



Crompton Greaves Consumer Electricals Limited

CIN: L31900MH2015PLC262254

Registered & Corporate Office: 05GBD, Godrej Business District, Pirojshanagar,
Vikhroli (West), Mumbai 400079, Maharashtra, India.

Tel: +91 7304575254

Website: www.crompton.co.in

Email id: crompton.investorrelations@crompton.co.in

NOTICE OF POSTAL BALLOT THROUGH E-VOTING

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (**"the Act"**) and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the SEBI Listing Regulations"**) and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**"SS-2"**), each, as amended from time to time, and any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (the **"MCA Circular"**), that the Resolution appended below is proposed to be passed by the Members of Crompton Greaves Consumer Electricals Limited (the **"Crompton/ Company"**) by way of Postal Ballot through remote e-Voting process (**"e-Voting"**), accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

Further, the MCA has vide circular permitted the dispatch of Postal Ballot Notices by email to the Members who have registered their email ids with the Company/ RTA/ Depository Participant/ Depository and secure their votes through e-Voting. In respect of those Members who have not registered their email ids, the Company has provided the mechanism in this Notice to register their email ids and a public notice to that effect has been published in the following newspapers: (I) Financial Express (All India Edition) in English language; and (ii) Loksatta (All India Edition) in Marathi language, having wide circulation in the district where the Registered Office of the Company is situated.

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

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

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

The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) for the purpose of providing remote e-Voting facility to all its members. The Members (whether holding shares in demat form or in physical form) are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting. The remote e-Voting period commences on **Saturday, September 20, 2025**, at 09:00 A.M. (IST) and ends on **Sunday, October 19, 2025**, at 5.00 P.M. (IST).

Upon completion of the scrutiny, the votes casted through remote e-Voting in fair and transparent manner, the Scrutinizer shall submit her report to the Chairman, or any person authorized by the Chairman, and the results of the Postal Ballot will be announced not later than 2 (Two) working days of conclusion of the e-

Voting through Postal Ballot, by on or before **Tuesday, October 21, 2025**, at the Registered Office of the Company.

The results would be displayed on the Notice Board at the Registered Office of the Company, intimated to National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.crompton.co.in and on the website of NSDL at www.evoting.nsdl.com

The last date of e-Voting, i.e. **Sunday, October 19, 2025**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. Appointment of Mr. Sundaram Damodarannair (DIN: 00016304) as Non-Executive Non-Independent Director of the Company

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

"RESOLVED THAT pursuant to Section 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force) and applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors, Mr. Sundaram Damodarannair (DIN: 00016304), who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161(1) of the Act and in respect of whom the Company has received notice in writing under Section 160 of the Act, from a Member, proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from September 18, 2025 to April 15, 2028 (both days inclusive).

RESOLVED FURTHER THAT Mr. Sundaram Damodarannair (DIN: 00016304) shall be entitled to receive sitting fees for attending the meetings of Board and/ or Committees thereof as well as commission within the overall limits prescribed under the Act, as recommended by the Nomination & Remuneration Committee and approved by the Board from time to time.

RESOLVED FURTHER THAT the Board of Director(s) (including its Committee thereof) and/ or Key Managerial Personnel(s) of the Company, be and are hereby severally authorized to settle any question, difficulty or doubt that may arise with regards to the aforesaid resolution and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable."

By order of the Board
For Crompton Greaves Consumer Electricals Limited

Rashmi Khandelwal
Company Secretary & Compliance Officer
Membership No. 28839

Registered Office:
05GBD, Godrej Business District, Pirojshanagar,
Vikhroli (West), Mumbai 400079, India

