Crompton

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

Date: December 19, 2019

To, **BSE Limited ("BSE"),** Corporate Relationship Department, 2nd Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai – 400 001.	To, **National Stock Exchange of India Limited ("NSE"),** "Exchange Plaza", 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai – 400 051.
BSE Scrip Code: 539876	**NSE Symbol: CROMPTON**
ISIN: INE299U01018	**ISIN: INE299U01018**
Our Reference: 105 /2019-20	**Our Reference: 102/2019-20**

Dear Sir/Madam,

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

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 and Postal Ballot Form dated December 14, 2019 issued by the Company.

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

Thanking you,

For Crompton Greaves Consumer Electricals Limited

Pragya Kaul

Pragya Kaul
Company Secretary & Compliance Officer

Encl:A/a

Crompton

Crompton Greaves Consumer Electricals Limited

CIN: L31900MH2015PLC262254
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
Website: www.crompton.co.in E-mail: crompton.investorrelations@crompton.co.in

NOTICE OF POSTAL BALLOT / E VOTING

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), Secretarial Standard 2 ("SS 2") on General Meetings and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) that the Special Resolutions set out below are proposed to be passed by way of Postal Ballot/ electronic voting (e-voting).

The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form (the "Form" or the "Postal Ballot Form").

The Board of Directors of the Company have appointed Mrs. Ashwini Inamdar (FCS 9409) or failing her Mr. Atul Mehta (FCS 5782) of M/s. Mehta & Mehta, Practicing Company Secretaries (ICSI Unique code: P1996MH007500), as Scrutiniser for conducting the Postal Ballot including 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 the Rules and 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), the Company is pleased to extend e-voting facility as an alternative, to enable the Members to cast their votes electronically instead of through the Postal Ballot Form(s). Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutiniser not later than the close of working hours, that is, 5.00 P.M. on Sunday, January 19, 2020. Postal Ballot Forms received after this day will be treated as 'invalid'. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutiniser will submit their Report to the Company after the completion of scrutiny, and the results of voting by means of Postal Ballot (including voting through electronic means) shall be declared by the Chairman or any other person authorized by him within 48 hours from receipt of the Scrutiniser's Report, at the Registered Office of the Company and also by placing the same on the Company's website: www.crompton.co.in and on the website of KFin Technologies Private Limited ("KFintech") : https://evoting.karvy.com and the results will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS:

Item No.1: To approve Crompton Employee Stock Option Plan 2019 ("ESOP 2019")

To consider and to give assent/dissent for passing the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the circulars/guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) and modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as "Compensation Committee" to exercise it powers, including the powers conferred by this resolution) consent of the Members of the Company be and is hereby accorded to the Crompton Employee Stock Option Plan 2019 ("ESOP 2019") and to authorize the

Board to create, offer and grant from time to time, in one or more tranches, not exceeding 48,00,000 (Forty Eight Lakh) stock options under ESOP 2019 for the benefit of such person(s) who are the permanent employees or Directors of the Company, as may be permissible under the SEBI SBEB Regulations (herein referred to as "Employees") exercisable into not more than 48,00,000 (Forty Eight Lakh) shares of face value of ₹ 2/- (Rupees Two) each fully paid-up, in such manner and on such terms and conditions including the price as the Board may decide in accordance with the provisions of the applicable laws as may be prevailing at the relevant time.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to issue and allot equity shares upon exercise of the options from time to time in accordance with ESOP 2019 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division, change in capital structure and others, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the options granted earlier, the ceiling on the number of options mentioned in the resolution above, shall be deemed to be increased.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the ESOP 2019 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 2/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorized :

(i) To administer, implement and supervise the ESOP 2019;

(ii) To formulate, approve, evolve, modify, change, vary, alter, amend suspend or terminate the ESOP 2019 and determine and bring into effect such terms and conditions and procedures for grant or vesting of shares/options under ESOP 2019;

(iii) To grant, issue, re-issue, recall, surrender, cancel and withdraw stock options from time to time and to determine the terms and conditions therefore;

(iv) To take necessary steps for listing of the equity shares as allotted under ESOP 2019 on the Stock Exchanges;

(v) To delegate all or any of the powers conferred by this resolution to any Committee of Directors, Director, Officer, or Authorised Representative of the Company;

(vi) To do all such acts, deeds, things and matters as may be considered necessary or expedient and 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."

