary Resolution	Voting through electronic means
9.	Appointment of Mr. Promeet Ghosh as a Director of the Company	Ordinary Resolution	Voting through electronic means
10.	Ratification of remuneration payable to Ashwin Solanki and Associates, Cost Auditors of the Company	Ordinary Resolution	Voting through electronic means
11.	Increase in borrowing limits from Rs. 1,800 crores to Rs. 2,500 crores	Special Resolution	Voting through electronic means
12.	Creation of charges on the movable and immovable properties of the Company, both present and future in respect of borrowings under section 180(1)(a) of the Companies Act, 2013	Special Resolution	Voting through electronic means

The Notice of AGM is enclosed herewith.

This is for your information and you are requested to bring this to the notice of your constituents.

Thanking You,

For **Crompton Greaves Consumer Electricals Limited**

Pragya Kaul
Company Secretary & Compliance Officer

Encl: A/a.

Crompton

CIN: L31900MH2015PLC262254
Registered Office: Tower 3, 1st Floor, East Wing, Equinox Business Park, L.B.S. Marg, Kurla (West), Mumbai - 400 070
Phone: +91 22 6167 8499 Fax: +91 22 61678383
Email: crompton.investorrelations@crompton.co.in Website: www.crompton.co.in

NOTICE OF THE 3rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Third Annual General Meeting ("the AGM")** of the Members of Crompton Greaves Consumer Electricals Limited ("the Company") will be held on Thursday, July 27, 2017 at 3.00 p.m. (IST) at Shree Bhaidas Maganlal Sabhagriha, Next to Mithibai college, Juhu Vile Parle Development (JVPD) Road No. 1, Vile Parle West, Mumbai 400 056, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.

2. To declare dividend on Equity Shares.

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

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

   "RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and pursuant to the recommendations of the Audit Committee and the Board of Directors and pursuant to the approval of the Members at the 2nd Annual General Meeting, the Company hereby ratifies the appointment of Sharp & Tannan, Chartered Accountants, having Registration No. 109982W, as Auditors of the Company to hold office until the conclusion of the 4th Annual General Meeting of the Company to be held in the year 2018, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit."

SPECIAL BUSINESS:

5. **Revision in remuneration of Mr. Shantanu Khosla, Managing Director of the Company**

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

   "RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the revision in remuneration of Mr. Shantanu Khosla (DIN: 00059877) with effect from 1st April, 2017 as follows:-

Fixed Pay	₹ 3,63,63,000/- p.a. (Rupees Three crores Sixty Three lakhs Sixty Three thousand per annum).
Variable Pay	Target Variable Pay of ₹ 4,20,36,000/- (Rupees Four crores Twenty lakhs Thirty Six thousand) for the financial year ending 31st March, 2018 with a payout upto 120% of target pay, as may be determined by the Board of Directors.

   RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors of the Company be and are hereby authorised to increase the above remuneration every subsequent year upto a ceiling of 15% of the remuneration in the immediate previous year for the remaining period of his tenure from 1st April, 2018 without reference to the Members of the Company in the General Meeting.

   RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby severally authorized to sign and file such forms or documents as may be required to be filed with Ministry of Corporate Affairs or Registrar of Companies or such other authority as may be required, to settle any doubt or question arising with regards to the aforesaid appointment and to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

6. **Appointment of Ms. Shweta Jalan as a Director of the Company:**

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

   "RESOLVED THAT Ms. Shweta Jalan (DIN: 00291675), who was appointed as an Additional Director of the Company by the Board of Directors pursuant to section

161(1) of the Companies Act, 2013 ("the Act") and Article 109 of the Articles of Association of the Company in the category of Non-Executive Non-Independent Director with effect from 16th August, 2016 and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act along with the requisite deposite proposing the candidature of Ms. Shweta Jalan for the office of Director be and is hereby appointed as a Director of the Company liable to retire by rotation."

7. **Appointment of Mr. Sahil Dalal as a Director of the Company.**

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

"RESOLVED THAT Mr. Sahil Dalal (DIN: 07350808), who was appointed as an Additional Director of the Company by the Board of Directors pursuant to section 161(1) of the Companies Act, 2013 ("the Act") and Article 109 of the Articles of Association of the Company in the category of Non-Executive Non-Independent Director with effect from 16th August, 2016 and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act along with the requisite deposite proposing the candidature of Mr. Sahil Dalal for the office of Director be and is hereby appointed as a Director of the Company liable to retire by rotation."