Date: September 15, 2025

Place: Mumbai

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 (**"the Act"**) setting out all material facts and reasons for the proposed resolution is annexed hereto and forms part of this notice.
2. Kindly note that as per the circular and guidelines issued by the MCA vide its Circular as mentioned above, the Notice of Postal Ballot is being sent through electronic mode only to those Members who have registered their e-mail addresses with the Company or Depository Participant/ Depository/ KFin Technologies Limited (**"RTA"**).
3. The Members will have the option to vote only through remote e-Voting and voting through physical ballot papers will not be provided.
4. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of Beneficial Ownership maintained by the Depositories as on the close of business hours on **Friday, September 12, 2025 ("Cut-off date")**. Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/ Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.crompton.co.in, websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com
6. The date of completion of sending the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (a) Financial Express (All India Edition) in English language; and (ii) Loksatta (All Edition) in Marathi language, having wide circulation in the district where the Registered Office of the Company is situated.
7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on Cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-Voting.
8. Pursuant to the provisions of Section 108 and Section 110 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide remote e-Voting facility to all its Members, to enable them to cast their votes electronically. For this purpose, the Company has availed the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically. Instructions for the process to be followed for remote e-Voting are annexed to this Postal Ballot Notice.
9. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
10. There will be one e-vote for every Folio/ Client ID irrespective of the number of joint holders.
11. A Member need not use all his/ her/ its votes nor does he/ she/ it need to cast all his/ her/ its votes in the same way.
12. Institutional investors are encouraged to vote on the Postal Ballot. Corporate Members are required to send a scanned copy (PDF/ JPG Format) of the Authority Letter authorising its representatives to vote for the postal ballot on its behalf. The said Authority Letter shall be sent to the Scrutiniser by email through its registered email address to evoting@mehta-mehta.com with a copy marked to NSDL on evoting@nsdl.co.in
13. The e-voting period commences on **Saturday, September 20, 2025, at 9.00 A.M. (IST)** and ends on **Sunday, October 19, 2025, at 5.00 P.M. (IST)**. During this period, the Members of the Company, holding shares either in physical or dematerialised form, as on the **Cut-off date**, i.e., **Friday, September 12, 2025**, may cast their vote electronically. The e-Voting module shall be disabled by NSDL thereafter. Once a vote on the resolution has been cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

14. The resolution, if approved, shall be deemed to have been passed on the last date of e-Voting, i.e., **Sunday, October 19, 2025**. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection by Members at the Company's Registered Office during business hours on working days, from the date of dispatch of this Postal Ballot Notice up to **Sunday, October 19, 2025**. Members may also write to crompton.investorrelations@crompton.co.in to inspect the relevant document(s).
15. Members who have not registered/ updated their e-mail IDs so far are requested to register/ update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

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

16. The Company has appointed Ms. Ashwini Inamdar (FCS 9409) or failing her Ms. Alifya Sapatwala (ACS 24091) of M/s. Mehta & Mehta, Practicing Company Secretaries (ICSI Unique Code: P1996MH007500), to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
17. The Scrutinizer shall upon completion of the scrutiny of the votes casted through remote e-voting, provide their report to the Chairman/ or person authorised by him. The Scrutinizer's decision on the validity of the e-votes shall be final.
18. The results of the postal ballot through e-Voting will be announced on or before **Tuesday, October 21, 2025**. The results, together with the Scrutinizer's Report, will be displayed at the Notice Board of the Registered Office of the Company, on the Company's website at www.crompton.co.in on the website of NSDL at www.evoting.nsdl.com besides being communicated to BSE and NSE.
19. **INTRSUCTIONS FOR E-VOTING:**

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

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

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email IDs in their demat

accounts in order to access e-Voting facility. Pursuant to aforesaid SEBI Circular Login method for e-Voting for individual shareholders holding securities in Demat mode CDSL/ NSDL is given below

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <p style="text-align: center;">   </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 137270 then user ID is 137270001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to crompton.investorrelations@crompton.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to crompton.investorrelations@crompton.co.in If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 1

Appointment of Mr. Sundaram Damodarannair (DIN: 00016304) as Non-Executive Non-Independent Director of the Company

i) Background:

Mr. Sundaram has been serving on the Board of the Company as an Independent Director for the past 10 (Ten) years (i.e. two consecutive terms of 5 years each). He was appointed as an Independent Director of the Company with effect from August 26, 2015, to September 17, 2020, and thereafter re-appointed for a second term with effect from September 18, 2020, to September 17, 2025. Accordingly, his tenure as an Independent Director concludes on September 17, 2025, upon completion of 2 (Two) consecutive terms of 5 (Five) years each.

Over the last decade, Mr. Sundaram has played a pivotal role in shaping the Company’s strategic direction and long-term growth trajectory. He has been instrumental in driving succession planning at leadership levels and overseeing cost optimization initiatives. His stewardship was particularly valuable in balancing profitability and stability during challenging periods such as the COVID-19 pandemic. He also played an integral role in navigating complex regulatory transitions while supporting the Company’s evolution from a promoter-driven entity to a private equity-owned enterprise and now to a fully Board-governed organization.

