

Date: October 12, 2024

To, BSE Limited ("BSE"), Corporate Relationship Department, 2 nd Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai – 400 001.	To, National Stock Exchange of India Limited ("NSE"), "Exchange Plaza", 5 th 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: 154/2024-25	Our Reference: 154/2024-25

Dear Sir/Madam,

Sub: Notice of Postal Ballot - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is further to our letters dated September 18, 2024 and October 03, 2024 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot dated October 03, 2024 issued by the Company for seeking consent of the Members of the Company for the following Special Businesses:

Sr. No	Resolutions Description	Resolution Type Ordinary/Special
1	To approve Performance based Restricted Stock Units Plan 2024 (hereinafter referred to as "Share Plan- 2024/ PSU - 2024")	Special Resolution
2	To grant Stock Units to the employees of the Subsidiary Company(ies) (at present and/ or in the future) under the Performance based Restricted Stock Units Plan 2024 (hereinafter referred to as "Share Plan- 2024 /PSU -2024")	Special Resolution
3	To consider the amendment to the terms of remuneration of Mr. Promeet Ghosh (DIN:05307658), Managing Director and Chief Executive Officer ("MD & CEO") to enable grant of Employee Stock Options under the Crompton Employee Stock Option Plan 2019 ("ESOP 2019")	Ordinary Resolution
4	To consider the amendment to the terms of remuneration of Mr. Promeet Ghosh (DIN:05307658), Managing Director and Chief Executive Officer ("MD & CEO") to enable grant of units under Performance based Restricted Stock Units Plan 2024 (hereinafter referred to as "Share Plan -2024/PSU-2024")	Ordinary Resolution
5	To approve increase in Authorised Share Capital and consequential alteration of the Capital Clause of the Memorandum of Association of the Company	Ordinary Resolution

The Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners whose email addresses are registered with the Company/ National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") ["**Depositories**"] as on **Cut-off date i.e. Friday, October 04, 2024**. Members who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The results of the Postal Ballot will be announced on or before **Tuesday, November 12, 2024**.



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

T: +91 22 6167 8499 F: +91 22 6167 8383

W: www.crompton.co.in CIN: L31900MH2015PLC262254

The remote e-Voting period will commence from **Saturday, October 12, 2024 at 9.00 A.M.** (IST) and will end on **Sunday, November 10, 2024 at 5.00 P.M.** (IST).

Postal Ballot Notice will also be available on the Company's website at www.crompton.co.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

You are requested to take the above information on your record.

Thanking you,

For Crompton Greaves Consumer Electricals Limited

Rashmi
Khandelwal

Digitally signed by
Rashmi Khandelwal
Date: 2024.10.12
00:34:43 +05'30'

Rashmi Khandelwal
Company Secretary & Compliance Officer
ACS - 28839
Encl: A/a



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.

T: +91 22 6167 8499 **F:** +91 22 6167 8383

E-mail: crompton.investorrelations@crompton.co.in

Website: www.crompton.co.in

NOTICE OF POSTAL BALLOT THROUGH E-VOTING

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (**“the Act”**) and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the SEBI Listing Regulations”**) and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**“SS-2”**), each, as amended from time to time, and any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, and General Circular No. 09/2024 dated September 19, 2024 (the **“MCA Circulars”**) respectively issued by the Ministry of Corporate Affairs (**“MCA”**), that the Resolutions appended below are proposed to be passed by the Members of Crompton Greaves Consumer Electricals Limited (the **“Company”**) by way of Postal Ballot only through remote e-Voting process (**“e-Voting”**). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

Further, the MCA has, vide the aforementioned General Circular No. 17/2020 dated April 13, 2020, read with General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, and General Circular No. 09/2024 dated September 19, 2024, permitted the dispatch of Postal Ballot Notices by email to the Members who have registered their email IDs with the Company/ RTA/ Depository Participant/ Depository and secure their votes through e-Voting.

In respect of those Members who have not registered their email IDs, the Company has provided the mechanism to register their email IDs and a public notice to that effect has been published in the newspapers.

An explanatory statement pursuant to the provisions of Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof, is appended hereto for your consideration.

Pursuant to the provisions of Rule 22(5) of the Rules, the Board of Directors of your Company, has appointed Ms. Ashwini Inamdar (FCS 9409) or failing her Ms. Alifya Sapatwala (ACS 24091) of M/s. Mehta & Mehta, Practicing Company Secretaries (ICSI Unique Code: P1996MH007500), as the Scrutinizer for conducting the Postal Ballot only through remote e-Voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with Rules and Regulation 44 of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the MCA circulars, the Company is pleased to extend e-Voting facility to enable the Members to cast their votes electronically instead of through the Postal Ballot Form(s). The reasons for not enclosing the Postal Ballot form have already been explained in the foregoing paragraphs.

The Company has engaged the services of National Securities Depository Limited (**“NSDL”**) for the purpose of providing remote e-Voting facility to all its Members. The Members (whether holding shares in demat form or in physical form) are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting. The remote e-Voting period commences on Saturday, October 12, 2024 (IST) and ends on November 10, 2024, at 5.00 P.M. (IST).

Upon completion of the scrutiny votes cast through e-Voting in a fair and transparent manner, the Scrutinizer will submit his/ her report to the Chairman or any person authorized by the

Chairman and the results of the Postal Ballot will be announced not later than two working days of conclusion of the voting through Postal Ballot, on or before Tuesday, November 12, 2024 at the Registered Office of the Company. The said results would be displayed on the Notice Board at the Registered Office of the Company, intimated to National Stock Exchange of India Limited and Bombay Stock Exchange Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.crompton.co.in and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.

The last date of e-Voting, i.e. **Sunday, November 10, 2024**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. To approve Performance based Restricted Stock Units Plan 2024 (hereinafter referred to as "Share Plan- 2024/ PSU 2024")

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

"RESOLVED THAT, based on the recommendation of the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors of the Company and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, ("**the Act**") read with the rules made there under, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("**SEBI SBEB & SE Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), the circulars/guidelines issued by the Securities and Exchange Board of India ("**SEBI**"), relevant provisions of the Memorandum of Association and the Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any amendment(s), or modification(s) thereto or re-enactment(s) thereof for the time being in force), ("**Applicable Law**") and subject to such other approval(s), permission(s) and sanction(s), as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s) 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 exercise its powers, including the powers conferred by this resolution), the consent of the Members

of the Company be and is hereby accorded to introduce and implement *Share Plan - 2024*, the salient features of which are furnished in the Explanatory Statement annexed to this Notice, which will be implemented by way of primary issuance of fully paid – up equity shares of the Company having face value of ₹ 2 (Rupees Two only), in one or more tranches at such point(s) in time may be decided from time to time, ("**Equity Shares**"), on the exercise of employee stock Units ("**Units**"), issued under the Share Plan -2024, to employees of the Company, as per the provisions of the Plan, whether working in India or outside India, including any managing or whole-time or any Non – Executive Directors of the Company excluding independent director(s), as identified by the Board and/ or the NRC, in accordance with the Share Plan -2024 but does not include an employee who is a promoter or a person belonging to the promoter group or a director(s), who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares ("**Eligible Employees**"), at a price which is equivalent to the face value of the Equity Shares, in one or more tranches and on such terms and conditions, as may be fixed or determined by the NRC in accordance with the Share Plan -2024 and Applicable Law.

