Crompton

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

Date: September 23, 2016

Our Reference: 65/2016-17

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.
NSE Symbol: CROMPTON
ISIN: INE299U01018

Dear Sir/Madam,

Sub: **Dispatch of Postal Ballot Notice.**

We wish to inform you that pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, the Company has completed the physical and electronic dispatch of the Postal Ballot Notice dated 19 September, 2016 along with Postal Ballot Form to all the members whose names appear in the Register of members/list of Beneficial owner as on Friday, 16 September, 2016 i.e the cut-off date. The Postal Ballot Notice, Postal Ballot form has been uploaded on the website of the Company.

Pursuant to regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the following:

1. Postal Ballot Notice & Postal Ballot Form.
2. Copy of Newspaper advertisements for completion of dispatch of Postal Ballot as published in Financial Express and Navshakti today i.e on 23 Sept, 2016.

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

Thanking you,
For and behalf of Crompton Greaves Consumer Electricals Limited

Pragya Sahal Kaul
Company Secretary and Compliance Officer

Enclosed: A/a

Crompton Greaves Consumer Electricals Limited
CIN: U31900MH2015PLC262254
Regd. Office: 6th Floor, CG House, Dr. Annie Besant Road, Worli, Mumbai – 400 030
Phone: +91 22 24237777 Fax: +91 22 24237788.
Corporate Office: Equinox Business Park, Tower 3, East Wing, 1st Floor,
LBS Marg, Kurla (West), Mumbai 400 070
Phone: +91 -022- 61678499 Fax: +91 -022- 61678383
Website: www.crompton.co.in Email Id: crompton.investorrelations@crompton.co.in

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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 (including any statutory modifications or re-enactment(s) thereof for the time being in force) ("the Rules"), that the following resolutions are proposed to be passed with requisite majority by way of postal ballot/e-voting.

- **Item No. 1 Approval of Crompton Employee Stock Option Plan 2016 ("ESOP 2016")**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Members be and is hereby accorded to the introduction and implementation of Crompton Employee Stock Option Plan 2016 ("ESOP 2016") authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) to create, and grant from time to time, in one or more tranches, not exceeding 40,00,000 (Forty Lakh) Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company, including any Director, whether whole time or otherwise, (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided under ESOP 2016, exercisable into not more than 40,00,000 (Forty Lakh) equity shares of face value of Rs. 2/- (Rupees Two) each fully paid-up, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2016.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu 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 and sale of divisions and others, if any additional equity shares are issued by the Company to the option grantees 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 to the extent of such additional equity shares issued.

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 2016 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 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 to take requisite steps for listing of the Equity Shares allotted under ESOP 2016 on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues,

questions, difficulties or doubts that may arise in this regard 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 ESOP 2016 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2016 as also to make applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution.**"**

- **<u>Item No. 2</u> Approval of Crompton Performance Share Plan – 1 2016 ("PSP - 1 2016")**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), and subject further to such other approvals, permissions and sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions the approval of the Members be and is hereby accorded to the introduction and implementation of Crompton Performance Share Plan 2016, ("PSP -1 2016") authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) to create, and grant from time to time, in one or more tranches, not exceeding 109,68,057 (One Crore Nine Lakh Sixty Eight Thousand and Fifty Seven) Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company, including any Director, whether whole time or otherwise, (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided under PSP -1 2016, exercisable into not more than 109,68,057 (One Crore Nine Lakh Sixty Eight Thousand and Fifty Seven) equity shares of face value of Rs. 2/- (Rupees Two) each fully paid-up, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of PSP -1 2016.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu 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 and sale of divisions and others, if any additional equity shares are issued by the Company to the option grantees 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 to the extent of such additional equity shares issued.

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 PSP -1 2016 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 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 to take requisite steps for listing of the Equity Shares allotted under PSP -1 2016 on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the PSP - 1 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the PSP -1 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard 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 PSP -1 2016 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of PSP -1 2016 as also to make applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution.**"**

- **<u>Item No. 3</u> Approval of Crompton Performance Share Plan - 2 2016 ("PSP – 2 2016")**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions the approval of the Members be and is hereby accorded to the introduction and implementation of Crompton Performance Share Plan - 2 2016 ("PSP - 2 2016") authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) to create, and grant from time to time, in one or more tranches, not exceeding 31,33,731 (Thirty One Lakh Thirty Three Thousand Seven Hundred and Thirty One) Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company, including any Director, whether whole time or otherwise, (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided under PSP - 2 2016, exercisable into not more than 31,33,731 (Thirty One Lakh Thirty Three Thousand Seven Hundred and Thirty One) equity shares of face value of Rs. 2/- (Rupees Two) each fully paid-up, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of PSP - 2 2016.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu 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 and sale of divisions and others, if any additional equity shares are issued by the Company to the option grantees 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 to the extent of such additional equity shares issued.