Item No. 2: To grant Stock Options to the employees of the Subsidiary Company(ies) (present and/or future) under the Crompton Employee Stock Option Plan 2019

To consider and to give assent/dissent for passing the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the circulars/guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as "Compensation Committee" to exercise it powers, including the powers conferred by this resolution) consent of the Members of the Company be and is hereby accorded to the Board to extend the benefits of the Crompton Employee Stock Option Plan 2019 ("ESOP 2019") (referred to in resolution no. 1 of this Notice) to such person(s) who are the permanent employees or Directors of Subsidiary Company(ies) (present and/or future), if any, of the Company as may be permissible under the SEBI Regulations (hereinafter referred to as 'Employees'), in such manner and on such terms and conditions including the price as the Board may decide in accordance with the SEBI Regulations or other provisions of the law as may be prevailing at the relevant time, within the overall ceiling of 48,00,000 (Forty Eight Lakh) stock options exercisable into not more than 48,00,000 (Forty Eight Lakh) equity shares of face value of ₹ 2/- (Rupees Two) each fully paid-up, as mentioned in the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to issue and allot equity shares upon exercise of the options from time to time in accordance with ESOP 2019 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division, change in capital structure and others, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the options granted earlier, the ceiling on the number of options mentioned in the resolution above, shall be deemed to be increased.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the ESOP 2019 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 2/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

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 Authorised 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."

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 : December 14, 2019
Place : Mumbai

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out all material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.

2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the Members who have registered their e-mail addresses with the Company /Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to Members whose e-mail addresses are not registered, by permitted mode along with postage pre-paid Business Reply Envelope addressed to the Scrutiniser.

3. 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 December 6, 2019. 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.

4. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on December 6, 2019 ("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.

5. Pursuant to the provisions of Section 108 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 and has engaged the services of KFin Technologies Private Limited ("KFintech") as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.

6. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.

7. A Member cannot exercise his vote by proxy on Postal Ballot.

8. The e-voting period commences on Saturday, December 21, 2019 at 09.00 A.M. (IST) and ends on Sunday, January 19, 2020 at 05.00 P.M. During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the cut-off date, that is, December 6, 2019 may cast their vote electronically. The e-voting module shall be disabled by KFintech 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.

9. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid Business Reply Envelope to the Scrutiniser Mrs. Ashwini Inamdar or Mr. Atul Mehta of M/s. Mehta & Mehta, Practicing Company Secretaries so that it reaches the Scrutiniser not later than 5.00 P.M. IST on January 19, 2020. The postage will be borne by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 P.M. IST on January 19, 2020, it will be considered that no reply from the Member has been received.

10. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is, January 19, 2020.

11. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the Members at the Company's Registered Office between 11.00 A.M. and 1.00 P.M. on all working days except Saturday and holidays from the date of dispatch of this Postal Ballot Notice and upto the date of closure of Postal Ballot.

12. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.

13. 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.

14. The Scrutiniser's decision on the validity of the Postal Ballot shall be final.

15. INSTRUCTIONS FOR VOTING

A. Voting through Physical Postal Ballot Form

1. A Member desiring to exercise vote by physical Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutiniser in the enclosed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However, in case, the Members send the physical Postal Ballot Form by courier or registered post or deliver it in person at their expense, such Postal Ballot Forms will also be accepted.

2. The Postal Ballot Form duly completed and signed by the Member(s) should be sent to the Scrutiniser so as to reach the Scrutiniser not later than 05.00 P.M. on January 19, 2020. Postal Ballot Forms received after the said date shall be treated as if the reply from the Members has not been received.

3. Members are requested to exercise their voting rights by using the enclosed Postal Ballot Form only. No other form or photocopy of the form (except duplicate form issued by the Company) shall be accepted.

4. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser along with the Postal Ballot Form.

B. Voting through electronic means

(a) In case a Member receives an e-mail from M/s. KFin Technologies Private Limited [for Members whose email addresses are registered]:

(i) Launch an internet browser and open https://evoting.karvy.com

(ii) Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. close of business hours of December 6, 2019 may cast their vote electronically.