RESOLVED FURTHER THAT subject to the Applicable Laws such and subject to other approvals, consents, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded to the NRC to create a pool of maximum number of Equity Shares that could be granted under the Share Plan-2024 to the Eligible Employees (of both, the Company and any of its group companies, including holding, subsidiary companies) through fresh issue that shall not exceed 64,30,000 (Sixty Four Lakh Thirty Thousand) Equity Shares, except where adjustments, if any, are made by the NRC in respect of units granted to the Eligible Employees under the Share Plan-2024 on account of any changes in capital structure of the Company.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari-passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT subject to such other approvals, consents, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the Members of the Company be and is hereby accorded to the NRC to administer, implement, supervise and alter the Share Plan

- 2024, in the manner as it may deem fit, in accordance with the Applicable Law, including but not limited to the SEBI SBEB & SE Regulations, SEBI Listing Regulations (including any statutory amendment, modification(s) or re-enactment of the Act, SEBI SBEB & SE Regulations or SEBI Listing Regulations for the time being in force) and other rules, regulations and guidelines, if any, Memorandum and Articles of Associations of the Company, which authority shall include but not limited to, determine the criteria for identifying the Eligible Employee who will be eligible to grant of Units under the Share Plan -2024, the quantum of Units to be granted to the Eligible Employee, the number of Units to be granted in each tranche, the terms or combination of terms subject to which the said Units are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Units shall lapse and to grant such number of Units, to such Eligible Employees, in such manner, at such time and on such terms and conditions as set out in the Share Plan -2024 and as the NRC may in its absolute discretion deem fit, and to do all such acts, deeds and things as may be required, and to execute all such deeds, documents, writings, including but not limited to the letter of grant, award agreement and to give such directions and/or instructions as may be necessary for proper administration and implementation of the Share Plan – 2024 and to determine, in its absolute discretion, all the questions of interpretation, disputes, discrepancy or disagreement which shall arise under, or as a result of, or pursuant to, or in connection with the Share Plan-2024.

RESOLVED FURTHER THAT subject to the Applicable Laws and such other approvals, consents, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the Members of the Company hereby empower the NRC to make fair and reasonable adjustments to the number of units granted to the Eligible Employees and / or the price at which such units may be exercised, in its sole and absolute discretion in accordance with applicable laws and regulations to the terms of grant made under the Share Plan -2024 in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organization, change in capital and others, or sub-division or consolidation of Equity Shares or in the event of any change in control event of the employing entity. It is hereby clarified that in making such fair and reasonable adjustment in relation to any corporate action, the cumulative Equity Shares transferred or allotted to the Eligible Employees on exercise of units under the Share Plan -2024 may exceed 64,30,000 (Sixty-Four Lakh Thirty

Thousand) Equity Shares, to the extent that such excess represents a fair and reasonable adjustment.

RESOLVED FURTHER THAT the issue or transfer of Equity Shares to any non-resident(s), if any, shall be subject to such approvals, permissions or consents as may be necessary from Reserve Bank of India or any other relevant authority in this regard.

RESOLVED FURTHER THAT subject to the Applicable Laws, the NRC be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the Share Plan -2024 and to modify, change, vary, alter, amend, revise, suspend or terminate the Share Plan -2024 subject to the compliance with the applicable laws and regulations including but not limited to, amendment(s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the Share Plan -2024 in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as may at its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to the Equity Shares to be issued pursuant to the proposed Share Plan -2024 without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Share Plan – 2024 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies and accounting standards prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Share Plan – 2024.

RESOLVED FURTHER THAT Mr. Promeet Ghosh, Managing Director & Chief Executive Officer, Mr. Kaleeswaran Arunachalam, Chief Financial Officer and Ms. Rashmi Khandelwal, Company Secretary & Compliance Officer be and are hereby severally authorised, to take necessary steps for listing of the Equity Shares allotted under the Share Plan- 2024 on the stock exchanges and to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint advisors, merchant bankers, consultants or representatives, being incidental for the effective implementation and administration of the Share Plan – 2024 and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions,

difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors, Director, officer, or Authorized Representative of the Company and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

2. To grant Stock Units to the employees of the Subsidiary Company(ies) (at present and/ or in the future) under the Performance based Restricted Stock Units Plan 2024 (hereinafter referred to as “Share Plan- 2024/ PSU 2024”)

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

“RESOLVED THAT based on the recommendation of the NRC of the Company and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, (**“the Act”**) read with the rules made there under, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (**“SEBI SBEB & SE Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI Listing Regulations”**), the circulars/ guidelines issued by the Securities and Exchange Board of India (**“SEBI”**), relevant provisions of the Memorandum of Association and the Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any amendment(s), or modification(s) thereto or re-enactment(s) thereof for the time being in force), (**“Applicable Law”**) and subject to such other approval(s), permission(s) and sanction(s), as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s) 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 NRC or any other Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the introduction and implementation of the ‘Share Plan 2024’, the salient features of which are furnished in the Explanatory Statement as annexed to this Notice. The Share Plan -2024 will be implemented by way of primary issuance of fully paid – up equity shares of the

Company having face value of ₹2 (Rupees Two), in one or more tranches at such point(s) in time as decided, (**“Equity Shares”**), on the exercise of employee stock units issued under the Share Plan – 2024 (**“Units”**), to employees of the Company, as per the provisions of the Share Plan-2024 (as defined under the SEBI SBEB & SE Regulations) including the holding company, or subsidiary companies of the Company, as per the provisions of the Share Plan – 2024, whether working in India or outside India, including any managing or whole-time directors of the Company excluding independent director(s), as identified by the Board and / or any committee of the Board including but not limited to NRC, as authorized by the Board for this purpose (**“Committee”**) in accordance with the Share Plan – 2024 but does not include an employee who is a promoter or a person belonging to the promoter group or a director(s), who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares (**“Eligible Employees”**), at a price which is equivalent to the face value of the Equity Shares, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Committee in accordance with the Share Plan– 2024 and Applicable Law.

RESOLVED FURTHER THAT subject to the Applicable Laws and other approvals, consents, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded to the NRC to create a pool of maximum number of Equity Shares that could be granted under the Share Plan -2024 to the Eligible Employees (of both, the Company and any of its group companies, including holding, subsidiary companies through fresh issue shall not exceed 64,30,000 (Sixty Four Lakh Thirty Thousand) Equity Shares, except where adjustments, if any, are made by the NRC in respect of units granted to the Eligible Employees under the Share Plan – 2024 on account of any changes in capital structure of the Company.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari-passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT subject to such other approvals, consents, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the Members of the Company be and is hereby accorded to the NRC to administer, implement, supervise and alter the Share Plan -2024, in the manner as it may deem fit, in accordance with the Applicable Law, including but not limited to the

SEBI SBEB & SE Regulations, SEBI Listing Regulations (including any statutory amendment, modification(s) or re-enactment of the Act, SEBI SBEB & SE Regulations or SEBI Listing Regulations for the time being in force) and other rules, regulations and guidelines, if any, Memorandum and Articles of Associations of the Company, which authority shall include but not limited to, determine the criteria for identifying the Eligible Employee who will be eligible to grant of Units under the Share Plan -2024, the quantum of Units to be granted to the Eligible Employee, the number of Units to be granted in each tranche, the terms or combination of terms subject to which the said Units are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Units shall lapse and to grant such number of Units, to such Eligible Employees, in such manner, at such time and on such terms and conditions as set out in the Share Plan -2024 and as the NRC may in its absolute discretion deem fit, and to do all such acts, deeds and things as may be required, and to execute all such deeds, documents, writings, including but not limited to the letter of grant, award agreement and to give such directions and/or instructions as may be necessary for proper administration and implementation of the Share Plan -2024 and to determine, in its absolute discretion, all the questions of interpretation, disputes, discrepancy or disagreement which shall arise under, or as a result of, or pursuant to, or in connection with the Share Plan -2024.