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 PSP -2 2016 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 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 to take requisite steps for listing of the Equity Shares allotted under PSP -2 2016 on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the PSP - 2 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the PSP -2 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard 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 PSP -2 2016 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of PSP -2 2016 as also to make

applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution."

- **Item No. 4 Approval of proposed grant of equal to or exceeding 1% of issued capital to specified employee**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions the approval of the Members be and is hereby accorded authorising the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) to offer and grant from time to time such number of Options in one or more tranches under Crompton Employee Stock Option Plan 2016 ("ESOP 2016"), Crompton Performance Share Plan -1 2016 ("PSP -1 2016") and Crompton Performance Share Plan -2 2016 ("PSP -2 2016") exercisable into equal number of Equity Shares of face value of Rs. 2/- each fully paid up as per terms of ESOP 2016, PSP -1 2016 and PSP -2 2016, which may exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Option to the following permanent employee of the Company.

Name	Designation
Mr. Shantanu Khosla	Managing Director

RESOLVED FURTHER THAT the any of Directors or Key Managerial Personnel of the Company, be and is hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making timely intimation/fillings to stock exchange(s), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution."

- **Item No. 5 Reclassification of the Status of Promoters Shareholding into Public Shareholding**

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

"RESOLVED THAT pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the approval of the Members, be and is hereby accorded for the reclassification of the status of shareholding of Avantha Holdings Limited, Avantha Realty Limited and Varun Prakashan Private Limited (collectively referred to as "Promoters and Promoters group"), holding 8574 equity shares aggregating to 0.001% of the paid up capital of the Company, from the "Promoter and Promoter Group" shareholding of the Company to the "Public" shareholding of the Company.

RESOLVED FURTHER THAT the any of Directors or Key Managerial Personnel of the Company, be and is hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making timely intimation/fillings to stock exchange(s), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution."

By order of the Board
For Crompton Greaves Consumer Electricals Limited

Registered Office: 6th Floor, CG House,
Dr. Annie Besant Road, Worli, Mumbai 400 030.

Pragya Sahal Kaul
Company Secretary
Membership No. A17167

Date : September 19, 2016
Place : Mumbai.

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts is appended hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statement of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on Friday, September 16, 2016.

   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.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP") unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form ("Ballot Form") through permitted mode.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e. www.crompton.co.in and on the website of M/s. Karvy Computershare Private Limited ("Karvy"), i.e. https://evoting.karvy.com.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has appointed Karvy Computershare Private Limited for facilitating e-voting to enable the Members to cast their votes electronically.
6. In case a Member is desirous of obtaining Ballot Form in printed form, the Member may download the same from https:// evoting.karvy.com or www.crompton.co.in.
7. Ms. Dipti A. Mehta, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries has been appointed as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.
8. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit his/her report to the Chairman or in his absence, any Director, duly authorized for the purpose. The results of the Postal Ballot will be declared on Monday, October 24, 2016 at 4:00 P.M hours (IST) at Equinox Business Park, Tower 3, East Wing, 1st Floor, LBS Marg, Kurla (West), Mumbai – 400 070. The said results along with the Scrutinizer's Report will be displayed on the website of the Company, i.e., www.crompton.co.in and on https:// evoting.karvy.com.
9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
10. The resolutions, if passed by requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made there under, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms or e-voting.
11. The e-voting period commences on Friday, September 23, 2016 at 10:00 hours and ends on Saturday, October 22, 2016 at 17:00 hours (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be blocked forthwith at the end of the aforesaid mentioned time limit for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
    (Note: e-Voting shall not be allowed beyond the said time period).
12. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Friday, September 16, 2016 as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e. NSDL and CDSL.
13. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of https://evoting.karvy.com.

14. Last date for receipt of Postal Ballot Forms by Scrutinizer is Saturday, October 22, 2016 before the close of the working hours i.e., 17:00 hours.
15. All timings mentioned herein are as per IST.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1, 2 and 3

Approval of Stock Option Plan :

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. They help Companies to attract, retain and motivate the best available talent. Stock options have gone a long way in providing an opportunity to participate in the growth of the Company and creating long term wealth in their hands.

Your Company believes that equity based compensation plans are an effective tool to reward the employees of the Company for their contribution to the growth of the Company.