8. **Appointment of Mr. Ravi Narain as a Director of the Company.**

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

"RESOLVED THAT Mr. Ravi Narain (DIN: 00062596), who was appointed as an Additional Director of the Company by the Board of Directors pursuant to section 161(1) of the Companies Act, 2013 ("the Act") and Article 109 of the Articles of Association of the Company in the category of Non-Executive Non-Independent Director with effect from 16th August, 2016 and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act along with the requisite deposite proposing the candidature of Mr. Ravi Narain for the office of Director be and is hereby appointed as a Director of the Company liable to retire by rotation."

9. **Appointment of Mr. Promeet Ghosh as a Director of the Company.**

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

"RESOLVED THAT Mr. Promeet Ghosh (DIN: 05307658), who was appointed as an Additional Director of the Company by the Board of Directors pursuant to section 161(1) of the Companies Act, 2013 ("the Act") and Article 109 of the Articles of Association of the Company in the category of Non-Executive Non-Independent Director with effect from 16th August, 2016 and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act along with the requisite deposite proposing the candidature of Mr. Promeet Ghosh for the office of Director be and is hereby appointed as a Director of the Company liable to retire by rotation."

10. **Ratification of remuneration payable to Ashwin Solanki and 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to Ashwin Solanki and Associates, Cost Accountants having Firm Registration Number 100392, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year(s) mentioned below (excluding all taxes and reimbursement of out of pocket expenses) be ratified and confirmed:

Financial Year	Remuneration
2016-17	₹ 3.50 lakhs plus service tax and out of pocket expenses
2017-18	₹ 4.20 lakhs plus service tax and out of pocket expenses

RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby severally authorized to sign and file such forms or documents as may be required to be filed with Ministry of Corporate Affairs or Registrar of Companies or such other authority as may be required, to settle any doubt or question arising with regards to the aforesaid appointment and to do all such

acts, deeds, matters and things as may be necessary togive full effect to the foregoing resolution."

11. **Increase in borrowing limits from ₹1,800 crores to ₹ 2,500 crores.**

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

"RESOLVED THAT in supersession of the earlier resolutions passed by the Members of the Company in this regard under section 180 (1) (c) of the Companies Act, 2013, and pursuant to the provisions of section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force) and any approvals, consents, sanctions, permissions as may be necessary from any governmental authorities and all other appropriate statutory and regulatory authorities, and such other rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force), and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money by way of loans, non-convertible debentures, notes, bonds or any other instruments in rupees or any foreign currency where the money to be borrowed, together with the money already borrowed by the Company may exceed aggregate of its paid up share capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), provided that the total amount so borrowed in excess of the aggregate of the paid-up capital of the Company and its free reserves shall not at any time exceed ₹ 2,500 crores (Rupees Two Thousand Five Hundred crores only).

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds or things and to take all such steps as may be necessary to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any duly constituted Committee of Directors or any one or more Directors of the Company to finalise, settle, and execute such documents deeds, writings, agreements as may be required and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, incidental, consequential, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

12. **Creation of charges on the movable and immovable properties of the Company, both present and future in respect of borrowings under section 180(1)(a) of the Companies Act, 2013.**

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

"RESOLVED THAT in supersession of the earlier resolutions passed by the Members of the Company in this regard under section 180(1)(a) of the Companies Act, 2013, and pursuant to the provisions of section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force) and any approvals, consents, sanctions, permissions as may be necessary from any governmental authorities and all other appropriate statutory and regulatory authorities, and such other rules made thereunder (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force), and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and hereby accorded to create any charge, mortgage and/or hypothecation in addition to the existing charges, mortgages, created/to be created by the Company on all or any of the movable and/or immovable, tangible and/or intangible properties of the Company wherever situated, both present and future, and in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit, together with power to take over whole or substantially the whole of the undertaking of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/notes/other instruments to secure rupee/foreign currency loans and/or the issue of debentures/bonds/notes/other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed ₹2,500 crores (Rupees Two thousand five hundred crores only).

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds or things

and take all such steps as may be necessary, expedient or desirable to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any duly constituted Committee of Directors or any one or more Directors of the Company to finalise, settle, and execute such documents deeds, writings, agreements as may be required and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, incidental, consequential, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating of mortgages/ charges as aforesaid."

By order of the Board
For Crompton Greaves Consumer Electricals Limited

Pragya Kaul
Company Secretary & Compliance Officer
Membership No. A17167

Registered Office:
Tower 3, 1st Floor, East Wing, Equinox Business Park,
LBS Marg, Kurla (West), Mumbai- 400 070.
Date: 26th May, 2017
Place: Mumbai.