RESOLVED FURTHER THAT subject to the Applicable Laws and such other approvals, consents, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the Members of the Company hereby empower the NRC to make fair and reasonable adjustment to the number of units granted to the Eligible Employees and / or the price at which such units may be exercised, in its sole and absolute discretion in accordance with applicable laws and regulations to the terms of grant made under the Share Plan -2024 in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares or in the event of any change in control event of the employing entity. It is hereby clarified that in making such fair and reasonable adjustment in relation to any corporate action, the cumulative Equity Shares transferred or allotted to the Eligible Employees on exercise of units under the Share Plan -2024 may exceed 64,30,000 (Sixty-Four Lakh Thirty Thousand) Equity Shares, to the extent that such excess represents a fair and reasonable adjustment.

RESOLVED FURTHER THAT the issue or transfer of Equity Shares to any non-resident(s), if any, shall be

subject to such approvals, permissions or consents as may be necessary from Reserve Bank of India or any other relevant authority in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors, Director, officer, or Authorized Representative of the Company and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

3. To consider the amendment to the terms of remuneration of Mr. Promeet Ghosh (DIN:05307658), Managing Director and Chief Executive Officer (“MD & CEO”) to enable grant of Employee Stock Options under the Crompton Employee Stock Option Plan 2019 (“ESOP 2019”)

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

RESOLVED THAT, pursuant to the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company and pursuant to the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the rules made thereunder, read with Schedule V to the Act (including any statutory modification(s) or re-enactments thereof) and pursuant to the Crompton Employee Stock Option Plan 2019 (“**ESOP 2019**”), and in partial modification to the resolution passed by Members on July 22, 2023 the consent of the Members be and is hereby accorded to the amendment to the terms of remuneration of Mr. Promeet Ghosh, the MD & CEO of the Company, to enable grant of 9,50,000 (Nine Lakh Fifty Thousand) employee stock options which shall vest as per the terms and conditions under the ESOP 2019 and as defined by Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT, the vesting of the aforesaid stock options is subject to the Company’s achievement of certain performance milestones as provided under the ESOP 2019, and as may be decided by the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT, effective from the date of approval by the Members of this resolution, the aforesaid grant shall be deemed to have been included in the terms and conditions of the appointment of Mr. Promeet Ghosh, MD & CEO and the employment agreement shall be amended accordingly.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to alter and vary the terms and conditions of the appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

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 and 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.”

4. **To consider the amendment to the terms of remuneration of Mr. Promeet Ghosh (DIN:05307658), Managing Director and Chief Executive Officer (“MD & CEO”) to enable grant of units under Performance based Restricted Stock Units Plan 2024 (hereinafter referred to as “Share Plan -2024/ PSU 2024”)**

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

RESOLVED THAT, pursuant to the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company and pursuant to the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder, read with Schedule V to the Act (including any statutory modification(s) or re-enactments thereof) and pursuant to the Share Plan 2024 (subject to the approval of the introduction and implementation of the Share Plan 2024 by Members of the Company and on other statutory procedural requirements following such approval being fulfilled), and in partial modification to the resolution passed by Members on July 22, 2023 the consent of the Members be and is hereby accorded to amend the terms of remuneration of Mr. Promeet Ghosh, the MD & CEO of the Company, to enable grant of up to 5,00,000 units (in one or multiple tranches, as the case may be) under the Share Plan 2024 and as defined by Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT, the vesting of the aforesaid stock units is subject to the Company’s achievement of certain performance milestones as provided under the Share Plan - 2024 (which is subject to the approval of the introduction and implementation of Share Plan - 2024 by the Members of the Company), may be decided by the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT subject to the approval of the Members of the Share Plan - 2024 and effective from the date of approval by the Members of this resolution, the aforesaid grant shall be deemed to have been included in the terms and conditions of the appointment of Mr. Promeet Ghosh, the MD & CEO and the employment agreement shall be amended accordingly.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to alter and vary the terms and conditions of the appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

RESOLVED FURTHER THAT the Board of Directors 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 the Nomination and 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.”

5. **To approve increase in Authorised Share Capital and consequential alteration of the Capital Clause of the Memorandum of Association of the Company**

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

“RESOLVED THAT pursuant to provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with the Companies (Share Capital and Debenture) Rules, 2014, as amended from time to time, and in accordance with the Articles of Association (“AoA”) of the Company, approval of the Members of the Company be and is hereby accorded for increase in Authorized

Share Capital of the Company from ₹131,00,00,000/- (Rupees One Hundred Thirty-One Crore only) divided into 65,50,00,000 (Sixty five Crore Fifty Lakhs) Equity Shares of ₹2/- (Rupees Two only) each **TO** ₹134,00,00,000 (Rupees One Hundred and Thirty-Four Crore only) divided into 67,00,00,000 (Sixty-Seven Crore) Equity Shares of ₹2/- each by creation of additional 1,50,00,000 (One Crore Fifty Lakh) Equity shares of ₹2/- each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted by the following in its place and stead:

- V. *The Authorised Share Capital of the Company is ₹134,00,00,000 (Rupees One Hundred and Thirty-Four Crore only) divided into 67,00,00,000 (Sixty-Seven Crore) Equity Shares of ₹2/- (Rupees Two) each.*

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Personnel of the Company, be and are severally hereby authorised to do all such acts, deeds and things and sign such deeds and documents as may be necessary to give full effect to the foregoing resolution.”

By order of the Board

For **Crompton Greaves Consumer Electricals Limited**

Rashmi Khandelwal

Company Secretary & Compliance Officer

Membership No. 28839

Registered Office:

Tower 3, 1st Floor, East Wing,

Equinox Business Park,

LBS Marg, Kurla (West), Mumbai- 400 070.