After the acquisition of Butterfly Gandhimathi Appliances Limited in March 2022, Mr. Sundaram played a key role in managing the Board-level churn by providing valuable guidance and active support. His involvement ensured continuity and stability in governance, facilitated alignment with the parent company’s objectives, and contributed to the smooth integration of Butterfly with the Company.

ii) Proposal for Appointment of Mr. Sundaram as a Non-Executive Non-Independent Director:

It is proposed to appoint Mr. Sundaram as a Non-Executive Non-Independent Director (“NE-NID”) of the Company, so as to enable the Board to continue leveraging his extensive experience, industry knowledge, and institutional memory.

In view of Mr. Sundaram’s extensive experience and longstanding contributions, it is proposed that he continues to guide the Board in the capacity of a NE-NID. His presence will provide strategic counsel, mentorship to Board members, and support in shaping an effective succession framework.

His deep understanding of the business, proven leadership, and continuity on the Board will provide significant strategic value to the Company in its future journey.

iii) Legal Position and Compliance with Law

It is pertinent to note that under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI LODR”), there is no restriction on the appointment of an individual as a NE-NID upon completion of 2 (Two) consecutive terms as an Independent Director.

In the context of Crompton’s transition into a Board-run company, coupled with multiple leadership and governance changes in recent years, the proposed appointment of Mr. Sundaram as a NE-NID until he attains the age of 75 (Seventy-five) years on April 16, 2028, is fully compliant with applicable laws and aligned with sound governance practices.

Since Mr. Sundaram is currently 72 years of age and the retirement age for Non-Executive Director(s) is 75 years (Seventy-five) as stipulated in the Nomination & Remuneration Policy of the Company, it is proposed that he continues as the NE-NID and the Chairman of the Board in the capacity of a NE-NID up till April 15, 2028.

Further, even with his appointment as a NE-NID, the Board will continue to have a majority of Independent Directors, thereby reinforcing compliance standards while preserving the Board’s independence and strong governance practices.

This well-considered proposal is aimed at ensuring continuity, stability, and retention of institutional knowledge at a critical juncture in the Company's growth and transformation journey, thereby strengthening the Board's ability to provide strategic oversight and long-term direction.

iv) Rationale for Appointment:

a) Board-Run Structure Without Promoter Continuity

The Company is a professionally managed, Board-run company without a promoter/ promoter group. In promoter-led companies, continuity and strategic direction is ensured by the promoters/ promoter family/ owners. However, in Crompton, continuity is ensured by the Board of Directors and senior management members only, making their role(s) even more critical.

b) Continuity During Leadership Transitions

Over the past two years, the Company has witnessed multiple transitions at Board and senior leadership level including but not limited to Mr. Nerurkar, the former Chairman of the Board, retired upon attaining the age of 75 years, in October, 2023, Mr. P M Murty, Independent Director and the Chairman of the N&RC also retired upon attaining the age of 75 years in July, 2025, Mr. Shantanu Khosla stepped down as the Managing Director of the Company in April, 2023 and elevated as Executive Vice-Chairman up till April, 2024 and thereafter as the Non-Executive Vice Chairman of the Board with effect from May, 2024 to ensure continuity. However, Mr. Shantanu Khosla, shall also retire in December, 2025, post completion of his current term. The former Executive Director & Chief Executive Officer (CEO), Mr. Mathew, had stepped down from the Board in April, 2023.

These departures/ transitions, while natural and/ or in compliance with the statutory requirements, create a leadership vacuum at the Board level particularly in a Board governed Company like Crompton.

Therefore, retaining Mr. Sundaram as a NE-NID will anchor stability and provide continuity in the strategic direction to the Company during this critical phase.

c) Experience, Attendance and Institutional Knowledge

- Mr. Sundaram's experience spans corporate finance, business performance, monitoring operations, governance, mergers & acquisitions, talent / people management and strategy. He joined Hindustan Unilever Limited (HUL), the Indian listed subsidiary of Unilever PLC, as a management trainee in June 1975 and served in various capacities including six years in Unilever, London as Commercial officer: Africa and Middle East (1990-1993) and as Sr. V.P for South Asia and Middle East (1996-1999). He was the Chief Finance Officer of HUL from April 1999 to March 2008 and as the Vice Chairman and CFO from April 2008 to July 2009. He is a two-time winner of the prestigious "CFO of the Year for FMCG Sector" award by CNBC TV18 (2006 and 2008). He was awarded as the 'Best Independent Director in 2019 by Asian Centre for Corporate Governance and Sustainability in December 2020. He currently serves on the Board of Infosys Limited, Zurich Kotak General Insurance Company (India) Limited & Credila Financial Services Limited. He is a member of governing council of KREA University and also acts as a member of the board of governors of Institute of Financial Management and Research, Chennai. He is a post-graduate in Management Studies (MMS), Fellow of the Institute of Cost Accountants, and has done Harvard Business School's Advanced Management Program (AMP).