(iii) Enter the login credentials i.e. User ID and password, provided in the email received from KFin Technologies Private Limited. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.

(iv) After entering the above details, click on – LOGIN

(v) Password change menu will appear. Change the password with a new password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. After changing the password, you need to login again with the new credentials.

(vi) On successful login, the system will prompt you to select the E-Voting Event.

(vii) Select 'EVENT' of Crompton Greaves Consumer Electricals Limited – POSTAL BALLOT and click on – Submit.

(viii) Now you are ready for e-voting as 'Ballot Form' page opens.

(ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.

(x) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.

(xii) The Portal will remain open for voting from: Saturday, December 21, 2019 at 09.00 A.M. (IST) and ends at 05.00 P.M. (IST) on Sunday, January 19, 2020.

(xiii) Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: evoting@mehta-mehta.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVENT NO."

(b) In case a Member receiving Postal Ballot Form by post, opts for voting through Electronic means:

(i) Initial password is provided at the bottom of the Postal Ballot Form.

EVEN (Electronic Voting Event Number)	**USER ID**	**PASSWORD/PIN**
	REFER - POSTAL BALLOT FORM	

(ii) Please follow all steps from Sr. No. (a)(i) to Sr. No. (a)(xiii) mentioned above, to cast vote.

(I) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in downloads section of the e-voting website of KFin Technologies Private Limited: https://evoting.karvy.com.

(II) If you have forgotten your password, you can reset your password by using "Forgot Password" option available on https://evoting.karvy.com or contact M/s. KFin Technologies Private Limited at toll free no. 1800-345-4001. In case of any other queries/grievances connected with voting by electronic means, you may also contact Mr. Ragesh Raghavan, Deputy Manager – Corporate Registry of KFin Technologies Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500032 at telephone no. +91 40 6716 1510.

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

Item No. 1 & 2:

Stock Options have long been recognized internationally as an effective instrument to align the interest of employees with those of the Company and its Shareholders, providing an opportunity to employees to share the growth of the Company, and to create long term wealth in the hands of the employees. It creates a sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall Shareholders value.

The Company with the objective of rewarding and motivating employees for their long association and in recognition of their dedicated service to the Company and also to attract and retain the best talent, has been granting stock options pursuant to the approval of its Members. However, there are no stock options available for further grants under the existing ESOP.

Since the date of the last Members approval in the year 2016, many new employees have joined the Company and in order to retain the existing employees of the Company and also to attract and retain the best talent, the Company proposes to grant stock options to its present and future permanent Employees and Directors of the Company and/or Subsidiary Company(ies) (present and/or future, if any) [to the extent and in the manner as may be permissible under the relevant provisions of the Companies Act, 2013, rules made there under and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") as amended, whether in India or abroad ('Employees'). In accordance with the terms of this resolution and the ESOP – 2019, the options would be granted in one or more tranches as may be decided by the Board, from time to time.

The Company seeks Members' approval in respect of the aforesaid scheme and grant of stock options to the eligible employees as decided in this behalf from time to time in due compliance of the Regulation 6 of the SEBI SBEB Regulations.

The following would inter alia be the broad terms and conditions of ESOP – 2019:

a) Brief description of the Plan:

The Company proposes to introduce the ESOP 2019 primarily with a view to attract, retain, incentivize and motivate the best available talent. The Plan contemplates grant of options to the eligible employees (including Directors), of the Company and/or its Subsidiary Company (ies) (present and/or future) if any, as may be permissible in due compliance of ("SEBI SBEB Regulations") and provisions of the Plan. After vesting of options, the eligible employees earn a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The ESOP 2019 shall be implemented and administrated directly by the Company by way of new issue of shares.