Date: October 3, 2024

Place: Mumbai

NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 (“**the Act**”) setting out all material facts and reasons for the proposed resolution is annexed hereto and forms part of this notice.
2. Kindly note that as per the circular and guidelines issued by the MCA vide its Circulars, the Notice of Postal Ballot would be sent in electronic mode only to those Members who have registered their e-mail addresses with the Company or Depository Participant/ Depository/ KFin Technologies Limited (“**RTA**”).
3. The Members will have the option to vote only through remote e-Voting and voting through physical ballot papers will not be provided.
4. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of Beneficial Ownership maintained by the Depositories as on the close of business hours on **Friday, October 4, 2024 (“Cut-off date”)**. Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/ Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
5. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.crompton.co.in, websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
6. The date of completion of sending the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) Financial Express (All India Edition) in English language; and (ii) Loksatta (All Edition) in Marathi language, having wide circulation in the district where the Registered Office of the Company is situated.
7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on Cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-Voting.
8. Pursuant to the provisions of Section 108 and Section 110 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide remote e-Voting facility to all its Members, to enable them to cast their votes electronically. For this purpose, the Company has availed the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically. Instructions for the process to be followed for remote e-Voting are annexed to this Postal Ballot Notice.
9. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
10. There will be one e-vote for every Folio/ Client ID irrespective of the number of joint holders.
11. A Member need not use all his/ her/ its votes nor does he/ she/ it need to cast all his/ her/ its votes in the same way.
12. Institutional investors are encouraged to vote on the Postal Ballot. Corporate Members are required to send a scanned copy (PDF/ JPG Format) of the Authority Letter authorising its representatives to vote for the postal ballot on its behalf. The said Authority Letter shall be sent to the Scrutiniser by email through its registered email address to evoting@mehta-mehta.com with a copy marked to NSDL on evoting@nsdl.co.in
13. The e-voting period commences on **Saturday, October 12, 2024 at 9.00 A.M.** (IST) and ends on **Sunday, November 10, 2024 at 5.00 P.M.** (IST). During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the Cut-off date, i.e., **Friday, October 4, 2024** may cast their vote electronically. The e-Voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
14. The resolution, if approved, shall be deemed to have been passed on the last date of e-Voting, i.e., **Sunday, November 10, 2024**. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement, resolutions of the Board of Directors, letter of appointment setting out terms and conditions are available for inspection by the Members at the Company’s Registered Office during normal business hours on working days from the date of dispatch of this Postal Ballot Notice up to **Sunday, November 10, 2024**. Members may also write to crompton.investorrelations@crompton.co.in for inspection of the relevant document(s).

15. Members who have not registered/ updated their e-mail IDs so far are requested to register/ update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:-

Physical Holding	<p>Kindly submit Form ISR-1 to update PAN, Postal Address with PIN, Email Address & Mobile Number including demat and bank account details. Form ISR-1 is available on the website of the Company.</p> <p>You are requested to forward the duly filled-in documents along with the related proofs as mentioned in the form to the following address:</p> <p>KFin Technologies Limited (Unit: Crompton Greaves Consumer Electricals Limited) Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Ph: +91 40-67162222 Email: einward.ris@kfintech.com</p>
Demat Holding	Contact respective Depository Participant(s)

16. The Company has appointed Ms. Ashwini Inamdar (FCS 9409) or failing her Ms. Alifya Sapatwala (ACS 24091) of M/s. Mehta & Mehta, Practicing Company Secretaries (ICSI Unique Code: P1996MH007500), to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
17. The Scrutinizer shall, immediately after the conclusion of the e-Voting, provide their report to the Chairman/ a person authorised by him. The Scrutinizer's decision on the validity of the e-votes shall be final.
18. The results of the postal ballot through e-Voting will be announced on or before **Tuesday, November 12, 2024**. The results, together with the Scrutinizer's Report, will be displayed at the Registered Office of the Company and on the Company's website at www.crompton.co.in on the website of NSDL at www.evoting.nsdl.com besides being communicated to BSE and NSE.
19. **INTRSUCTIONS FOR VOTING:**

- (i) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible

level. Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (ii) 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, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Ids in their demat accounts in order to access e-Voting facility. Pursuant to aforesaid SEBI Circular Login method for e-Voting for individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” 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 e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on 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.</p>

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

- B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 131924 then user ID is 131924001***

5. Password details for shareholders other than Individual shareholders 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 shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to **“Terms and Conditions”** by selecting on the check box.
8. Now, you will have to click on **“Login”** button.
9. After you click on the **“Login”** button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies **“EVEN”** in which you are holding shares and whose voting cycle.
2. Select **“EVEN”** of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also **“Confirm”** when prompted.
5. Upon confirmation, the message **“Vote cast successfully”** will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evoting@mehta-mehta.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution/ Authority Letter”** displayed under **“e-Voting”** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.co.in

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

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

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

3. Alternatively shareholder/members may send a request to 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 shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT SETTING OUT ALL MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

Item No. 1 and 2

1. **To approve Performance based Restricted Stock Units Plan 2024 (hereinafter referred to as “Share Plan- 2024/ PSU-2024”)**
2. **To grant Stock Units to the employees of the Subsidiary Company(ies) (present and/or future) under the Performance based Restricted Stock Units Plan 2024 (hereinafter referred to as “Share Plan-2024 / PSU-2024”)**

Crompton has been rewarding its employees through stock ownership programs since 2016. From time to time, Members have approved the Employee Stock Option Plan 2016 (“ESOP 2016”), Performance Share Plan-1 – 2016 (“PSP-1”), Performance Share Plan-2 - 2016 (“PSP-2”) and Employee Stock Option Plan 2019 (“ESOP 2019”) and all of these have run their course.

The Company has granted for a total of 2.47 Crore employee stock options out of the cumulative pool of 2.79 Crore employee stock options under PSP-1, PSP-2, ESOP 2016, ESOP 2019. The cumulative exercised employee stock options over the previous ESOP plans represents an 2.6% equity base of the Company as of end of FY24. The Board of Directors of the Company while aligning the interest of the Members have also identified the need to enhance employee engagement, to reward the employees for their association and performance, to motivate them to contribute to the overall growth and profitability of the Company and to create a sense of ownership and participation amongst them.

Crompton is a Board led management run organization, it is imperative to align employee interests with shareholder value creation in line with global practices. The proposed Share Plan 2024, which envisages grant at the face value of the shares of the Company (payable on exercise), is subject to fulfilment of certain condition(s) as determined by the Nomination and Remuneration Committee of the Company (“NRC”) from time to time, and will potentially ensure better benefits to the employees, rationalize total accounting cost to the Company while aligning to the interests of the shareholders. It will be an effective equity-based plan to protect employee benefits against share price fluctuations helping in talent attraction and employee retention.

Since the launch of previous share-based employee benefit plans, the Company has expanded its workforce and acquired a majority stake in Butterfly Gandhimathi Appliances Limited as of March 30, 2022. Towards recognizing employee contributions to initiatives like Crompton 2.0, the Board has approved a

strategy to offer long-term incentives, including the introduction of the Share Plan - 2024, by way of grant of employee stock units referred to hereinafter as “Units”. The NRC and the Board have carefully evaluated factors such as cost, benefits to employees and the Company, implementation timelines, regulatory compliance, fairness to shareholders, and the overall pros and cons of each option.

The Share Plan - 2024 is designed with an objective of aligning the incentives of the employees more closely with the interest of the Members, to enable the Company to attract good talent, to align the compensation packages of employees in managerial positions and above, more in line with our peers, and to help retain people for a longer period. By offering Units, the Share Plan 2024 aims to attract, retain, and motivate talent. This approach ensures employees are aligned with the Company’s long-term goals and are incentivized to contribute to its sustained growth. The last incentive plan, being the ESOP 2019, was approved by Members in January 2020.