With this objective in mind, the Company proposes to formulate and implement the following schemes for the employees including Directors of the Company

1. Crompton Employee Stock Option Plan 2016, ("ESOP 2016")
2. Crompton Performance Share Plan - 1 2016, ("PSP – 1 2016")
3. Crompton Performance Share Plan - 2 2016, ("PSP – 2 2016")

The Company seeks members' approval in respect of the aforesaid schemes and grant of Stock Options to the eligible employees of the Company as decided in this behalf from time to time in due compliance of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations").

The main features of ESOP 2016, PSP-1 2016 and PSP- 2 2016 are as under:

I. ESOP 2016:

a) Brief description of the Plan:

The Company proposes to introduce the ESOP 2016 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), as may be determined 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 Nomination and Remuneration Committee ("Committee") of the Company shall act as Compensation Committee for administration of ESOP 2016. All questions of interpretation of the ESOP 2016 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOP 2016.

b) Total number of Options to be granted*:*

The total number of options to be granted under ESOP 2016 shall not exceed 40,00,000 (Forty Lakh) options. Each option when exercised would be converted into one Equity Share of Rs. 2/- (Rupees Two) each fully paid-up.

The SEBI Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under ESOP 2016 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of options shall be deemed to be increased to the extent of such additional options issued.

c) Identification of classes of employees entitled to participate in ESOP 2016

All the permanent employees (including a Director, whether whole-time or not but excluding independent directors) 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 2016:

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.

In case any grant of options would be contemplated to the employees of any Subsidiary Company and that of the Holding Company, if any, in future, separate approval of the Shareholders shall be obtained as per provisions of SEBI SBEB Regulations, prior to such grant.

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 other shorter period as may be decided by the 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 Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under ESOP 2016:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship and corporate governance etc.

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

The number of options that may be granted to any specific employee of the Company under the ESOP 2016 is less than 1% of issued capital of the Company but in aggregate including other share based benefit plans of the company may exceed 1% of issued capital of the Company which has been disclosed in ITEM NO - 4 in explanatory statement."

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 shall follow the Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein.

p) Method of option valuation:

The Company will adopt the intrinsic value method for valuation of options. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws.

q) Declaration:

In case the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value and the impact of this difference on profits and on earnings per share (EPS) of the Company shall also be disclosed in the Board's Report.

II. PSP -1 2016 :

a) Brief description of the Plan:

The Company proposes to introduce the PSP -1 2016 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), as may be determined 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 Nomination and Remuneration Committee ("Committee") of the Company shall act as Compensation Committee for administration of PSP -1 2016. All questions of interpretation of the PSP -1 2016 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in PSP -1 2016.

b) Total number of Options to be granted:

The total number of options to be granted under PSP -1 2016 shall not exceed 109,68,057 (One crore Nine lakh Sixty Eight Thousand and Fifty Seven) options. Each option when exercised would be converted into one Equity Share of Rs. 2/- (Rupees Two) each fully paid-up.

The SEBI Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under PSP -1 2016 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of options shall be deemed to be increased to the extent of such additional options issued.

c) Identification of classes of employees entitled to participate in PSP -1 2016;

All the permanent employees (including a Director, whether whole-time or not but excluding independent directors) 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 PSP -1 2016:

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.

In case any grant of options would be contemplated to the employees of any Subsidiary Company and that of the Holding Company, if any, in future, separate approval of the Shareholders shall be obtained as per provisions of SEBI SBEB Regulations, prior to such grant.

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 10 (ten) 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 an 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 10 (ten) years from the date of grant of options as may be determined by the Committee.

f) Exercise price or pricing formula:

Exercise Price per Option shall be Rs. 92.83.

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 other shorter period as may be decided by the 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 Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under PSP -1 2016:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship and corporate governance etc.

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

The number of options that may be granted to any specific employee of the Company under the PSP -1 2016 is less than 1% of issued capital of the Company but in aggregate including other share based benefit plans of the company may exceed 1% of issued capital of the Company which has been disclosed in ITEM NO - 4 in explanatory statement.

j) Maximum quantum of benefits to be provided per employee under the PSP -1 2016:

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 shall follow the Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein.

p) Method of option valuation:

The Company will adopt the intrinsic value method for valuation of options. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws.

q) Declaration:

Incase the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value and the impact of this difference on profits and on earnings per share (EPS) of the Company shall also be disclosed in the Board's Report

III. PSP - 2 2016 :

a) Brief description of the Plan:

The Company proposes to introduce the PSP -2 2016 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), as may be determined 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 Nomination and Remuneration Committee ("Committee") of the Company shall act as Compensation Committee for administration of PSP - 2 2016. All questions of interpretation of the PSP - 2 2016 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in PSP - 2 2016.

b) Total number of Options to be granted:

The total number of options to be granted under PSP – 2 2016 shall not exceed 31,33,731 (Thirty One Lakh Thirty Three Thousand Seven Hundred and Thirty One) options. Each option when exercised would be converted into one Equity Share of Rs. 2/- (Rupees Two) each fully paid-up.

