

Crompton Greaves Consumer Electricals Limited**Registered & Corporate Office:** Tower 3, 1st Floor,

East Wing, Equinox Business Park, LBS Marg,

Kurla (West), Mumbai 400 070. India

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

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

Date: February 22, 2022

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: 147/2021-22	Our Reference: 147/2021-22

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 January 28, 2022 and February 15, 2022 intimating about the appointment of Ms. Hiroo Mirchandani (DIN: 06992518) as an Independent Director of the Company and proposed Postal Ballot for seeking the consent of the Members of the Company for the said appointment by way of Special Resolution.

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 February 15, 2022 issued by the Company.

The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company/Depositories as on Friday, February 18, 2022. Members holding shares in physical mode and 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 voting period will commence from Wednesday, February 23, 2022 at 9.00 A.M. (IST) and will end on Thursday, March 24, 2022 at 5.00 P.M. (IST).

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

Thanking you,

For Crompton Greaves Consumer Electricals Limited


Pragya Kaul**Company Secretary & Compliance Officer****Encl: A/a**



Crompton Greaves Consumer Electricals Limited

CIN: L31900MH2015PLC262254

Registered & Corporate Office: Tower 3, 1st Floor, East Wing, Equinox Business Park,
LBS Marg, Kurla (West), Mumbai 400 070, Maharashtra, India.

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

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

NOTICE OF POSTAL BALLOT THROUGH E-VOTING

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013, as amended ("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"), Secretarial Standard 2 ("SS 2") on General Meetings, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 and General Circular No. 20/2021 dated December 8, 2021 (the "MCA Circulars") respectively issued by the Ministry of Corporate Affairs (MCA), that the resolution set out below is proposed to be passed by way of Postal Ballot only through remote e-voting process.

In view of the current circumstances due to COVID-19 pandemic requiring social distancing, the MCA has advised Companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

Further, the MCA has, vide the aforementioned Circular dated April 13, 2020 read with Circular dated December 8, 2021, permitted the despatch 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 in this notice to register their email ids and a public notice to that effect has been published in the newspapers.

The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company have appointed Mr. Makarand M. Joshi (FCS 5533), Partner or failing him Ms. Kumudini Bhalerao (FCS 6667), Partner at M/s Makarand M. Joshi & Co., Practicing Company Secretaries (ICSI Unique Code: P2009MH007000), as 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "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 Central Depository Services (India) Limited ("CDSL") for the purpose of providing remote e-voting facility to all its Members. 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 not later than **05:00 P.M. on Thursday, March 24, 2022**.

The Scrutinizer will submit their Report to the Company after the completion of scrutiny, of e-voting in a fair and transparent manner, and the results of postal ballot through e-voting shall be declared by the Chairman or any other person authorised by him within 2 working days from the conclusion of the e-voting, i.e. on or before **Saturday, March 26, 2022** at the Registered Office of the Company and also by placing the same on the Company's website at www.crompton.co.in and on the website of CDSL at www.evotingindia.com besides being communicated to BSE Limited and National Stock Exchange of India Limited.

SPECIAL BUSINESS:-

Item No. 1: Appointment of Ms. Hiroo Mirchandani (DIN: 06992518) as an Independent Director

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), Ms. Hiroo Mirchandani (DIN: 06992518), who was appointed as an Additional Independent Director of the Company with effect from January 28, 2022, pursuant to Section 161 of the Act and Article 109 of the Articles of Association of the Company and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of up to 5 (five) consecutive years with effect from January 28, 2022 to January 27, 2027.

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

By Order of the Board

For **Crompton Greaves Consumer Electricals Limited**

Pragya Kaul

Company Secretary & Compliance Officer

Membership No. A17167

Registered Office:

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

Date : February 15, 2022

Place : Mumbai

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 ("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 in view of the ongoing outbreak of COVID-19 and as per the guidelines issued by the MCA vide MCA Circulars, the Notice of Postal Ballot would be sent in electronic mode only to all those Members who have registered their e-mail addresses with the Company or Depository Participant/Depository/KFin Technologies Private Limited.
3. The Members would 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, February 18, 2022**. 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 Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.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 (Mumbai 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 on **Friday, February 18, 2022** ("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. A person who is not a Member as on the Cut-off date should treat this notice for information purposes only.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide 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 Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the Members to cast their votes electronically. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
9. A Member cannot exercise his 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 scrutinisers@mmjc.in with a copy marked to CDSL on helpdesk.evoting@cdslindia.com.
13. The e-voting period commences on **Wednesday, February 23, 2022 at 9.00 A.M. (IST)** and ends on **Thursday, March 24, 2022 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, that is, **Friday, February 18, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL 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 voting, i.e., **Thursday, March 24, 2022**. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement, resolutions of the Board of Directors and the Nomination and Remuneration Committee, Memorandum and Articles of Association of the Company are available for inspection by the Members at the Company's Registered Office between 11.00 A.M. (IST) and 1.00 P.M. (IST) on all working days except Saturday and holidays from the date of despatch of this Postal Ballot Notice and up to the date of closure of Postal Ballot. Members may also write to crompton.investorrelations@crompton.co.in for inspection of the relevant document.
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 Private 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 Mr. Makarand M. Joshi (FCS 5533), Partner or failing him Ms. Kumudini Bhalerao (FCS 6667), Partner at M/s Makarand M. Joshi & Co., Practicing Company Secretaries (ICSI Unique Code: P2009MH007000), to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
17. The Scrutinizer will submit their report to the Chairman/Person authorised by Chairman after completion of the scrutiny of the e-votes submitted. 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 Saturday, March 26, 2022 at the Registered Office of the Company. 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 CDSL at www.evotingindia.com besides being communicated to BSE Limited and National Stock Exchange of India Limited.

19. INSTRUCTIONS 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 Id 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFIN/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>If the user is 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</p> <p>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 name and you will be redirected to e-Voting service</p>

	provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

Login type	Helpdesk details
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 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(iv) After entering these details appropriately, click on "SUBMIT" tab.

- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter

their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN i.e. **220216001** for Crompton Greaves Consumer Electricals Limited.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at scrutinisers@mmjc.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders - 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. You are requested to forward the duly filled-in documents along with the related proofs as mentioned in the form to Company's RTA, KFin Technologies Private Limited.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

NOTE TO SHAREHOLDERS:

We hereby inform that SEBI vide its Circular [SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655](#) dated November 3, 2021 has mandated:

- a. Furnishing of PAN, email address, mobile number, bank account details, signature and nomination by holders of physical securities.
- b. Freezing of folios in cases where PAN is not linked with Aadhaar by March 31, 2022 (or any other date as may be specified by the Central Board of Direct Taxes).
- c. Folios wherein any one of the said document(s)/detail(s) are not available on or after April 1, 2023, shall be frozen. Such shareholders shall not be eligible to lodge grievance(s) or avail service request(s) from the RTA and shall not be eligible for receipt of dividend in physical mode.
- d. After December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

Further, in compliance to the SEBI Circular [SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8](#) dated January 25, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/Exchange, Endorsement, Sub-division/Splitting, Consolidation of securities certificates/folios, Transmission and Transposition of securities) from those shareholders whose details, as mentioned in SEBI Circular dated November 3, 2021, are duly updated in the system, the RTA/Company shall verify and process the service requests and issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.

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

The Board of Directors, on the recommendation of Nomination and Remuneration Committee appointed Ms. Hiroo Mirchandani (DIN: 06992518) aged 60 years, as an Additional Independent Director of the Company, with effect from January 28, 2022 under Section 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") and Article 109 of the Articles of Association of the Company.

Pursuant to amendment (effective from January 1, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Ms. Hiroo Mirchandani shall hold office up to the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Ms. Hiroo Mirchandani is eligible to be appointed as an Independent Director for a term up to 5 (five) consecutive years.

The Company has also received a declaration of Independence from Ms. Hiroo Mirchandani. In the opinion of the Board, Ms. Hiroo Mirchandani fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations for being eligible for her appointment. Ms. Hiroo Mirchandani is not disqualified from being appointed as a Director in terms of the Act and has given her consent to act as a Director.

Ms. Hiroo Mirchandani holds a Bachelor's degree in Commerce from Shri Ram College of Commerce and an MBA from Faculty of Management Studies, Delhi University. She is a Chevening Gurukul scholar from the London School of Economics. She has held customer-facing roles for over thirty years in P&L, Marketing and Sales largely in the consumer goods and healthcare sectors. She advanced from being Branch Manager at Asian Paints and Marketing Manager at Dabur to Business Unit Director & Executive Committee member at Pfizer. Ms. Hiroo Mirchandani has served on diverse boards and is currently an Independent Director on the Board of Tata Teleservices (Maharashtra) Limited, Nilkamal Limited and MedPlus Health Services Limited. She is a former Shareholder Director of Punjab National Bank. She brings experience of corporate governance, P&L management, consumer insights and financial acumen to her presence on Boards. She taps into her diverse Board & operational knowledge to provide counsel and strategic inputs to management. Her exposure to sectors like consumer goods, healthcare, financial services, telecom, jewellery marketing and hospitality has widened her perspective adding value to the Boards and Board Committees she serves on. She facilitates cross-pollination of Corporate Governance practices from her experience as an Independent Director and retail investor.