After due deliberation, discussions with stakeholders, the Board, at its meeting held on September 18, 2024, based on the recommendation of the NRC and subject to approval of members, approved the proposal for introduction of the “**Performance based Restricted Stock Units Plan, 2024**” for the current and future permanent employees of the Company, its subsidiary Company(ies), and holding company collectively referred to as “**employees**” or “**said employees**”). The Share Plan -2024 and the grants thereunder shall be made in accordance with applicable law, including the provisions of the Companies Act, 2013, the rules thereunder, and the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (“**SEBI SBEB & SE Regulations**”).

Accordingly, it is proposed to allocate a maximum limit of 64,30,000 equity shares of the Company under the Share Plan 2024.

The Units requiring the satisfaction of performance factors linked to Company and Individual, will be granted at an exercise price at the face value of the equity shares of the Company. The Long-Term Incentive (**LTI**) amount, as may be payable to the employee based on the compensation policies, will be determined based on the employee’s performance and grade, and this amount will be converted into such number of Units by dividing the LTI amount by the closing market price of the Company’s equity shares on the day prior to the grant of the Units. Any increase in the Company’s share price would result in gains for the employees without incurring additional costs for the Company. Upon grant of Units, the Company will record the cost in its financials in accordance with applicable accounting standards.

The Share Plan -2024 has been designed with key objectives including alignment with the Company’s strategic goals, talent attraction, employee retention, simplicity of instrument and

expanding employee coverage ensuring wider ownership. By linking employee compensation to their individual performance and the performance of the Company, the Share Plan -2024 ensures that employees' objectives are closely aligned with the Company's long-term strategic vision, motivating them to drive its success.

Additionally, the multi-year grant and vesting schedule of the Units is intended to incentivize employees to stay with the Company, reinforcing their commitment and contribution to its sustained growth. The Share Plan -2024 is also designed to be straight forward, featuring clear vesting schedules and grant details, making it easy for employees to understand and engage with their equity compensation.

The Share Plan -2024 is designed to promote inclusivity and equity by ensuring that the efforts of all employees, across roles, designation and tenure, have access to remuneration in the form of share-based benefits. This approach fosters a sense of ownership and engagement among a diverse group of employees, allowing them to share in the company's success. The plan's objective is to incentivize the employees in the organization, encouraging a collaborative culture where every employee feels valued and motivated. This commitment to inclusivity not only enhances morale but also drives collective success and fosters a stronger, motivated and a united

workforce thereby improving overall output of the business of the group.

The inclusion of employees of subsidiary Company(ies) under the Share Plan -2024 is integral to fostering a cohesive and aligned workforce across the entire organizational structure. By extending the benefits of the Share Plan -2024 to eligible employees of subsidiary Company(ies), the Company aims to reinforce a sense of unity, shared purpose, and collaboration amongst all the employees within the broader corporate family. This approach not only strengthens the overall talent pool within the organization but also ensures consistent standards of performance and incentivization throughout the Company and its Subsidiary Company(ies). Moreover, it aligns with the strategic vision of promoting a unified corporate culture focused on long-term value creation and sustainable growth across all the business entities.

For the performance-based conditions applicable to all Units, the NRC shall decide the details of the Company's performance parameters and respective weightages shall be assigned to each such parameter. The broad Company performance parameters include, but are not restricted to, Total Revenue Growth, EBITDA, Free Cash Flow Generated, compared to the Company's annual performance targets and relative to competitors performance, Relative Total Shareholder Return (R-TSR), and/or any other parameters as decided by the NRC.

The main features and other details of the Share Plan -2024 as per Regulation 6(2) read with Part C of Schedule I of SEBI SBEB & SE Regulations, 2021 and Section 62 of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are as under:

Brief Description of the Plan	The " Performance based Restricted Stock Unit Plan – 2024 " (" Share Plan- 2024 ") is intended to attract talent, reward, retain and motivate the eligible employees of the Company and its subsidiary Company(ies) as defined in the Share Plan - 2024 (hereinafter collectively referred to as " Eligible Employees ") for their performance and participation in the growth and profitability of the Company. The Eligible Employees shall be granted Performance Share Units (hereinafter referred to and as defined in the Share Plan– 2024 as " Units ") in one or multiple grants, as determined by the Nomination and Remuneration Committee (" NRC "), which will vest on particular dates and are exercisable into fully paid-up Equity Shares of ₹2/- (Rupees Two) each of the Company, on the terms and conditions as provided in the Share Plan -2024 and the Letter of Grant, in accordance with the provisions of the applicable laws and regulations for the time being in force.
Number of Units	64,30,000 (Sixty-Four Lakh Thirty Thousand) The lapsed Units shall revert to the Share Plan -2024 pool and may be Granted at the discretion of the NRC to any other Eligible Employee.
Eligible classes of employees entitled to participate in the Plan	i. an employee as designated by the Company, who is exclusively working in India or outside India; or ii. Director of the Company whether a whole-time Director or not; or iii. an employee defined in Sub-clauses (i) and (ii) hereof of one or more Subsidiary Company(ies), whether in or outside India, whether present or future, but does not include, a. an employee who is a Promoter or a person belonging to the Promoter Group; or b. Director who either by himself/ herself or through his/ her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; or c. An Independent Director within the meaning of the Companies Act and/ or SEBI (Listing Obligations and Disclosure Requirements), 2015.