NOTES:

1. A statement setting out the material facts relating to the special business to be transacted at the Meeting pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting is furnished as Annexure A to the Notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON BEHALF OF SELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSED PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.

3. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

4. Members are requested to send in their queries at least a week in advance to the Company Secretary at the Registered and Corporate Office of the Company to facilitate clarifications during the Meeting.

5. Corporate Members intending to send their representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-Members from attending the Meeting.

7. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to Karvy Computershare Private Limited.

8. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent.

9. Non-resident Indian shareholders are requested to inform about the following to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-

   a) The change in the residential status on return to India for permanent settlement;

   b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.

10. The Securities and Exchange Board of India (SEBI) vide circular Ref No. MRD/DoP/CIR-05/2007 dated 27th April, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/ private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Registrar and Share Transfer Agent for registration of such transfer of shares.

11. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 22nd July, 2017 to Thursday, 27th July, 2017 (both days inclusive).

12. The dividend, if declared at the Annual General Meeting, would be paid/dispatched after 27th July, 2017 to those persons or their mandates:

    a) whose names appear as Beneficial Owners as at the end of the business hours on 21st July, 2017 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and

    b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before 21st July, 2017.

13. The Securities and Exchange Board of India 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 Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details. Further, instructions if any already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.

14. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS). Members wishing to avail of this facility are requested to intimate the Company's Registrar and Transfer Agents/Depository Participants in the prescribed form and with the prescribed details. Members located in places where ECS/ NECS facility is not available may submit their bank details to the Registrar and Transfer Agents. This will enable the Company to incorporate this information on the dividend warrants and thus prevent fraudulent encashment.

15. The Notice of AGM along with the Annual Report 2016-2017 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

16. Members may note that the Notice of the Third Annual General Meeting of the Company and the Annual Report will also be available on the website of the Company www.crompton.co.in and on the website of Karvy Computershare Private Limited (Karvy), i.e. https://evoting.karvy.com/.

17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours from 10:00 a.m. to 1:00 p.m. except on holidays, up to and including the date of the Annual General Meeting of the Company.

Instructions for Voting through electronic means:

18. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members through the e-voting services provided by Karvy Computershare Services Private Limited, Registrar and Share Transfer Agents of the Company on all the resolutions set forth in this notice.

    In case a Member receives an e-mail of Notice of the Annual General Meeting from Karvy [for Members whose e-mail addresses are registered with the Company/Depository Participant(s)]:

    (i) To use the following URL for e-voting: https://evoting.karvy.com

    (ii) Enter the login credentials (i.e. user ID and password mentioned herein). Your Folio No/DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. The standard password for first time login is mentioned herein.

    (iii) After entering the details appropriately, click on LOGIN.

    (iv) You will now reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@,#,$ etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail id etc. on first login. You may also enter the secret question

and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(v) You need to login again with the new credentials.

(vi) On successful login, the system will prompt you to select the EVEN i.e., Crompton Greaves Consumer Electricals Limited.

(vii) On the voting page, enter the number of shares (which represent the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may choose the option ASBTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

(viii) Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.

(ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(x) You may then cast your vote by selecting an appropriate option and click on SUBMIT.

(xi) A confirmation box will be displayed, Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(xii) Corporate/Institutional members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail evoting@mehta-mehta.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVEN NO."

In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose e-mail addresses are not registered with the Company/Depositories Participant(s) or requesting physical copy):

(xiii) Initial password is provided in the enclosed notice.

(xiv) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast your vote.

Other Instructions:

(xv) The remote e-voting commences on 24th July, 2017 at 10:00 a.m. and ends on 26th July, 2017 at 05:00 p.m. (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of 21st July, 2017 may cast their vote electronically. The remote e-voting module shall be blocked forthwith at the end of the aforesaid mentioned time limit for voting thereafter. Once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently. (Note: Remote e-voting shall not be allowed beyond the said time period).

(xvi) A Member can opt for only one mode of voting i.e. either through remote e-voting or vote at the venue of AGM. If a Member casts his/her vote by both modes, then voting done through remote e-voting shall prevail and the vote at the AGM venue shall be treated as invalid.

(xvii) The Company has appointed Ms. Dipti Mehta, Partner, Mehta & Mehta Company Secretaries or failing her, Mr. Atul Mehta, Partner, Mehta & Mehta Company Secretaries to act as the Scrutinizer, to scrutinize the e-voting process (including votes cast by the Members at the Annual General Meeting) in a fair and transparent manner.