The SEBI Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under PSP - 2 2016 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 31,33,731 (Thirty One Lakh Thirty Three Thousand Seven Hundred and Thirty One) options shall be deemed to be increased to the extent of such additional options issued.

c) Identification of classes of employees entitled to participate in PSP - 2 2016

All the permanent employees (including a Director, whether whole-time or not but excluding independent directors) 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 PSP - 2 2016:

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 10 (ten) 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 10 (ten) years from the date of grant of options as may be determined by the Committee.

f) Exercise price or pricing formula:

Exercise price per option shall be Rs. 185.66.

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 other shorter period as may be decided by the 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 Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under PSP - 2 2016:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

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

The number of options that may be granted to any specific employee of the Company under the PSP -2 2016 is less than 1% of issued capital of the Company but in aggregate including other share based benefit plans of the company may exceed 1% of issued capital of the Company which has been disclosed in ITEM NO - 4 in explanatory statement.

j) Maximum quantum of benefits to be provided per employee under the PSP - 2 2016:

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 shall follow the Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein.

p) Method of option valuation:

The Company will adopt the intrinsic value method for valuation of options. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws.

q) Declaration:

Incase the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value and the impact of this difference on profits and on earnings per share (EPS) of the Company shall also be disclosed in the Board's Report.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the Plan.

The Board recommends passing of the resolutions as set out under item no. 1, 2 and 3 for approval of the Members as Special Resolution(s) through postal ballot.

Draft copies of ESOP 2016, PSP -1 2016 and PSP -2 2016 are available for inspection at the company's Registered Office from 10.00 A.M. to 1.00 P.M. on all working days (excluding Saturdays, Sundays and Holidays) till the last date of the postal Ballot i.e. Saturday, October 22, 2016.

ITEM No. 4 Approval of grant of Options equal to or exceeding 1% of the Issued Capital to the specified employees:

The Company consistently believes in the philosophy of creating entrepreneurial teams to operate its businesses and create superior shareholder return. It would be implemented keeping in view the incentivization requirements of the key employees through equity based compensation.

It is imperative that the current team led by following personnel have substantial interest in the business and for that reason grant of so much of the Employee Stock Options have been proposed to retain and incentivize driving performance leading to improved corporate growth and profitability:

Sr. No	Name of the Employee	Designation	% of options to be granted
1.	Mr. Shantanu Khosla	Managing Director	More than 1% of the issued capital

In the background above, approval of the members is being sought for the issue of so much of the Employee Stock Options to the aforesaid personnel, in one or more tranches, exercisable into Equity Shares of the Company being equal to or exceeding 1% of the Issued Capital of the Company.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution except to the extent and manner setout in the resolution.

The Board recommends the passing of the resolutions as set out under item no. 4 for approval of the Members as Special Resolution(s) through postal ballot.

ITEM No. 5 Reclassification of the Status of Promoters Shareholding into Public Shareholding:

Avantha Holdings Limited, Varun Prakashan Private Limited and Avantha Realty Limited (collectively referred to as "Promoters and Promoter Group") were part of the Promoter and Promoter Group of the Company.

As on August 26, 2016, Avantha Holdings Limited had transferred its entire shareholding of 215,442,496 shares, aggregating to 34.37% of the paid up share capital of the Company to Amalfiaco Limited (special purpose vehicle managed by Advent International Corporation, USA) and MacRitchie Investments Pte Ltd (a wholly owned subsidiary of Temasek Holdings (Private) Limited).

The current shareholding of Avantha Realty Limited and Varun Prakashan Private Limited is only 8,574 equity shares aggregating to 0.001% of the paid up capital of the Company. Further the Promoters and Promoter Group do not fall in the definition of 'Promoter' and 'Promoter Group' in terms of Regulations 2(1) (za) and 2(1) (zb) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, respectively, and also do not have a right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of its shareholding.

Vide its letter dated August 26, 2016, the Promoter and Promoter Group has requested the Company for:

(i) declassification of Avantha Holdings Limited, Varun Prakashan Private Limited and Avantha Realty Limited as the promoter and Promoter Group; and

(ii) reclassification of its shareholding of Varun Prakashan Private Limited and Avantha Realty Limited as Public Shareholding.

In accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the Shareholders of the Company, for the said reclassification.

None of the Directors, Key Managerial Person, or their relatives is concerned or interested in this resolution except to the extent and manner set out in the resolution.