- Mr. Sundaram's decade-long association and experience with Crompton has given him a deep insight into the Company's operation and governance framework, long-term strategy and institutional culture.

- Over the past 10 (Ten) years, Mr. Sundaram has demonstrated exemplary commitment and dedication to his responsibilities as a member of the Board and its various Committees. During this period, a cumulative total of 225 (Two Hundred and Twenty-Five) Board and Committee meetings were held, and Mr. Sundaram attended each one of them. Notably, he has never sought leave of absence from even a single meeting, reflecting his unwavering involvement and active participation in the governance and oversight functions of the Company.

- His knowledge of past decisions, regulatory engagements, and long-term strategy is invaluable in ensuring continuity and stability which cannot be replaced immediately at this juncture.

- His guidance and mentorship will be particularly valuable to support management and provide mentorship.

d) Balanced Board Composition

- With multiple senior retirements, there is a potential risk of imbalance between experienced and fresh perspectives on the Board.
- Mr. Sundaram's appointment ensures that the Board continues to maintain the right balance, which is critical in a Company without promoter/ promoter group.
- Retaining Mr. Sundaram ensures that the Board maintains an optimal mix of seasoned insight and new talent, which is critical in a Board-led and professionally managed Company with 100% public shareholding.

e) Investor Confidence, Market Stability and Governance Alignment

- As a widely held public company, Crompton's shareholders and institutional investors place high reliance on Board stability and governance.
- The presence of an experienced, well-regarded director like Mr. Sundaram provides comfort to institutional investors, lenders, and regulators during times of leadership churn and the management strongly believes that the investors will benefit from the stability, continuity, and strategic insight that Mr. Sundaram will bring.
- Crompton has consistently upheld the highest standards of governance, and this appointment proposal is aligned with both the letter and spirit of law.
- His appointment will be subject to shareholders approval, ensuring transparency and accountability.

f) Succession Planning and Mentorship

- Mr. Sundaram has been part of key Board Committees (Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee etc.) and is deeply familiar with succession planning processes and has contributed actively to governance strengthening.
- His continued presence will enable mentorship of newer directors and support smooth onboarding of future Board members and future leaders of the Company.

g) Independent Mindset and Governance Strengthening

- Although proposed as a NE-NID, Mr. Sundaram has consistently demonstrated objectivity, independence of judgment, and integrity in his decade-long tenure.
- His experience and conduct assure shareholders that he will continue to act in the best interests of all stakeholders, even in a non-independent capacity.
- The Company will continue to comply with SEBI LODR regarding composition of the Board ensuring that there is no dilution of independence on the Board and there is an optimal mix of Independent and Non-Independent Directors on the Board of the Company.

h) Stewardship During Strategic Phase

- The Company is in a critical phase of growth and transformation (expansion, integration, or new strategic initiatives this can be customized to Crompton's real current strategy).
- Having Mr. Sundaram ensures that strategic insight remains consistent and steady, avoiding disruptions.

i) Global & Indian Precedents

- It is a well-accepted governance practice, in India and globally, that long-serving Independent Directors are sometimes transitioned to Non-Executive roles to provide continuity and stability.

- This is especially relevant for companies where ownership is dispersed and long-term board continuity must come from directors, not promoters.

v) Role of Mr. Sundaram as Non-Executive Non-Independent Director

As a NE-NID Mr. Sundaram will continue to play a vital role in providing strategic oversight, mentorship, and continuity at the Board level. His presence will be particularly significant in shaping and guiding the strategic direction of the Company's business expansion under the *Crompton 2.0* journey. While discharging his responsibilities in a non-executive capacity, he will contribute significantly to deliberations on long-term strategy, provide valuable perspectives on growth opportunities and risk management, reinforce governance standards, and ensure stability during this critical phase of transformation.

The Members may note that as an NE-NID Mr. Sundaram will be entitled to sitting fees for attending the Board and Committee meetings, commission within the overall limits prescribed under the Act, as approved by the Board from time to time and reimbursement of travel and conveyance expenses incurred for attending such meetings.