(xviii) The results shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.

(xix) The results declared along with the Scrutinizer's report shall be placed on the Company's website www.crompton.co.in and on the website of M/s. Karvy Computershare Private Limited viz. https://evoting.karvy.com and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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. 5:**

  The Members of the Company at the 2nd Annual General Meeting held on 11th August, 2016 had approved the

appointment of Mr. Shantanu Khosla as the Managing Director of the Company effective from 1st January, 2016 for a period of five years and also approved the remuneration payable to Mr. Shantanu Khosla effective from 1st April, 2016.

Further on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 26th May, 2017 recommended the revised remuneration payable to Mr. Shantanu Khosla effective from 1st April, 2017 as follows:

Fixed Pay	₹ 3,63,63,000/- p.a. (Rupees Three crores Sixty Three lakhs Sixty Three thousand per annum).
Variable Pay	Target Variable Pay of ₹ 4,20,36,000/- (Rupees Four crores Twenty lakhs Thirty Six thousand) for the financial year ending 31st March, 2018 with a payout upto 120% of target pay, as may be determined by the Board of Directors.

The Board will decide the increment upto a ceiling of 15% of the amount specified above. The subsequent increment will become due on 1st April every year and the Board will decide the increment upto 15% of the remuneration in the immediate previous year.

All other terms & conditions of his appointment remain unchanged.

In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with section 196 and 197 of the Companies Act, 2013, shall be payable.

Details of Mr. Shantanu Khosla as required to be given pursuant to the Listing Regulations and Secretarial Standards are attached to the Notice.

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

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

- **Item No. 6**

Ms. Shweta Jalan was appointed by the Board of Directors as an Additional Director, effective 16th August, 2016.

Ms. Shweta Jalan is the Managing Director and Head, Advent India PE Advisors Pvt. Ltd. She joined the firm in 2009 and is a founding member of Advent's India office. Previously, she was a Director at ICICI Ventures for over a decade, and spent time in corporate finance function at Ernst & Young prior to that. Shweta holds a B.Sc. (Hons) in Economics from St. Xaviers College, Kolkata and an MBA. She has over 17 years of experience in private equity, across a wide range of sectors such as industrial healthcare, consumer and financial services. She has led and participated in a number of transactions including ACE Refractories, VA Tech WABAG, Tata Infomedia, Care Hospitals, Quest Global Services, ASK Investment Managers and Crompton Greaves Consumer Electricals Limited.

Pursuant to the provisions of section 161 of the Companies Act, 2013, Ms. Shweta Jalan will hold office up to the date of the ensuing meeting. The Company has received a notice from a member signifying the intention to propose her appointment as a Director of the Company along with a deposit of ₹ 1,00,000/-.

Details of Ms. Shweta Jalan as required to be given pursuant to the Listing Regulations and Secretarial Standards are attached to the Notice.

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

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

- **Item No. 7**

Mr. Sahil Dalal was appointed by the Board of Directors as an Additional Director, effective 16th August, 2016.

He has done BBA with High Distinction from The Ross School of Business at the University of Michigan and an MBA from The Wharton School at the University of Pennsylvania.

Mr. Sahil Dalal is a Director at Advent India PE Advisors Pvt. Ltd. Prior to this he worked as an associate with JLL Partners, a New York-based private equity firm where he focused on buyout and growth equity transactions. Prior to JLL Partners, he spent three years with Bear Stearns in New York as an analyst in its Investment Banking Division.

Pursuant to the provisions of section 161 of the Companies Act, 2013, Mr. Sahil Dalal will hold office up to the date of the ensuing meeting. The Company has received a notice from a member signifying the intention to propose his appointment as a Director of the Company along with a deposit of ₹ 1,00,000/-.

Details of Mr. Sahil Dalal as required to be given pursuant to the Listing Regulations and Secretarial Standards are attached to the Notice.

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

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

- **Item No. 8**

  Mr. Ravi Narain was appointed by the Board of Directors as an Additional Director, effective 16th August, 2016.

  He is B.A. and Masters in Business Administration.

  Mr. Ravi Narain was the ex CEO of National Stock Exchange of India Limited. He is on the Board of several Companies viz, HDFC Standard Life Insurance Company Limited, National Securities Depository Limited, National Commodity and Derivatives Exchange Limited, NSDL E-Governance Infrastructure Limited, PI Industries Limited and Indostar Capital Finance Limited etc.