The Board recommend the passing of the resolutions as set out under item no. 5 for approval of the Members as Ordinary Resolution through postal ballot.

By order of the Board
For Crompton Greaves Consumer Electricals Limited

Registered Office: 6th Floor, CG House,
Dr. Annie Besant Road, Worli, Mumbai 400 030.

Pragya Sahal Kaul
Company Secretary
Membership No. A17167

Date: September 19, 2016
Place: Mumbai

Crompton Greaves Consumer Electricals Limited
CIN: U31900MH2015PLC262254
Regd. Office: 6th Floor, CG House, Dr. Annie Besant Road, Worli, Mumbai – 400 030
Tel No. - +91 22 24237777 Fax - +91 22 24237788
Corporate Office: Equinox Business Park, Tower 3, East Wing, 1st Floor, LBS Marg, Kurla (West), Mumbai 400 070
Tel No - +91-22-61678499 Fax - +91-22-61678383
Website: www.crompton.co.in Email Id: 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) :

3. Registered Folio No. / DP Id No./Client Id No.* :
(*applicable to shareholders holding shares in dematerialized form)

4. Number of equity shares held :

I / We hereby exercise my/our vote in respect of the under mentioned resolution(s) to be passed through Postal Ballot for the businesses as stated in the Postal Ballot Notice of the Company dated September 19, 2016 by conveying my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark in the appropriate box below:

Item 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**: Approval of Crompton Employee Stock Option Plan 2016			
2.	**Special Resolution**: Approval of Crompton Performance Share Plan – 1 2016			
3.	**Special Resolution**: Approval of Crompton Performance Share Plan - 2 2016			
4.	**Special Resolution**: Approval of proposed grant of options equal to or exceeding 1% of issued capital to specified employee			
5.	**Ordinary Resolution**: Reclassification of the Status of Promoters Shareholding into Public Shareholding			

Place :
Date :

(Signature of Equity Shareholder)

Note: Last Date for Receipt of Postal Ballot Form by the Scrutinizer: Close of working hours at 17:00 hours on Saturday, October 22, 2016. In case of authorized representative of a body corporate, certified true copy of the resolution viz., Board resolution/Power of Attorney should be sent along with Postal Ballot Form.

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Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	**USER ID**	**PASSWORD/PIN**

Note: Please read carefully before exercising your vote.

NOTE/INSTRUCTIONS:

1. GENERAL INFORMATION

i. The Postal Ballot/e-voting Notice is being sent to all the members, whose names appear in the register of Members/beneficiary position maintained by the depositories as on Friday, September 16, 2016 and voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the member(s)/Beneficial Owner(s) as on the same date.

ii. There will be one Postal Ballot Form/e-voting for every folio/client id irrespective of the number of joint holders. In case of joint holding the Postal Ballot Form should be completed and signed by the first named shareholder and in his absence by the next named shareholder.

iii. Voting rights in the Postal Ballot Form/e-voting cannot be exercised by a proxy. However, Corporate and Institutional Shareholder shall be entitled to vote through their authorized representatives with proof of their authorization.

iv. Ms. Dipti A. Mehta, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries has been appointed as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.

v. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any of the Companies (Management and Administration) Rules, 2014 and Listing Agreement, the Company is pleased to provide e-voting facility to all the members of the Company. The Company has entered into an agreement with Karvy Computershare Pvt. Ltd (Karvy) for facilitating e-voting to enable the members to cast their votes electronically.

vi. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.

vii. The scrutinizer's decision on the validity of a postal ballot/e-voting will be final.

viii. Members who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by email and others are being sent through the permitted mode along with the Postal Ballot Form and postage pre-paid self addresses envelope. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot form may download the Postal Ballot form from the link http://evoting.karvy.com or from the 'Investors' section on the Company's website www.crompton.co.in

ix. Resolutions passed by the members through Postal Ballot are deemed to have passed as if the same have been passed at a General Meeting of the Members.

x. Upon completion of the Scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or any other Director authorized in this regard. The result of the Postal Ballot will be announced by the Chairman or any other Director authorized in this regard at the Registered Office of the Company.

xi. The said results along with the Scrutinizers Report will be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Companies shares are listed and also will be hosted on website of the company at www.crompton.co.in and on http://evoting.karvy.com.

xii. All the documents referred to in accompanying notice and explanatory statement shall be open for inspection at the Company's Registered Office without any fee on all working days (i.e.Monday to Friday) between 11:00 a.m. and 1:00 p.m. from the date of dispatch of notice up to the date of declaration of results of Postal Ballot/e-voting.