Appraisal process for determining the eligibility of employees to the Plan	The appraisal process for determining the eligibility shall be decided from time to time by the NRC. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, his/her future potential, critical position, performance evaluation, performance linked parameters, etc.																						
Whether the Plan is to be implemented and administered directly by the Company or through a trust:	The Share Plan -2024 shall be implemented and administered directly by the Company.																						
Whether the Plan involves new issue of shares by the Company or secondary acquisition by the trust or both	The Share Plan -2024 involves the issue of new Equity Shares by the Company.																						
Requirements of vesting and period of vesting and the maximum period (subject to regulation 18(1) and 24(1) of the SBEB Regulations, as the case may be) within which the units shall be vested	<p>The Vesting period for the units granted under the Share Plan -2024 shall be minimum period as provided under the SEBI SBEB & SE Regulations. The units granted under the Share Plan -2024 would vest within a maximum period of 42 (Forty-Two) months and no tranche shall exceed 50% units granted. The Units shall vest to Eligible Employees subject to continuing employment with the Company on the date of Vesting. The number of Units that would vest with the Participants would be determined by the NRC based on the Company's performance on certain parameters which include, but are not restricted to, Total Revenue Growth, EBITDA, Free Cash Flow Generated, compared to Company's annual performance targets and relative to competitors performance, Relative Total Shareholder Return (R-TSR), and/or any other parameters as decided by the NRC, as per the Company's Annual Financial Results or such other performance metrics as may be determined by the NRC from time to time, and the individual performance of the Eligible Employees. The NRC would determine the said metrics, detailed terms and conditions relating to such vesting including the proportion in which Units granted would vest. Units shall vest in whole numbers such that the number of Vested Units is rounded up to the nearest one.</p> <table border="1"> <thead> <tr> <th>Events of Separation</th><th>Vested Units</th><th>Unvested Units</th></tr> </thead> <tbody> <tr> <td>Resignation / termination (other than due to Cause)</td><td>All Vested Units as on the date of the resignation letter/date of provision of the termination notice, as the case may be, shall be exercised by the Unit Grantee prior to or on his/her last day of employment with the Company.</td><td>All Unvested Units as on the date of the resignation letter/date of provision of the termination notice, as the case may be, shall stand cancelled with effect from such date.</td></tr> <tr> <td>Retirement</td><td>All Vested Units held on the date of the termination of employment due to retirement, can be exercised by the Unit Grantee within 24 (Twenty Four) months from such date.</td><td>All Unvested Units shall continue to vest as per the Vesting Conditions (performance linked) provided to such Unit Grantee can be exercised within the Exercise Period applicable. In the event, the Unit Grantee passes away following retirement the NRC shall at its sole and absolute discretion determine the treatment of the Unvested Units held by such Unit Grantee, subject to the provisions of SBEB & SE Regulations.</td></tr> <tr> <td>Death</td><td>All Vested Units may be exercised by the Unit Grantee's Nominee within 24 (Twenty Four) months of the date of death of the Unit Grantee.</td><td>The NRC shall at its sole and absolute discretion determine the treatment of the Unvested Units held by such Unit Grantee, subject to the provisions of SBEB & SE Regulations.</td></tr> <tr> <td>Permanent Incapacity</td><td>All Vested Units may be exercised by the Unit Grantee's Nominee within 24 (Twenty Four) months of the date of Permanent Incapacity of the Unit Grantee.</td><td>The NRC shall at its sole and absolute discretion determine the treatment of the Unvested Units held by such Unit Grantee, subject to the provisions of SBEB & SE Regulations.</td></tr> <tr> <td>Other reasons apart from those mentioned above</td><td>The NRC shall decide whether the Vested Units as on that date can be exercised by the Unit Grantee or not, and such decision shall be final.</td><td>All Unvested Units on the date of separation shall stand cancelled with effect from that date.</td></tr> <tr> <td>Termination due to Cause</td><td colspan="2">All Units, whether Vested or Unvested, held by the Unit Grantee on the date of the provision of the termination notice shall stand cancelled with effect from such date.</td></tr> </tbody> </table>		Events of Separation	Vested Units	Unvested Units	Resignation / termination (other than due to Cause)	All Vested Units as on the date of the resignation letter/date of provision of the termination notice, as the case may be, shall be exercised by the Unit Grantee prior to or on his/her last day of employment with the Company.	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Vesting Conditions	<p>The vesting of units under Share Plan -2024 is a combination of Individual and Company performance-based criteria. Units will vest based on both the employee's continued employment and the achievement of specified threshold company and individual performance targets, as detailed below:</p> <p>The Company performance will be measured against the below-mentioned metrics having the specified weights. The targets against these metrics as set by the NRC and communicated to the employees in the Letter of Grant.</p> <table border="1"> <thead> <tr> <th>Metrics for determining company performance</th><th>Remarks</th></tr> </thead> <tbody> <tr> <td>Revenue</td><td>Performance vs Annual Plan & vs relevant on revenue growth & EBITDA Margin</td></tr> <tr> <td>EBITDA</td><td></td></tr> <tr> <td>Cash Flow</td><td>Performance vs Annual Plan</td></tr> <tr> <td>Relative Total Shareholder Return (R-TSR)</td><td>Performance vs Select Listed Companies in the Industry and/or relevant market index as approved by NRC</td></tr> </tbody> </table> <p>Company performance below a threshold as determined by NRC will result in no vesting of Units.</p> <p>Individual Performance:</p> <p>Crompton has an established annual appraisal process governed by individual goals for every financial year. Basis achievement of the individual goals employees are rated at the end of the financial year on a rating scales of 1 to 5 with 1 being the top performance rating. It is proposed that employees rated 5 as part of the annual appraisal cycle will not be eligible for vesting.</p> <p>The broad Company and Individual performance parameters have been listed above and may also include any other parameters as decided by the NRC.</p> <p>The final vesting quantum for each grantee will be determined by a combination of Company factor, measured on the parameters defined above, and employee's annual individual performance rating. The overall vesting cannot exceed more than 100% of the grant.</p> <p>The NRC may vary, alter, modify the above vesting conditions, provided however that it will not be to the detriment of the Unit grantee.</p>	Metrics for determining company performance	Remarks	Revenue	Performance vs Annual Plan & vs relevant on revenue growth & EBITDA Margin	EBITDA		Cash Flow	Performance vs Annual Plan	Relative Total Shareholder Return (R-TSR)	Performance vs Select Listed Companies in the Industry and/or relevant market index as approved by NRC
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Cash Flow	Performance vs Annual Plan										
Relative Total Shareholder Return (R-TSR)	Performance vs Select Listed Companies in the Industry and/or relevant market index as approved by NRC										
Exercise price or pricing formula	The Exercise Price for the Units granted shall be equal to the face value of the Equity Shares of the Company (i.e., ₹2).										
Exercise period	Exercise period shall be 5 (Five) years from the date of respective vesting, or such other earlier period as may be decided by the NRC. The Units will lapse if not exercised within the specified Exercise Period.										
Maximum number of units to be issued per employee and in aggregate	The number of units that may be granted to any specific employee of the Company under the Share Plan -2024 shall be less than 1% of issued capital of the Company.										
Maximum quantum of benefits to be provided per employee under the Plan	The maximum number of Units that shall be granted to any specific Employee(s) under Share Plan -2024 shall not exceed 64,30,000 (Sixty-Four Lakh Thirty Thousand). If the number of Units that may be offered to any specific employee exceeds 1% or more of the issued capital (excluding warrants and conversion) of the Company at the time of grant of Units, then the Company shall take prior approval from Members of the Company.										
Lock-in period in respect of Equity Shares	The Equity Shares arising out of exercise of vested Units shall not be subject to any lock-in period and would be freely transferable however subject to Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be applicable.										
Statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15	The Company shall follow Ind AS 102 'Employee Share-based Payments' as prescribed by Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules as amended from time to time, and/or any relevant Accounting Standards/ Guidance Note as may be prescribed by the Institute of Chartered Accountants of India from time to time or any other regulations, including the disclosure requirements prescribed therein.										
Method of Valuation which the company shall use to value its option.	The Company shall use the fair value method for valuation of units as prescribed under IND AS 102 'Employee Share based Payments' by Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, and/or any relevant Accounting Standards/Guidance Note, as may be prescribed by the Institute of Chartered Accountants of India, from time to time or any other regulations.										
Terms & conditions for buyback, if any, of specified securities covered under these regulations.	Subject to the provisions of the prevailing applicable laws, the NRC shall determine the procedure for buy-back of the specified securities/ Units issued under the SEBI SBEB & SE Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions.										
The amount of loan to be provided for implementation of the scheme by the company to the Trust, its tenure, utilization, repayment terms, etc.	Not applicable. The Company will not provide any loan for the implementation of the Share Plan - 2024.										
The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme.	This is not applicable under the present Share Plan - 2024.										
Statement with regard to Disclosure in Director's Report.	The said Statement is not applicable to the Company since the Company is opting for the Fair Value Method.										

The Nomination and Remuneration Committee of the Board of Directors is composed exclusively of Independent Directors, and oversees the administration of the Scheme.

The Board recommends the resolution set out at Item Nos. 1 and 2 of the Postal Ballot Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 and 2 of the Postal Ballot Notice, except to the extent of Units that may be granted to them under the Share Plan -2024 and the resultant Equity Shares issued, as applicable.

Subject to the approval of all the resolution read along with relevant explanatory notes, the residual shares in ESOP 2019 will be closed for further grants.