Further, the framework for payment of sitting fees and commission remains uniform for both Independent and Non-Independent Directors of the Company. Hence, there will be no change in the amount of sitting fees and commission payable to Mr. Sundaram pursuant to his appointment as a NE-NID.

A brief profile of Mr. Sundaram and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("**SS-2**"), issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI LODR are annexed to this statement.

The Board recommends the resolution set out at Item No. 1 of this Notice to the Members for their consideration and approval by way of an *Ordinary Resolution*.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives except Mr. Sundaram, to whom this resolution relates, are in any way concerned or interested financially or otherwise in the proposed resolution.

By order of the Board
For **Crompton Greaves Consumer Electricals Limited**

Rashmi Khandelwal
Company Secretary & Compliance Officer
Membership No. 28839

Registered Office:
05GBD, Godrej Business District, Pirojshanagar,
Vikhroli (West), Mumbai 400079, India

Date: September 15, 2025

Place: Mumbai

ANNEXURE

ADDITIONAL INFORMATION ON DIRECTOR BEING APPOINTED/ RE-APPOINTED AS REQUIRED UNDER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, IN THE ORDER OF THE ITEM MENTIONED IN THE NOTICE

Name of the Director	Mr. Sundaram Damodarannair
Category	Non-Executive Non-Independent Director
DIN	00016304
Date of Birth	April 16, 1953
Age	72
Nationality	Indian
Date of first appointment on the Board	August 26, 2015
Qualifications	Mr. Sundaram is a post-graduate in Management Studies (MMS), Fellow of the Institute of Cost Accountants, and has done Harvard Business School's Advanced Management Program (AMP).
Experience	<p>Mr. Sundaram's experience spans corporate finance, business performance, monitoring operations, governance, mergers & acquisitions, talent / people management and strategy. He joined Hindustan Unilever Limited (HUL), the Indian listed subsidiary of Unilever Plc, as a management trainee in June 1975 and served in various capacities including six years in Unilever, London as Commercial officer: Africa and Middle East (1990-1993) and as Sr. V.P for South Asia and Middle East (1996-1999).</p> <p>He was the Chief Finance Officer of HUL from April 1999 to March 2008 and as the Vice Chairman and CFO from April 2008 to July 2009. He is a two-time winner of the prestigious "CFO of the Year for FMCG Sector" award by CNBC TV18 (2006 and 2008). He was awarded as the 'Best Independent Director in 2019 by Asian Centre for Corporate Governance and Sustainability in December 2020.</p> <p>He currently serves on the Board of Infosys Limited, Zurich Kotak General Insurance Company (India) Limited & Credila Financial Services Limited. He is a member of governing council of KREA University and acts as a member of the board of governors of Institute of Financial Management and Research, Chennai.</p>
Directorship in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies) as on June 30, 2025	(i) Infosys Limited (ii) Credila Financial Services Limited (iii) Zurich Kotak General Insurance Company (India) Limited
Membership of Committees of the Company	Audit Committee: Member Nomination & Remuneration Committee: Member Stakeholders Relationship Committee: Chairperson Risk Management Committee: Member Corporate Social Responsibility Committee: Member
Membership of Committees/ Chairmanship in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies) as on June 30, 2025	<p><u>Infosys Limited</u> Audit Committee - Member Stakeholder Relationship Committee - Member Nomination & Remuneration Committee: Chairperson Risk Management Committee: Chairperson</p> <p><u>Credila Financial Services Limited</u> Audit Committee - Member Stakeholder Relationship Committee - Member Nomination & Remuneration Committee: Member Risk Management Committee: Member</p>

	<u>Zurich Kotak General Insurance Company (India) Limited</u> Audit Committee – Chairperson Nomination & Remuneration Committee: Member Risk Management Committee: Member
Listed entities from which Director has resigned from Directorships in the Last three (3) years.	2
Total no. of Board Meetings held during the year	8
Total no. of Board Meetings attended during the year	8
No. of shares held	Nil
Relationships between Directors inter-se	There is no relationship with other Directors on the Board
Terms and conditions of appointment or reappointment of Director	Non- Executive Non-Independent Director liable to retire by rotation
Remuneration last drawn (including Sitting fees, if any)	The Sitting fees along with commission drawn is disclosed in report on Corporate Governance forming part of Integrated Annual Report for the financial year 2024-25.