2. VOTING THROUGH PHYSICAL BALLOT FORM:

i. Please complete and sign the Ballot Form (any other form or photocopy thereof will be treated as invalid) and send it so as to reach the Scrutinizer, C/o. Karvy Computershare Pvt. Ltd., Unit: Crompton Greaves Consumer Electricals Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Serilingampally, Hyderabad -500032 not later than Saturday, October 22, 2016 (before the close of the working hours i.e.17:00 hours). Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.

ii. Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his/her own expense, such Ballot Form will also be accepted.

iii. The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of POA registered with the company or enclose an attested copy of POA.

iv. In case the shares are held by companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.

v. Votes should be cast either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form.

vi. A Shareholder need not use all the votes or cast all the votes in the same way.

vii. A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to crompton.investorrelations@crompton.co.in mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 2 (i) above.

3. VOTING THROUGH ELECTRONIC MEANS:

(A) In case of Members receiving the Postal Ballot Form by E-mail:

i. Launch Internet browser by typing the URL: https://evoting.karvy.com

ii. Enter the login credentials (i.e. user ID and password mentioned in your email/Postal Ballot Form). Your Folio No./DP ID client ID will be your user ID. However, if you are already registered with Karvy Computershare Pvt. Ltd. (Karvy) for e-voting, use your existing User ID and Password for casting your vote.

User – ID	**For Members holding shares in Demat Form:**- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID **For Members holding shares in Physical Form:**- • Event no. followed by Folio Number registered with the company
Password	Your Unique Password is printed on the Postal Ballot Form/provided in the email forwarding the electronic notice.

iii. After entering these details appropriately Click on 'LOGIN'

iv. You will now reach Password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v. You need to login again with the new credentials

vi. On successful login, the system will prompt you to select the "EVENT' i.e. Crompton Greaves Consumer Electricals Limited. Once you enter the number, the Cast Vote page will open. Now you are ready for e-voting. Members can cast their vote online from Friday, September 23, 2016, ar 10:00 a.m and shall end on Saturday, October 22, 2016, at 5:00 p.m.

Note: e-voting shall not be allowed beyond the said time

vii. On the voting page, enter the number of shares as on the cut-off date (which represents the number of votes) under "FOR/AGAINST" or alternatively, you may partially enter any number in 'FOR" and partially in "AGAINST" but the total number in 'FOR/AGAINST' taken together should not exceed the total shareholding. If the shareholder does not indicate either "FOR" or 'AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on all the resolutions.

ix. Institutional shareholders (i.e., members other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature(s) of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer's e-mail id: https://evoting.karvy.com with a copy marked to evoting@mehta-mehta.com

x. **(B) In case a Member receives electronically Postal Ballot Form by Post and wants to vote electronically:**

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

(ii) Please follow all steps from SI. No. (i) to SI. No. (ix) as mentioned in (A) above, to cast e-vote.

Crompton

Crompton Greaves Consumer Electricals Limited

CIN: U31900MH2015PLC262254, **Registered Office**: CG House, 6th Floor, Dr. Annie Besant Road, Worli, Mumbai - 400030, India. Tel: +91-22-2423 7764; Fax: +91-22-2423 7733
Corporate Office: Tower 3, 1st Floor, East Wing, Equinox Business Park, L.B.S. Marg, Kurla (West), Mumbai - 400 070, India. Tel: +91-22-6167 8499; Fax: +91-22-61678383,
E-mail: crompton.investorrelations@crompton.co.in | Website: www.crompton.co.in

POSTAL BALLOT NOTICE TO MEMBERS

Members of Crompton Greaves Consumer Electricals Limited (the "Company") ("CGCEL") are hereby informed that pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management And Administration) Rules, 2014, and other applicable laws & regulations, the Company has completed dispatch of Postal Ballot Notice along with the Postal Ballot Form on Thursday, September 22, 2016 to all the members whose names appear in the Register of Members as on Friday, September 16, 2016 (cut-off date/ record date) - [a] through electronic mail to the members whose registered email IDs are registered in the records with the Depositories as on cut-off date/ record date; [b] through permitted physical mode along with a self-addressed postage prepaid business reply envelope (whose email Ids are not registered), for seeking approval of shareholders of the Company by postal ballot including voting by electronic means, for the under mentioned resolutions:

1. Approval of Crompton Employee Stock Option Plan 2016.
2. Approval of Crompton Performance Share Plan – 1 2016.
3. Approval of Crompton Performance Share Plan - 2 2016.
4. Approval of proposed grant of options equal to or exceeding 1% of issued capital to specified employee.
5. Reclassification of the Status of Promoters Shareholding into Public Shareholding.