Ms. Hiroo Mirchandani, is an astute sales & marketing professional and meets the criteria as identified by the Nomination & Remuneration Committee and therefore in the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company the appointment of Ms. Hiroo Mirchandani on the Board of the Company would be beneficial to the Company considering her vast experience.

Ms. Hiroo Mirchandani meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Nomination & Remuneration Committee & Board of Directors of the Company:

1. Board diversity of skills would, in general, be enhanced;
2. Excellent hands-on Sales & Marketing experience at senior position(s) in consumer goods Companies;
3. Existing Board positions not more than five.

Ms. Hiroo Mirchandani is not inter-se related with any other Director or Key Managerial Personnel of the Company and Ms. Hiroo Mirchandani does not hold any share in the Company.

The disclosure required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") is provided at Annexure A of this Notice. The Company has also received notice from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for appointment as an Independent Director.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Ms. Hiroo Mirchandani as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Members.

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

By Order of the Board

For **Crompton Greaves Consumer Electricals Limited**

Pragya Kaul

Company Secretary & Compliance Officer

Membership No. A17167

Registered Office:

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

Date : February 15, 2022

Place : Mumbai

ANNEXURE A

Details of Director seeking Appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
and Secretarial Standard 2 on General Meetings]

Name of the Director	Ms. Hiroo Mirchandani
Director Identification Number	06992518
Category	Non-Executive, Independent Director
Date of Birth	June 17, 1961
Age	60 years
Nationality	Indian
Date of First Appointment on the Board	January 28, 2022
Relationship with Directors and KMPs	There is no relationship with other Directors and KMPs on the Board.
Qualification	<ul style="list-style-type: none"> Chevening Gurukul scholar from the London School of Economics MBA from Faculty of Management Studies, Delhi University Bachelor's degree in Commerce from Shri Ram College of Commerce
Experience	Wide experience in customer facing roles and in Profit & Loss management across diverse industries
Expertise in specific functional area	Rich experience in Sales & Marketing
Terms and Conditions of Appointment or re-appointment along with remuneration	<ul style="list-style-type: none"> Director in Non-Executive Independent capacity Not liable to retire by rotation Term of appointment – 5 years from January 28, 2022 up to January 27, 2027 Other terms and conditions- Available on the website of the Company i.e., www.crompton.co.in and open for inspection at the registered office of the Company on all working days, during business hours up to results of Postal Ballot
Remuneration sought to be paid	<p>Sitting fees of Rs. 50,000/- per Board meeting & Rs. 30,000/- per Committee Meeting with the authority to NRC and Board of Directors to increase the fees up to the maximum limit of Rs. 1,00,000/- per meeting.</p> <p>She shall also be paid profit related commission not exceeding 1% of the net profits of the Company as stipulated under Section 197 of the Companies Act, 2013.</p>
Membership of Committees of Crompton Greaves Consumer Electricals Limited	Nil
List of Directorships held in other Companies	<p>Listed Companies</p> <ol style="list-style-type: none"> 1. Nilkamal Limited 2. Tata Teleservices (Maharashtra) Limited 3. MedPlus Health Services Limited <p>Unlisted Companies</p> <ol style="list-style-type: none"> 4. Roots Corporation Limited 5. Piem Hotels Limited

Listed entities from which resigned in the past three years	<table><tr><th>Sr. No.</th><th>Company</th><th>Date of Cessation</th></tr><tr><td>1</td><td>Polycab India Limited</td><td>12.05.2021</td></tr><tr><td>2</td><td>DFM Foods Limited</td><td>14.01.2020</td></tr></table>			Sr. No.	Company	Date of Cessation	1	Polycab India Limited	12.05.2021	2	DFM Foods Limited	14.01.2020
	Sr. No.	Company	Date of Cessation									
	1	Polycab India Limited	12.05.2021									
2	DFM Foods Limited	14.01.2020										
Membership/Chairmanship of Committees across other Public Companies	<u>Listed Companies</u>											
	Sr. No.	Company	Committees	Membership/Chairmanship								
	1	Tata Teleservices (Maharashtra) Limited	Audit Committee Nomination & Remuneration Committee	Chairperson Member								
	2	MedPlus Health Services Limited	Nomination & Remuneration Committee CSR Committee Audit Committee Risk Management Committee Stakeholders Relationship Committee	Chairperson Chairperson Member Member Member								
	<u>Unlisted Companies</u>											
	Sr. No.	Company	Committees	Membership/Chairmanship								
	1	Roots Corporation Limited	Audit Committee Nomination & Remuneration Committee	Member Member								
	2	Piem Hotels Limited	Audit Committee CSR Committee Nomination & Remuneration Committee	Member Member Member								
	Number of shares held in the Company (directly or as a beneficial owner)	Nil										
	Number of Meetings of the Board attended during the year	Nil										