  Pursuant to the provisions of section 161 of the Companies Act, 2013, Mr. Ravi Narain will hold office up to the date of the ensuing meeting. The Company has received a notice from a member signifying the intention to propose his appointment as a Director of the Company along with a deposit of ₹ 1,00,000/-.

  Details of Mr. Ravi Narain as required to be given pursuant to the Listing Regulations and Secretarial Standards are attached to the Notice.

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

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

- **Item No. 9**

  Mr. Promeet Ghosh was appointed by the Board of Directors as an Additional Director, effective 16th August, 2016.

  He has done Master in Business Administration from the Indian Institute of Management Calcutta and a Bachelor of Engineering from Regional Engineering College, Trichy.

  Mr. Promeet Ghosh is currently the Managing Director, India, at Temasek Holdings Advisors India Pvt. Ltd. Mr. Promeet Ghosh has spent 20 years as an investment banker. He was involved as a partner in setting up an entrepreneurial venture to provide M&A and advisory services to mid-sized Corporates in India. Mr. Promeet Ghosh was also the Managing Director at DSP Merrill Lynch Limited, the Investment Banking arm of Bank of America in India. During his 18-year stint with DSP Merrill Lynch, he held several senior positions including Head, General Industries Group and Head, Corporate Finance Group.

  Pursuant to the provisions of section 161 of the Companies Act, 2013, Mr. Promeet Ghosh will hold office up to the date of the ensuing meeting. The Company has received a notice from a member signifying the intention to propose his appointment as a Director of the Company along with a deposit of ₹ 1,00,000/-.

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

  Details of Mr. Promeet Ghosh as required to be given pursuant to the Listing Regulations and Secretarial Standards are attached to the Notice.

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

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

- **Item No. 10**

  The Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment of Ashwin Solanki and Associates, Cost Accountants (Firm Registration No: 100392) as the Cost Auditors to conduct the audit of the cost accounts maintained by the Company for the financial year(s) ended 31st March, 2017 and 31st March, 2018.

  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 has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at item no. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial years 2016-17 & 2017-18.

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

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

- **Item No(s).11 & 12**

  The Members of the Company had vide their special resolution, passed by way of a postal ballot, dated 6th June, 2016 accorded consent to the Board of Directors

for borrowing any sum or sums of money in excess of aggregate of the paid-up share capital and its free reserves, excluding temporary loans obtained from the Company's bankers in the ordinary course of business, not exceeding the sum of ₹1,800 crores (Rupees One Thousand Eight Hundred crores only).

The Company continues to evaluate various opportunities for its growth. This would require sufficient resources to be available for various activities including capital expenditure, working capital, growth opportunities, expansion and general corporate purposes from time to time. It would, therefore, be prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements for its growth plans. The requirement of funds may be met by means of incurring debt, which may exceed the present approved limit of ₹ 1,800 crores (Rupees One Thousand Eight Hundred crores).

Hence it is proposed to revise the overall borrowing limits of the Company, such that the money to be borrowed, together with the money already borrowed by the Company may exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, up to a limit not exceeding in the aggregate ₹ 2,500 crores (Rupees Two Thousand Five Hundred crores only).

The borrowings of the Company may, if necessary, be secured by way of charge/mortgage/pledge/ hypothecation on the Company's assets including in addition to exiting charges comprising of the movable/ immovable, tangible/intangible properties of the Company, present or future in favour of the lender(s)/ agent(s)/trustee(s) from time to time, in such form, manner and ranking as mentioned in the resolution at item no.12. The documents relating to charge and/or mortgage and/or pledge and/or hypothecation in favour of the lender(s))/agent(s)/trustee(s) may contain the provisions to take over the substantial assets of the Company in certain events with a power to take over the management of the business and concern of the Company, which may be regarded as disposal of the Company's undertaking(s) within the meaning of section 180(1)(a) of the Companies Act, 2013.

Vide Special resolution dated 6th June, 2016 passed by the Members, the Members had accorded their consent to the Board of Directors for creation of mortgages, charges, etc. for securing the borrowings upto ₹ 1,800 Crores (Rupees eighteen Hundred Crores Only) in terms of section 180(1) (c) of the Companies Act, 2013.

In order to increase the earlier approved limit to ₹ 2,500 crores (Rupees Two Thousand Five Hundred crores only), the Directors recommend passing of the resolution as special resolution for the creation of security to secure an amount upto ₹ 2,500 crores, for approval of the Members. As per section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company, only with the consent of the Company by a Special Resolution.