The Company has engaged the services of "Karvy Computershare Private Limited" ("Karvy") for the purpose of providing e-voting facility to all its members.

Details of Postal Ballot schedule:

Sr. No.	Particulars	Schedule
1.	Date & Time of commencement of voting	Friday, September 23, 2016 at 10:00 a.m.
2.	Date & Time of end of voting	Saturday, October 22, 2016 at 05:00 p.m.
3.	Notice of Postal Ballot are available on the Company's website	www.crompton.co.in
4.	Contact detail of the person responsible to address grievances relating to voting by postal ballot or by electronic means	Name: Mr. Rajendra Prasad V Designation: Manager- Corporate Registry Add: Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot No 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032 P : +91 040 67162222 Email ID: crompton.investorrelations@crompton.co.in or rajendra.v@karvy.com

The Board of Directors of the Company has appointed M/s. Mehta & Mehta, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner. Members are requested to note that duly completed and signed postal ballot form should reach the Scrutinizer, C/o. Karvy Computershare Pvt. Ltd., Unit: CGCEL, Karvy Selenium Tower B, Plot No. 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, not later than 5:00 P.M. on Saturday, October 22, 2016 (closure date) and any postal ballot received after the closure date will be considered as invalid. E-voting module shall be disabled by Karvy for voting after closure date.

A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to crompton.investorrelations@crompton.co.in mentioning their Folio / DP ID and Client ID No.

By order of the Board
For Crompton Greaves Consumer Electricals Limited
Sd/-
Pragya Sahai Kaul
Membership No. 17167
Company Secretary and Compliance officer

Postal Ballot Notice to Members

Financial Express
Date - 23 Sept. 2016

Crompton

क्रॉम्प्टन ग्रीव्हज कन्झ्युमर इलेक्ट्रिकल्स लिमिटेड

सीआयएन: यु३१९००एमएच२०१५पीएलसी२६२२५४, **नोंदणीकृत कार्यालय:** सीजी हाऊस, ६ वा मजला, डॉ. ॲनी बेझंट रोड, वरळी, मुंबई- ४०००३०, भारत. फोन क्र. +९१-२२-२४२३ ७७६४; फॅक्स: +९१-२२-२४२३ ७७३३.
कॉर्पोरेट कार्यालय: टॉवर ३, १ ला मजला, ईस्ट विंग, इक्विनॉक्स बिझनेस पार्क, एल.बी.एस. मार्ग, कुर्ला (पश्चिम), मुंबई, भारत. फोन: +९१-२२-६१६७ ८४९९; फॅक्स: +९१-२२-६१६७ ८३८३.
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सभासदांना पोस्टल बॅलट सूचना

क्रॉम्प्टन ग्रीव्हज कन्झ्युमर इलेक्ट्रिकल्स लिमिटेड (''कंपनी'') (''सीजीसीईएल'') च्या सभासदांना याद्वारे कळविण्यात येते की, कंपनी अधिनियम, २०१३ च्या कलम ११० सहवाचता कंपनीज् (मॅनेजमेंट अॅण्ड ॲडमिनिस्ट्रेशन) रुल्स, २०१४ च्या नियम २२ आणि इतर प्रयोज्य अधिनियम आणि नियमावली अनुसार कंपनीने खालील नमूद ठरावांकरिता इलेक्ट्रॉनिक माध्यमाने मतदानासह पोस्टल बॅलटद्वारे कंपनीच्या भागधारकांची मंजुरी मिळविण्यासाठी शुक्रवार, १६ सप्टेंबर, २०१६ (कट ऑफ तारीख/ अभिलेख तारीख) रोजीस सभासद रजिस्टरमध्ये नावे असलेल्या सर्व सभासदांना गुरुवार, २२ सप्टेंबर, २०१६ रोजी पोस्टल बॅलट प्रपत्रासह **पोस्टल बॅलट सूचना पाठविण्याचे काम पूर्ण केले आहे-** (ए) कट ऑफ तारीख/ अभिलेख तारखेरोजीस डिपॉझिटीजच्या नोंदीमध्ये ईमेल आयडी नोंदविलेल्या सभासदांना इलेक्ट्रॉनिक मेलमार्फत; (बी) स्वत:चा पत्ता असलेल्या पोस्टेज प्रिपेड व्यवसाय उत्तर लिफाफ्यासह परवानगी असलेल्या पध्दतीने (ज्यांचे ईमेल आयडी नोंदविलेले नाहीत).

