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: June 28, 2018

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**
Our Reference: 38/2018-19	**Our Reference: 36/2018-19**

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 – Wednesday, July 25, 2018.

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 Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the 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 Ms. Shweta Jalan (DIN: 00291675) who retires by rotation and being eligible offers herself for reappointment.	Ordinary Resolution	Voting through electronic means
4.	Ratification of remuneration payable to M/s. Ashwin Solanki & Associates, Cost Auditors of the Company.	Special Resolution	Voting through electronic means

Crompton

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

Crompton Greaves Consumer Electricals Limited

CIN: L31900MH2015PLC262254

Registered Office: Tower 3, 1st Floor, East Wing, Equinox Business Park, L.B.S. Marg, Kurla (West), Mumbai - 400 070

Phone: +912261678499 Fax: +912261678383

Email: crompton.investorrelations@crompton.co.in Website: www.crompton.co.in

NOTICE OF THE 4th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Fourth Annual General Meeting (the "AGM")** of the Members of Crompton Greaves Consumer Electricals Limited (the "Company") will be held on Wednesday, 25th July, 2018 at 3.00 p.m. (IST) at Patkar Hall, S.N.D.T. Women's University, 1, Nathibai Thackersey Road, New Marine Lines, Mumbai 400 020, 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, 2018 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 Ms. Shweta Jalan (DIN: 00291675) who retires by rotation and being eligible offers herself for reappointment.

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 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 M/s. Ashwin Solanki & 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 ending 31st March, 2019 amounting to ₹ 4.20 lacs (Rupees Four Lacs Twenty Thousand) (excluding all taxes and reimbursement of out of pocket expenses) be ratified and confirmed.

   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."

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: 15st May, 2018
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 Director 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. A Route map giving directions to reach the venue of the 4th Annual General Meeting is given at the end of the Notice.
4. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
5. 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.
6. 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.
7. 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.
8. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to Karvy Computershare Private Limited.
9. 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.
10. 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.
11. 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.
12. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 21st July, 2018 to Wednesday, 25th July, 2018 (both days inclusive).
13. The dividend, if declared at the Annual General Meeting, would be paid/dispatched after 25th July, 2018 to those persons or their mandates:
    a) whose names appear as Beneficial Owners as at the end of the business hours on 19th July, 2018 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 Agent on or before 19th July, 2018.

14. 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 Agent 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.

15. 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 Agent/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 Agent. This will enable the Company to incorporate this information on the dividend warrants and thus prevent fraudulent encashment.

16. The Notice of AGM along with the Annual Report 2017-18 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.

17. Members may note that the Notice of the Fourth 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/.

18. 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:

19. 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 Agent 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 on 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 22nd July, 2018 at 10:00 a.m. and ends on 24th July, 2018 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 19th July, 2018 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. 4**

  The Board of Directors of the Company, on the recommendation of the Audit Committee, 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 accounts maintained by the Company for the financial year(s) ending 31st March, 2019.

  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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19.

  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.

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: 15th May, 2018
Place: Mumbai.

ANNEXURE A

Details of Director seeking appointment 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)