The resolutions contained in Item No. 11 & 12 of the accompanying Notice; accordingly, seek shareholders' consent by way of Special Resolution for increasing the borrowing limits and creation of mortgages, charges, etc. thereon and for authorizing the Board of Directors [including committee thereof authorised for the purpose] of the Company to complete all the formalities in connection therewith.

None of the Directors or their relatives, except to the extent of their shareholding, are in any way concerned or interested financially or otherwise in the proposed resolution(s) as set out in the Notice.

The Board of Directors of the Company recommend the resolutions for the approval of the Members as Special Resolution(s).

By order of the Board
For Crompton Greaves Consumer Electricals Limited

Pragya Kaul
Company Secretary & Compliance Officer
Membership No. A17167

Registered Office:
Tower 3, 1st Floor, East Wing, Equinox Business Park,
LBS Marg, Kurla (West), Mumbai- 400 070.
Date: 26th May, 2017
Place: Mumbai.

ANNEXURE A

Details of Directors seeking appointment/re-appointment/revision in remuneration in the forthcoming Annual General Meeting.

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

Name of the Director	**Mr. Shantanu Khosla**	**Ms. Shweta Jalan**	**Mr. Sahil Dalal**	**Mr. Ravi Narain**	**Mr. Promeet Ghosh**
Director Identification Number	00059877	00291675	07350808	00062596	05307658
Category	Managing Director	Non Executive, Non Independent Director	Non Executive, Non Independent Director	Non Executive, Non Independent Director	Non Executive, Non Independent Director
Date of Birth	25th January, 1960	29th January, 1976	4th July, 1980	19th August, 1955	5th September, 1968
Age	57 years	41 years	37 years	62 years	49 years
Date of First Appointment on the Board	21st September, 2015	16th August, 2016	16th August, 2016	16th August, 2016	16th August, 2016
Relationship with Directors and KMPs	N.A.	N.A.	N.A.	N.A.	N.A.
Qualifications	B.E. (Mechanical Engineering) and MBA	MBA	BBA and MBA	B.A. and MBA	MBA and B.E.
Expertise in specific functional area.	Wide managerial experience in Consumer Products Industry	In private equity, across a wide range of sectors such as industrials, healthcare, financial services and consumer	Wide experience in the area of buyout and growth equity transactions	Wide experience in the area of regulatory and governance matters	Wide experience in the area of Investment Banking
Remuneration last drawn	₹ 5.59 crores	NA	NA	NA	NA
No. of Meetings of the Board attended during the year	8	3	3	2	3
Terms and Conditions of Appointment or re-appointment along with remuneration	As mentioned in explanatory statement in item no.5	Ms. Shweta Jalan has been appointed as Non- Executive, Non-Independent Director. She will not be entitled to Sitting Fees for attending the Meetings of Board and Committees thereof	Mr. Sahil Dalal has been appointed as Non- Executive, Non-Independent Director. He will not be entitled to Sitting Fees for attending the Meetings of Board and Committees thereof	Mr. Ravi Narain has been appointed as Non- Executive, Non-Independent Director. He will not be entitled to Sitting Fees for attending the Meetings of Board and Committees thereof	Mr. Promeet Ghosh has been appointed as Non- Executive, Non-Independent Director. He will not be entitled to Sitting Fees for attending the Meetings of Board and Committees thereof
Board Membership of Companies as on 31st March, 2017	NIL	NIL	NIL	1. PI Industries Limited 2. National Commodity and Derivatives Exchange Limited 3. Indostar Capital Finance Limited 5. NSDL E-Governance Infrastructure Limited 6. National Securities Depositories Limited 7. HDFC Standard Life Insurance Company Limited	NIL

Name of the Director	Mr. Shantanu Khosla	Ms. Shweta Jalan	Mr. Sahil Dalal	Mr. Ravi Narain	Mr. Promeet Ghosh
				8. National Stock Exchange of India Limited 9. National Securities Clearing Corporation Limited	
Chairman/Member of the Committee of the Board of Directors as on 31st March, 2017	Nil	Nil	Nil	• Audit Committee - Member 1. National Securities Depositories Limited 2. NSDL E-Governance Infrastructure Limited 3. HDFC Standard Life Insurance Company Limited 4. Indostar Capital Finance Limited 5. National Securities Clearing Corporation Limited	Nil
	Nil	Nlil	Nil	• Stakeholders Relationship Committee - Member 1. HDFC Standard Life Insurance Company Limited 2. National Stock Exchange of India Limited	Nil
Number of shares held in the Company as on 31st March, 2017	Nil	Nil	Nil	Nil	Nil