१. क्रॉम्प्टन एम्प्लॉयी स्टॉक ऑप्शन प्लान २०१६ ची मंजुरी.
२. क्रॉम्प्टन परफॉर्मन्स शेअर प्लान-१ २०१६ ची मंजुरी.
३. क्रॉम्प्टन परफॉर्मन्स शेअर प्लान-२ २०१६ ची मंजुरी.
४. विनिर्दिष्ट कर्मचाऱ्यांसाठी जारी केलेल्या भांडवलाच्या १% पेक्षा जास्त किंवा समान पर्यायाच्या प्रस्तावित मान्यतेला मंजुरी.
५. सार्वजनिक भागधारणेमध्ये प्रवर्तक भागधारणेच्या दर्जाचे पुनर्वर्गीकरण.

कंपनी तिच्या सर्व सभासदांना दूरस्थ ई-मतदान सुविधा पुरविण्यासाठी ''कार्वी कॉम्प्युटरशेअर प्रायव्हेट लिमिटेड'' (''कार्वी'') च्या सेवेसह जोडली गेली आहे. पोस्टल बॅलट नियोजनाचा तपशील:

अ. क्र.	तपशील	नियोजन
१.	मतदान सुरु होण्याची तारीख आणि वेळ	शुक्रवार, २३ सप्टेंबर, २०१६ रोजी स. १०.०० वा.
२.	मतदान समाप्तीची तारीख आणि वेळ	शनिवार, २२ ऑक्टोबर, २०१६ रोजी सायं. ०५.०० वा.
३.	पोस्टल बॅलटची सूचना कंपनीची वेबसाईटवर उपलब्ध आहे.	www.crompton.co.in
४.	इलेक्ट्रॉनिक माध्यमाद्वारे किंवा पोस्टल बॅलटद्वारे मतदानाशी संबंधित तक्रारी कळविण्यासाठी जबाबदार व्यक्तीचा संपर्क तपशिल.	नाव : श्री. राजेंद्र प्रसाद व्ही हुद्दा : व्यवस्थापक- कॉर्पोरेट रजिस्ट्री पत्ता : कार्वी कॉम्प्युटरशेअर प्रा. लि. कार्वी सेलेनियम टॉवर बी, प्लॉट क्र. ३१ आणि ३२, गचिबावली, फायनान्शियल डिस्ट्रिक्ट, नानक्रमगुडा, सेरिलिंगमपल्ली, हैदराबाद- ५०० ०३२. फोन: +९१ ०४० ६७१६२२२२ ईमेल आयडी: crompton.investorrelations@crompton.co.in

कंपनीच्या संचालक मंडळाने मोकळ्या आणि पारदर्शक बाबींमध्ये पोस्टल बॅलट प्रक्रिया घेण्यासाठी परिनिरीक्षक म्हणून मे. मेहता ॲण्ड मेहता, कार्यरत कंपनी सेक्रेटरीज यांची नियुक्ती केली आहे. सभासदांना नोंद घेण्याची विनंती करण्यात येते की, यथायोग्य भरलेले आणि सही केलेले पोस्टल बॅलट प्रपत्र शनिवार, २२ ऑक्टोबर, २०१६ रोजी सायं. ५.०० (समाप्तीची तारीख) पूर्वी परिनिरीक्षक, द्वारा कार्वी कॉम्प्युटरशेअर प्रा. लि., युनिट सीजीसीईएल, कार्वी सेलेनियम टॉवर बी, प्लॉट क्र. ३१ आणि ३२, गचिबावली, फायनान्शियल डिस्ट्रिक्ट, नानक्रमगुडा, सेरिलिंगमपल्ली, हैदराबाद- ५०० ०३२ यांचेकडे पोहोचणे आवश्यक आहे आणि समाप्तीच्या तारखेनंतर प्राप्त झालेले कोणतेही पोस्टल बॅलट अवैध म्हणून विचारात घेतले जातील. ई-मतदान मॉड्युल समाप्तीच्या तारखेनंतर मतदानाकरिता कार्वीद्वारे बंद करण्यात येईल.

सभासद त्यांचा फोलिओ/डीपी आयडी आणि क्लाईंट आयडी क्र. नमूद करुन crompton.investorrelations@crompton.co.in येथे ईमेल पाठवून आवश्यक असल्यास बॅलट प्रपत्राच्या प्रतिलिपी प्रत्यक्ष प्रतीकरिता विनंती करु शकतात.

मंडळाच्या आदेशानुसार
क्रॉम्प्टन ग्रीव्हज कन्झ्युमर इलेक्ट्रिकल्स लिमिटेड करिता
सही/-
प्राग्या सहल कौल
सभासदत्व क्र. १७१६७
कंपनी सचिव आणि अनुपालन अधिकारी

Postal Ballot
Notice to Members

Navshakti
Date - 23 Sept, 2016.