The Nomination and Remuneration Committee ("Committee") of the Company shall act as Compensation Committee for administration of ESOP 2019. All questions of interpretation of the ESOP 2019 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOP 2019.

b) Total number of Options to be granted:

Total stock options up to 48,00,000 convertible into 48,00,000 equity shares of the face value of ₹ 2/- each fully paid-up would be available for being granted under the ESOP 2019. Each option when exercised would be converted into one equity share of ₹ 2/- each fully paid-up. Vested options lapsed due to non-exercise and/or unvested options which get cancelled due to resignation of the Employees or otherwise, would be available for being re-granted at a future date.

c) Identification of classes of employees entitled to participate in ESOP 2019:

All the permanent employees (including a Director, whether whole-time or not but excluding Independent Directors) of the Company and Subsidiary Company(ies) (present and/or future) of the Company, working in India or outside India shall be eligible to participate in the Plan. Provided however that the following persons shall not be eligible to participate in ESOP 2019:

a. an employee who is a Promoter or belongs to the Promoter Group as defined in the SEBI Regulations; or

b. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed equity shares of the Company; or

c. Independent Directors.

d) Requirements of vesting and period of vesting:

All the options granted on any date shall vest not earlier than 1 (one) year and not later than a maximum of 5 (five) years from the date of grant of options as may be determined by the Committee. The Committee may extend, shorten or otherwise vary the vesting period from time to time, in accordance with the applicable law and in the interest of the option grantee.

The vesting dates in respect of the options granted under the Plan shall be determined by the Committee and may vary from employee to employee or any class thereof and / or in respect of the number or percentage of options granted to an employee.

Options shall vest essentially based on continuation of employment and apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

e) Maximum period within which the options shall be vested:

All the options granted on any date shall vest not later than a maximum of 5 (five) years from the date of grant of options as may be determined by the Committee.

f) Exercise price or pricing formula:

Exercise price shall be the closing market price on the day prior to the date on which the Nomination and Remuneration Committee approves the Grant.

g) Exercise period and the process of Exercise:

The Exercise period would commence from the date of vesting and will expire on completion of 5 (five) years from the date of respective vesting or such period as may be decided by the Nomination and Remuneration Committee from time to time.

The vested option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such options in such manner and in such format as may be prescribed by the Committee from time to time. The option may also lapse under certain circumstances as determined by the Nomination and Remuneration Committee even before expiry of the specified exercise period.

h) Appraisal process for determining the eligibility of employees under ESOP 2019:

The appraisal process for determining the eligibility shall be decided from time to time by the Nomination and Remuneration Committee. The broad criteria for appraisal and selection may include parameters like grade of the Employee, role/designation of the Employee, future potential of the employee and/or such other criteria that may be determined by the Nomination and Remuneration Committee at its sole discretion from time to time.

i) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of options that can be granted to any eligible employee during any one year shall be restricted to the limits as prescribed under Regulation 6(3)(d) of the SEBI SBEB Regulations, unless otherwise approved by the Members.

j) Maximum quantum of benefits to be provided per employee under the Plan:

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of exercise of options.

k) Route of Plan implementation:

The Plan shall be implemented and administered directly by the Company. In case Company wishes otherwise, it may be intimated to the Members in due course as per applicable laws.

l) Source of acquisition of shares under the Plan:

The Plan contemplates fresh/new issue of shares by the Company.

m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the present Plan.

n) Maximum percentage of secondary acquisition:

This is not relevant under the present Plan.

o) Accounting and Disclosure Policies:

The Company and its Subsidiary Company(ies), shall comply with the disclosure and accounting policies prescribed by SEBI Regulations and any other authorities concerned, from time to time. The difference between the fair value of the options on the date of grant and the exercise price will be borne by the Company as an expense and amortized over the vesting period.

p) Method of option valuation:

The Company shall adopt fair valuation model as prescribed under IND-AS. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws.

In terms of Section 62 of the Companies Act, 2013 and Regulation 6 of ("SEBI SBEB Regulations") the approval of the Members is sought by way of Special Resolution for the approval of the ESOP 2019.

Further pursuant to the provisions of the SEBI SBEB Regulations, a separate resolution is required to be passed if grant of options is extended to the Employees of the Subsidiaries. Accordingly, a separate resolution under item no. 2 is proposed, to extend the benefits of ESOP 2019 to the Employees of Subsidiary Company(ies) as may be decided by the Board from time to time under applicable laws.

A copy of the plan & other related documents are available for inspection at the Company's Registered Office between 11.00 A.M. and 1.00 P.M. on all working days of the Company, except holiday, up to the date of the closure of the Postal Ballot.