Item No. 3 & Item No. 4

Item No. 3: To consider the amendment to the terms of remuneration of Mr. Promeet Ghosh (DIN:05307658), Managing Director & Chief Executive Officer (“MD & CEO”) to enable grant of Employee Stock Options under the Crompton Employee Stock Option Plan 2019 (“ESOP 2019”)

Item No. 4: To consider the amendment to the terms of remuneration of Mr. Promeet Ghosh (DIN:05307658), Managing Director & Chief Executive Officer (“MD & CEO”) to enable grant of units under Performance based Restricted Stock Units Plan 2024 (hereinafter referred to as “Share Plan -2024/ PSU 2024”)

The Board at its meeting held on April 24, 2023, approved the appointment and the terms and conditions (including remuneration) of Mr. Promeet Ghosh as MD & CEO for a term of 5 (Five) years, effective from May 1, 2023, to April 30, 2028. The Members subsequently approved the same at the 9th Annual General Meeting of the Company held on July 22, 2023.

Design & robust implementation of Crompton 2.0 and significant progress thereon

As MD & CEO, Mr. Ghosh has played an instrumental role in achieving significant milestones, including the successful launch and execution of Crompton 2.0, which has established a robust foundation for the Company’s future growth trajectory. Under his leadership, the Company has implemented and stabilized a new organizational structure that is aligned with long-term strategic goals. Moreover, Mr. Ghosh’s unwavering commitment towards organisation development and focus on consumer centricity has been a cornerstone of the Company’s recent successes. With his unique leadership style, the company has made great progress in creating an organization which is enabled and aligned to the consumer needs and while meeting the expectations of all stakeholders. He continues to drive premiumization of product portfolio, excellence in Go-To-

Market and a robust supply chain network with digitalisation as a key enabler.

The Company has delivered strong performance in the last financial year creating significant shareholder value. Under Crompton 2.0 there is clear strategic direction to drive competitive growth and absolute profit growth through a resilient business model.

Leading the Sustainability agenda successfully

With Crompton’s products being energy intensive, Mr. Ghosh continues to steer the company with unwavering focus and attention with sustainability as an intrinsic enabler to deliver the long-term objectives of the organization.

The initiation of the ESG Dashboard marks a crucial development in our strategy to monitor and enhance our sustainability performance. This tool centralises data, enhances decision-making capabilities, and tracks critical performance indicators such as greenhouse gas emissions and resource utilisation, paving the way for informed sustainability practices across our operations. The Company has undertaken various sustainability initiatives under Mr. Ghosh’s leadership a few of which are listed below:

Raw material weight optimisation: Through value engineering, the Company has successfully optimised the weight of raw materials, contributing to a more resource-efficient production process.

Recycled content packaging material: Embracing sustainable packaging, the products utilise recycled materials, minimising the environmental impact of packaging while promoting a circular economy.

Local sourcing of material: The Company prioritises local sourcing of materials, contributing to the reduction of carbon emissions associated with transportation and supporting local economies.

Renewable energy-based products: The Company is dedicated to developing and promoting products that harness renewable energy sources, contributing to a cleaner and more sustainable energy landscape.

Energy, water and waste management in manufacturing facilities: The manufacturing facilities are equipped with comprehensive energy, water, and waste management systems, ensuring responsible resource consumption and minimising environmental impact.

The sustainability initiatives mentioned above are included in Crompton’s Integrated Annual Report for Financial Year 2023-24 and in Business Responsibility & Sustainability Report (BRSR).

Crompton is one amongst the very few companies in India, which has become a part of the prestigious Morgan Stanley Consumer Index (MSCI), and Dow Jones Sustainability Index

(DJSI). DJSI score of the Company significantly improved from 34 to 48 and it secured 7th Rank globally among the peers (DHP Household Durables) which brings the Company to the 94th percentile. Additionally, the Company has achieved an outstanding AA rating by MSCI for exemplary practices in Environmental, Social, and Governance.

Awards and Recognition by Accredited External Agencies

During the previous year, under Mr. Ghosh's leadership the company has been awarded with the prestigious accolade 'Most Energy Efficient Appliance of the Year' by the President of India. In addition to this, the company was recognized with National Safety Awards 2023 at the 11th Global Safety Summit, organized by the Fire and Safety Forum and the United Nations Global Compact Network India, recognizing the Company's efforts to ensure workplace safety. The Company has been honored with the prestigious India Design Mark (IMARK) by the India Design Council for its ground-breaking products – Silent Pro Blossom Smart and Energion Roverr Smart Fans. Along with all of these awards Crompton has been recognised as 'The Best Managed Company 2023' by Deloitte India.

The Board strongly believes that Mr. Ghosh is leading the organisation through the agenda of “Transforming while Performing” and has continued to invest in the long-term health and performance of the Company. The Board is keen that his services are continued and secure for the Company and towards that end, is proposing to reward Mr. Ghosh appropriately with additional performance driven long-term incentives. The Board recognizes that such long-term incentives are well aligned to shareholders' interests as well. In recommending this additional LTI to the shareholders, the Board is also cognizant that Mr. Ghosh is doing the combined role of MD&CEO which were previously held by two senior leaders. Effective May 1, 2023, the positions of Managing Director (MD) and Chief Executive Officer (CEO) in the Company were combined into a single role which has significantly reduced the total cost to company (CTC) including long term incentive costs.

It is now proposed to grant him (i) additional 9,50,000 employee stock options under the ESOP 2019; and (ii) up to 5,00,000 Restricted Stock Units which are performance based (in one

or multiple tranches, as the case may be) under Share Plan - 2024 (upon approval of the Share Plan - 2024 by the Members of the Company under this same postal ballot and on other statutory procedural requirements following such approval being fulfilled). The proposed units under Share Plan -2024 to be allocated in the following manner:

- Grant up to 5% of 64,30,000 units (i.e., 3,21,500 units) to be issued under Share Plan 2024;
- The NRC may consider grant of remaining (1,78,500 units) to Mr. Ghosh in the future only if the Company significantly exceeds achievement targets by delivering consistently top quartile performance in R-TSR.

It is clarified that if the Members of the Company do not approve the introduction and implementation of the Share Plan - 2024 (item no 1&2 of the resolution of this postal ballot), the proposal to grant the units to Mr. Ghosh under the proposed Share Plan - 2024 will stand redundant (item no 4 of the resolution of this postal ballot). In such an event, the reference to the Share Plan - 2024 in this explanatory statement shall be read down.

In accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, it is emphasized that these options/units will constitute as a part of Mr. Ghosh's remuneration and hence the same is also required to be approved by the Members of the Company vide ordinary resolution.

After the grant of these 9,50,000 stock options to Mr. Promeet Ghosh under the ESOP 2019, the NRC shall not make any further grants under the ESOP 2019 and undertake steps to cancel the ESOP 2019 (in the manner as provided thereunder). The terms and conditions of the ESOP 2019 shall continue to be alive in relation to the options that were already granted to the employees prior to such cancellation. It is clarified that if the Members of the Company do not approve the proposal to grant options to Mr. Ghosh under the ESOP 2019, such options shall be available for future grants to eligible employees, and the NRC shall not take any steps to cancel the ESOP 2019.