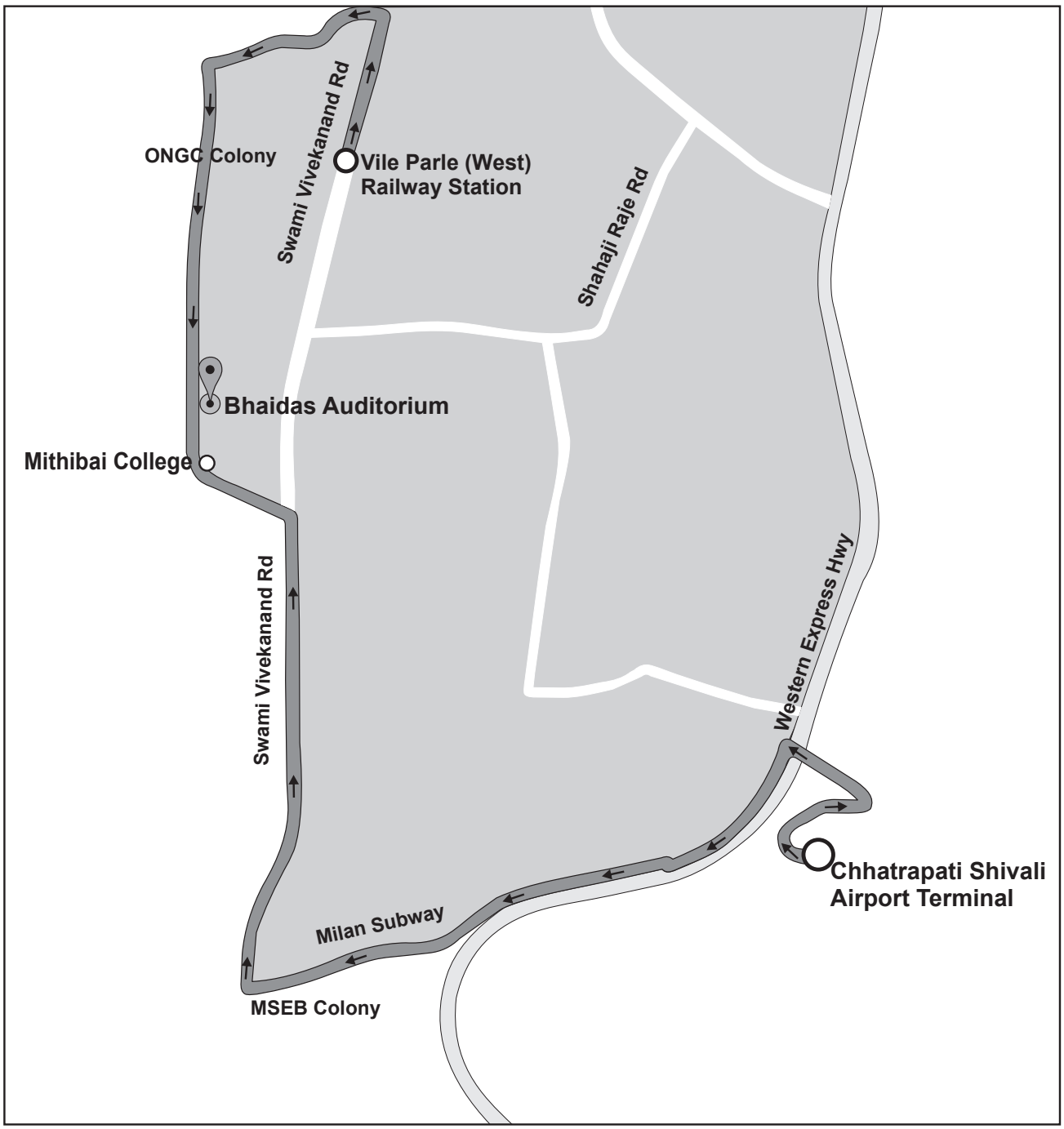
Note:

1. Only Public Limited Companies other than Crompton Greaves Consumer Electricals Limited have been taken into consideration for the purpose of Board Membership of Companies as on 31st March, 2017.

2. Only Audit and Stakeholders Relationship Committees of Public Limited Companies other than Crompton Greaves Consumer Electricals Limited have been taken into consideration for the purpose of determining the Chairmanship/Memberships of the Committees of the Board of Directors as on 31st March, 2017.