The Board recommends the resolutions set out at Item No. 1 and 2 of this Notice to the Members for their consideration and approval by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in any way concerned or interested in the resolutions except to the extent of equity shares held by them in the Company or the Stock Options to be granted under the Plan.

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 : December 14, 2019
Place : Mumbai

Crompton

Crompton Greaves Consumer Electricals Limited

CIN: L31900MH2015PLC262254
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
Website: www.crompton.co.in E-mail: crompton.investorrelations@crompton.co.in

POSTAL BALLOT FORM

(Please read carefully the instructions as stated in the accompanying notice before exercising your vote)

Serial No.:

1. Name and Registered Address of the Sole/ First named Shareholder :

2. Name(s) of Joint Shareholder(s) (if any) :

3. Registered Folio No./ DP ID No. and Client ID No. :

4. Number of Equity Shares held :

I/We hereby exercise my/our vote(s) in respect of the following special resolution(s) to be passed through Postal Ballot/e-voting for the businesses as stated in the Postal Ballot Notice of the Company dated December 14, 2019 by conveying my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Resolution	No. of Equity Shares held	I/We assent (agree) to the Resolution (Vote in favour)	I/We dissent (disagree) to the Resolution (Vote against)
1.	**Special Resolution:** To approve Crompton Employee Stock Option Plan 2019 ("ESOP 2019")			
2.	**Special Resolution:** To grant Stock Options to the employees of the Subsidiary Company(ies) (present and/or future) under the Crompton Employee Stock Option Plan 2019			

Place :

Date :

_____
(Signature of Member or Authorised Signatory)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event No.)	USER ID	PASSWORD

Facility to exercise vote(s) by means of Postal Ballot, including e-voting, will be available during the following period:

Commencement of Voting	End of Voting
Saturday, December 21, 2019 at 9.00 A.M. (IST)	Sunday, January 19, 2020 at 5.00 P.M. (IST)

Note(s):

(i) Please read the instructions printed overleaf carefully before filing this form and for e-voting, please refer the e-voting instructions in the Postal Ballot Notice sent herewith.

(ii) Last date for receipt of Postal Ballot Form by the Scrutiniser is Sunday, January 19, 2020 upto 5.00 p.m.

INSTRUCTIONS FOR VOTING

1) A Member desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form and send it duly and properly sealed to the Scrutiniser in the self-addressed reply envelope sent herewith. However, envelopes containing Postal Ballot form, if sent by courier at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.

2) This Form should be completed and signed by the Member [as per the specimen signature registered with the Company/Depository Participant(s)]. In case of Joint holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member.

3) Duly completed Postal Ballot form should reach the Scrutiniser not later than 5.00 p.m. IST on Sunday, January 19, 2020. All Postal Ballot forms received after this date will be strictly treated as if reply from such Member(s) has not been received.

4) There will be only one Postal Ballot Form for every Folio No. /DP ID No. /Client ID No. irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.

5) In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution/authority letter and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite instructions to the person voting on the Postal Ballot Form.

6) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid reply envelope, as all such envelopes will be sent to the Scrutiniser and any extraneous paper found in such envelope would be destroyed by the Scrutiniser.

7) A Member may request for a duplicate Postal Ballot form, if so required or can download the Postal Ballot Form from the Company's website (www.crompton.co.in) and the same duly completed should reach the Scrutiniser not later than the last date for voting mentioned above. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.

8) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutiniser's decision on the validity of a Postal Ballot Form will be final and binding.

9) Additionally, please note that the Postal Ballot Form shall be considered invalid if:

   a) A form other than the one issued by the Company has been used;

   b) It is not possible to determine without any doubt the assent or dissent of the Member;

   c) Neither assent or dissent is mentioned;

   d) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;

   e) It is defaced or mutilated in such away that its identity as genuine form cannot be established;

   f) The Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

10) Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member(s) on December 6, 2019 (cut-off date).

11) Voting by Postal Ballot or through e-voting may be exercised by the Members or its duly constituted attorney. Exercise of vote by Postal Ballot through Proxy is not permitted.

12) The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of returning duly filled-up Postal Ballot Form. E-voting is optional. The detailed procedure for e-voting is enumerated in the Notice of the Postal Ballot dated December 14, 2019.

13) A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.