Compensation details

A summary of the current annual compensation (Fixed and Variable) are as follows.

(In ₹ Lakhs)

Sr. No	Category & Performance Metrics	Year 1	Year 1	Remarks
A	Total Fixed Compensation	420.00	483.00	As per applicable laws
B	Variable Compensation	640.00*	736.00	Payout based on operating metrics and such other parameters as determined by NRC.
	Total Fixed and Variable Cash Compensation (A+B)	1060.00	1219.00	

*During F.Y. 2023-24 the variable compensation payout was at 100% determined by Company and Individual Performance Factor.

No changes are being proposed to the Fixed and Variable Cash component of the compensation to Mr. Ghosh.

Mr. Promeet Ghosh was granted 20,00,000 stock options under ESOP 2019 scheme on April 29, 2023 which was approved by the Members at the 9th Annual General Meeting of the Company held on July 22 2023. On 28th April 2024, 4,00,000 options were due for vesting to Mr. Ghosh, based on the Company performance factor considered for ESOP, 75% (3,00,000 Options) were vested to him.

Proposed additional Long Term Incentives:

I. ESOP 2019

A grant of 9,50,000 (Nine Lakh Fifty Thousand) options is proposed to be granted under the ESOP 2019 scheme in the following manner:

Part A: Out of the 9,50,000 (Nine Lakh Fifty Thousand) options, 1,50,000 (One Lakh Fifty Thousand) options will vest in three equal tranches over a period of 3.5 years.

Part B: Remaining 8,00,000 (Eight Lakh) options will vest annually over 3.5 years in equal tranches subject to the Company's achievement of strategic goals and metrics, and other parameters like total shareholders returns, revenue from new products and market share, Organization and Capability Building (process & quality improvements, people development and attrition) and/ or any other parameters as determined by the NRC 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 9,50,000 (Nine Lakhs Fifty Thousand) options will be ₹14.40 crores, with respect to this grant over the period of vesting of 3.5 years at a per annum cost of ₹4.11 crores.

II. Share Plan - 2024

The grant of units the Share Plan – 2024 is proposed to be made in the following manner:

It is proposed that a grant of up to 5 % of 64,30,000 units (i.e., 3,21,500 units) be made under Share Plan - 2024 (in one or multiple tranches, as the case may be) after (i) receipt of the approval of the Members of the introduction of the Share Plan - 2024 (item number 1 of this postal ballot); (ii) on the receipt of the approval of the Members of the amendment to the remuneration of Mr. Promeet Ghosh (item number 4 of this postal ballot); and (iii) on the completion of other statutory procedural requirements required for the implementation of the Share Plan - 2024, whereunder units if and when granted in accordance with the recommendations of the Nomination and Remuneration Committee, will vest annually over a period of 3.5 years, subject to the continued employment of the Unit grantee, and on the individual performance of the employee and the Company performance. Parameters that may be taken into account to determine the Company Performance Achievement, includes, but is not restricted

to, Total Revenue, EBITDA, Free Cash Flow Generated, compared to Company's annual performance targets and revenue growth & EBITDA Margin relative to competitors performance, Relative Total Shareholder Return (R-TSR) and/or as may be determined by the NRC in its sole discretion and any units that do not vest as a result of not meeting the vesting criteria shall be forfeited and added back to the Share Plan - 2024 pool.

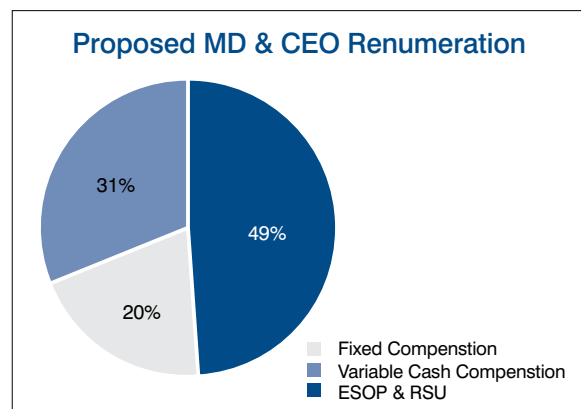
The total Estimated Fair Value of 3,21,500 (Three Lakh Twenty-One Thousand Five Hundred) units will be ₹13.76 crores, with respect to this grant over the period of 3.5 years (as and when granted and vested), at a per annum cost of ₹3.93 crores.

The NRC may consider grant of remaining (1,78,500) units to Mr. Ghosh in the future if the Company significantly exceeds achievement targets by delivering top quartile performance in R-TSR, Absolute Revenue and EBITDA v/s competition.

Including the above grants, subject to Members approval the total stocks granted to MD & CEO is less than 0.5% of the issued capital with Crompton being a non-promoter, Board led and professionally run organisation. It is important that we secure the services of MD & CEO and that he is adequately compensated.

Considering the terms of the April 2023 appointment of MD & CEO, the vesting period for the proposed long term incentives has been considered as 3.5 years.

The proposed compensation structure of the MD & CEO is largely based on performance driven metrics with about 80% of compensation forming part of it and about 20% is fixed compensation as depicted in the chart below:



Note: For computation 3,21,500 units are assumed under Share Plan - 2024.

The Board recommends the resolution set out at Item No. 3 and Item No. 4 of this Notice to the Members for their consideration and approval by way of an Ordinary Resolution.

Except Mr. Promeet Ghosh, MD & CEO and his relatives, none of the other Directors or the other Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested financially or otherwise in the proposed resolution.

Item No. 5

To approve increase in Authorised Share Capital of the Company and consequential alteration of the Capital Clause of the Memorandum of Association of the Company

Presently, the Authorised Share Capital of the Company is ₹131,00,00,000/- (Rupees One Hundred and Thirty-One Crore Only) divided into 65,50,00,000 (Sixty-Five Crore and Fifty Lakh) equity shares of face value of ₹ 2/- (Rupees Two) each.

In order to facilitate the issuance of Share Plan- 2024 and for further issuance of capital to commensurate with the size and future operations of the Company, the Board of Directors at their meeting held on September 18, 2024 approved the increase in Authorised Share Capital of the Company from ₹131,00,00,000/- (Rupees One Hundred and Thirty-One Crore Only) divided into 65,50,00,000 (Sixty-Five Crore and Fifty Lakh) equity shares of face value of ₹2/- (Rupees Two) each to ₹134,00,00,000 (Rupees One Hundred and Thirty-Four Crore only) divided into 67,00,00,000 (Sixty-Seven Crore) Equity Shares of ₹2/- each by creation of additional 1,50,00,000 (One Crore Fifty Lakh) Equity shares of ₹2/- each subject to approval of Members.

The increase in the Authorised Share Capital and consequential alteration to the Capital Clause of the Memorandum of Association of the Company requires Members approval in terms of Sections 13 and 61 of the Companies Act, 2013.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection at the registered office of the Company during the office hours on all working days up to the last date of closure of Postal Ballot.

The Board recommends the resolution set out at Item No. 5 of this Notice to the Members for their consideration and approval by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested financially or otherwise in the proposed resolution.

By order of the Board

For **Crompton Greaves Consumer Electricals Limited**

Rashmi Khandelwal

Company Secretary & Compliance Officer
Membership No. 28839

Registered Office:

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

Date: October 3, 2024

Place: Mumbai