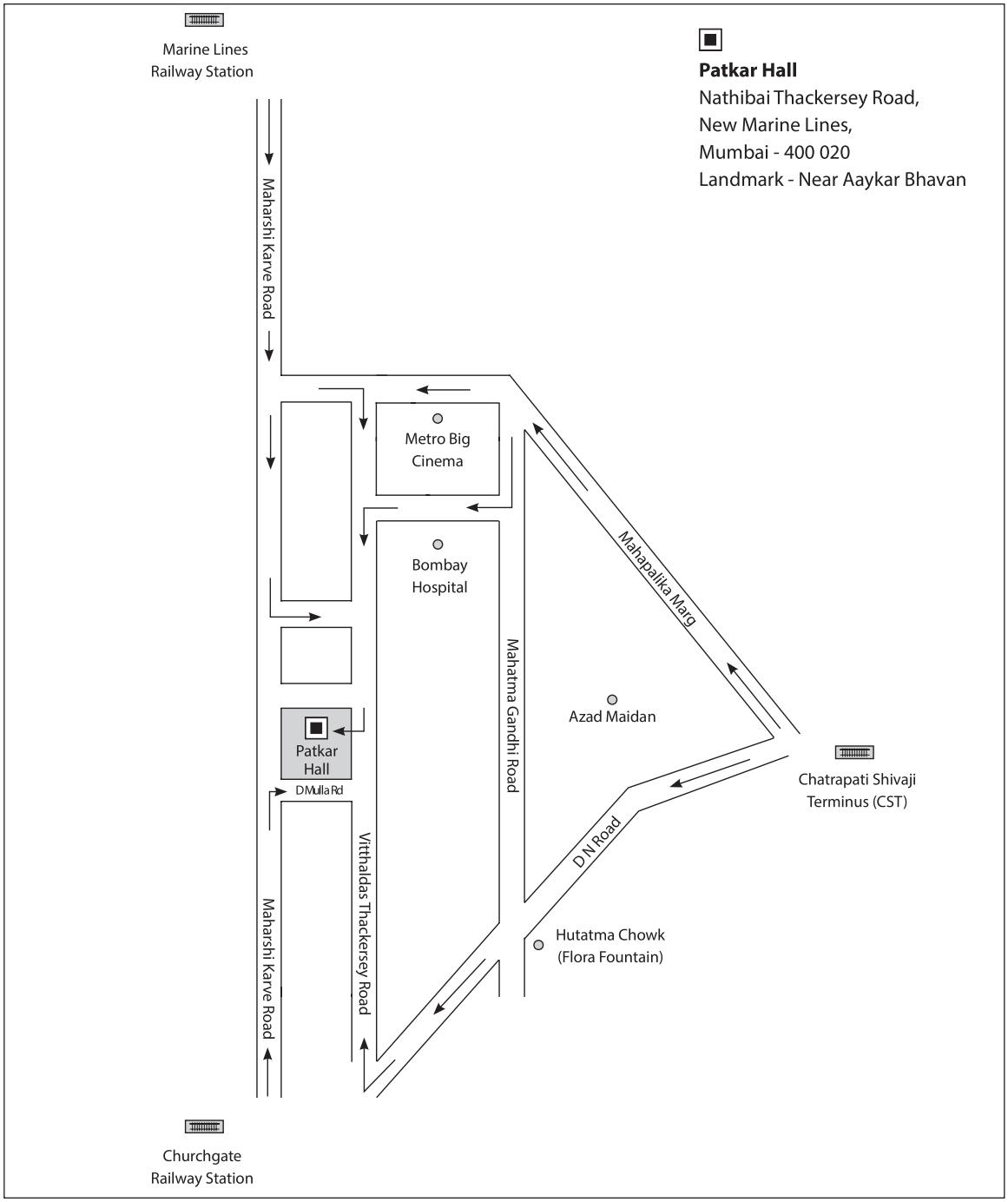
Name of the Director	**Ms. Shweta Jalan**
Director Identification Number	00291675
Category	Non Executive, Non Independent Director
Date of Birth	29th January, 1976
Age	42 years
Date of First Appointment on the Board	16th August, 2016
Relationship with Directors and KMPs	N.A.
Qualifications	MBA
Expertise in specific functional area.	In private equity, across a wide range of sectors such as industrial, healthcare, financial services and consumer
Remuneration last drawn	N.A.
No. of Meetings of the Board attended during the year	6
Terms and Conditions of Appointment or re-appointmentalong with remuneration	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
Board Membership of Companies as on 31st March, 2018	NIL
Chairman/Member of the Committee of the Board of Directors as on 31st March, 2018	NIL
Number of shares held in the Company as on 31st March, 2018	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, 2018.
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, 2018.

Route Map to the AGM Venue:

Patkar Hall, S.N.D.T. Women's University, 1, Nathibai Thackersey Road, New Marine Lines, Mumbai - 400 020.



Crompton

Crompton Greaves Consumer Electricals Limited

CIN: L31900MH2015PLC262254
Registered Office & Corporate 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

4th ANNUAL GENERAL MEETING ON 25th July, 2018 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 **4th Annual General Meeting of the Company** held on Wednesday, 25th July, 2018 at Patkar Hall, S.N.D.T. Women's University, 1, Nathibai Thackersey Road, New Marine Lines, Mumbai 400 020.

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/proxy holder 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 instructions for e-voting procedure as given in the Notice of AGM.

Crompton

Crompton Greaves Consumer Electricals Limited

CIN: L31900MH2015PLC262254
Registered Office & Corporate 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]

4th ANNUAL GENERAL MEETING ON WEDNESDAY, 25th JULY, 2018 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 4th Annual General Meeting to be held on Wednesday, 25th July, 2018 AT 03.00 P.M. (IST) at Patkar Hall, S.N.D.T. Women's University, 1, Nathibai Thackersey Road, New Marine Lines, Mumbai 400 020.

	Resolutions	Vote		
		For	Against	Abstain
	ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports Board of Directors and Auditors thereon.			
2.	To declare dividend on equity shares.			
3.	To appoint a Director in place of Ms. Shweta Jalan (DIN: 00291675) who retires by rotation and being eligible offers herself for reappointment.			
	SPECIAL BUSINESS			
1.	Ratification of remuneration payable to M/s. Ashwin Solanki and Associates, Cost Auditors of the Company.			

Signed this _____day of _____2018

Affix revenue stamp of not less than ₹1

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.