Route Map to the AGM Venue:

Shree Bhaidas Maganlal Sabhagriha, Next to Mithibai college, Juhu Vile Parle Development (JVPD) Road No. 1, Vile Parle West, Mumbai 400 056



Crompton

CIN: L31900MH2015PLC262254
Registered Office: Tower 3, 1st Floor, East Wing, Equinox Business Park, L.B.S. Marg, Kurla (West), Mumbai - 400 070
Phone: +91 22 6167 8499 Fax: +91 22 61678383
Email: crompton.investorrelations@crompton.co.in Website: www.crompton.co.in

ATTENDANCE SLIP

3rd ANNUAL GENERAL MEETING ON 27th JULY, 2017 AT 03.00 P.M. (IST)

Folio No. DP ID/(Client ID)	:	
Name of the Member	:	
Address of the Member	:	
Number of Shares Held	:	

I hereby record my presence at the **3rd Annual General Meeting of the Company** held on Thursday, 27th July, 2017 at Shree Bhaidas Maganlal Sabhagriha, Next to Mithibai college, Juhu Vile Parle Development (JVPD) Road No. 1, Vile Parle West, Mumbai 400 056.

Name of the Member/ Proxy*	:	
Signature of the Member/ Proxy*	:	

*Strike out whichever is not applicable.

(1) A shareholder/proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand over the same at the entrance of the meeting hall, duly signed.

(2) A shareholder/proxyholder desiring to attend the meeting should bring his/her copy of Annual Report for reference of the meeting.

E-VOTING

Users who wish to opt for e-voting may use the following login credentials.

EVEN (Remote E-Voting Event No.)	User ID	PASSWORD
_____	_____	_____

Please follow for e-voting procedure as given in the Notice of AGM.

Crompton

CIN: L31900MH2015PLC262254
Registered Office: Tower 3, 1st Floor, East Wing, Equinox Business Park, L.B.S. Marg, Kurla (West), Mumbai - 400 070
Phone: +91 22 6167 8499 Fax: +91 22 61678383
Email: crompton.investorrelations@crompton.co.in Website: www.crompton.co.in

Form MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

3rd ANNUAL GENERAL MEETING ON THURSDAY, 27th JULY, 2017 AT 03.00 P.M. (IST)

Name of the Member(s)	:	
Address of the Member	:	
E-mail ID	:	
Registered Folio Number	:	

I / We being the member(s) holding, _____ shares of Crompton Greaves Consumer Electricals Limited, hereby appoint

Name : _____

E-mail : _____

Address : _____

Signature : _____ or failing him / her

Name : _____

E-mail : _____

Address : _____

Signature : _____ or failing him / her

Name : _____

E-mail : _____

Address : _____

Signature : _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the 3rd Annual General Meeting to be held on Thursday, 27th July, 2017 AT 03.00 P.M. (IST) at Shree Bhaidas Maganlal Sabhagriha, Next to Mithibai college, Juhu Vile Parle Development (JVPD) Road No. 1, Vile Parle West, Mumbai 400 056, and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

	Resolutions	Vote		
		For	Against	Abstain
	ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2017 together with the Reports of Board of Directors and Auditors thereon			
2.	To declare dividend on equity shares			
3.	To appoint a Director in place of Mr. Shantanu Khosla (DIN: 00059877) who retires by rotation and being eligible offers himself for reappointment			
4.	Ratification of appointment of Sharp & Tannan, Chartered Accountants, (ICAI Firm Registration Number 109982W) as Auditors of the Company.			
	SPECIAL BUSINESS			
1.	Revision in the remuneration of Mr. Shantanu Khosla, Managing Director of the Company.			
2.	Appointment of Ms. Shweta Jalan as a Director of the Company.			
3.	Appointment of Mr. Sahil Dalal as a Director of the Company.			
4.	Appointment of Mr. Ravi Narain as a Director of the Company.			
5.	Appointment of Mr. Promeet Ghosh as a Director of the Company.			
6.	Ratification of remuneration payable of Ashwin Solanki and Associates, Cost Auditors of the Company.			
7.	Increase in borrowing limits from ₹ 1,800 crores to ₹ 2,500 crores			
8.	Creation of charges on the movable and immovable properties of the Company, both present and future in respect of borrowings under section 180(1)(a) of the Companies Act, 2013.			

Affix revenue stamp of not less than ₹1

Signed this _____day of _____2017

Name of the Member/ Proxy*	:	
Signature of the Member/ Proxy*	:	

NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. A proxy need not be a member of the Company.