

Further, in accordance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM along with the Integrated Annual Report is being sent by electronic mode today i.e. June, 12, 2023 to only those Shareholders whose email addresses are registered with the Company/ Depository Participants.

## Information at a glance:

Particulars	Details
Mode	Video conference and other audio-visual means
Time and date of AGM	Saturday, July 22, 2023, at 11:00 a.m.
Participation through video conferencing	<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>
Helpline number for VC participation	1800 22 55 33
Video recording and transcripts	<a href="https://www.crompton.co.in/investors/annual-report/">https://www.crompton.co.in/investors/annual-report/</a>
Dividend record date	Friday, July 7, 2023
Dividend payment date	On or after Tuesday, July 25, 2023 but within 30 days of AGM
Cut-off date for e-Voting	Saturday, July 15, 2023
Remote e-Voting start time and date	Monday, July 17, 2023, from 9:00 a.m. (IST)
Remote e-Voting end time and date	Friday, July 21, 2023, till 5:00 p.m. (IST)
Remote e-Voting website of NSDL	<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>

You are requested to take the above information on record.

Thanking you,

For **Crompton Greaves Consumer Electricals Limited**

**Rashmi Khandelwal**  
**Company Secretary & Compliance Officer**  
**ACS - 28839**

# Crompton Greaves Consumer Electricals Limited

CIN: L31900MH2015PLC262254

## Registered Office & Corporate Office:

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

Phone: +91 22 6167 8499 Fax: +91 22 6167 8383

Email: [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in)

Website: [www.crompton.co.in](http://www.crompton.co.in)

## NOTICE OF THE 9<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 9<sup>th</sup> Annual General Meeting (the "AGM") of the Members of Crompton Greaves Consumer Electricals Limited (the "Company") will be held on **Saturday, July 22, 2023 at 11:00 A.M. (IST)** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") for which purpose the Registered Office of the Company situated at Tower 3, 1<sup>st</sup> Floor, East Wing, Equinox Business Park, LBS Marg, Kurla (West), Mumbai - 400 070 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

### ORDINARY BUSINESS

#### 1. Adoption of financial statements

##### To consider and adopt

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors ("the Board") and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Auditors thereon.

#### 2. Declaration of Dividend

To declare a dividend of ₹3.00 per equity share of the face value of ₹2.00 each for the Financial Year ended March 31, 2023.

#### 3. Appointment of Mr. Shantanu Khosla (DIN:00059877) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Shantanu Khosla (DIN:00059877) who retires by rotation and being eligible offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company be and is hereby accorded to reappoint Mr. Shantanu

Khosla (DIN:00059877) as Director, who is liable to retire by rotation."

### SPECIAL BUSINESS

#### 4. Ratification of remuneration payable to M/s. Ashwin Solanki & Associates, Cost Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹6,00,000 (Rupees Six Lakhs) (exclusive of applicable taxes and reimbursement of out of pocket expenses) payable to M/s. Ashwin Solanki & Associates, Cost Accountants (Firm Registration Number 100392), who have been appointed by the Board of Directors basis the recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending March 31, 2024;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby severally authorised to do all such act(s), deed(s), matter(s) & thing(s) and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 5. Re-appointment of Ms. Smita Anand (DIN:00059228) as an Independent Director for a Second Term

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV, Companies (Appointment and Qualification of Directors) Rules,

2014, and other applicable provisions of the Companies Act, 2013 (“**the Act**”), and the rules framed thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Smita Anand (DIN:00059228), who holds office as a Non-Executive Independent Director of the Company, up to December 9, 2023 and in respect of whom the Company has received a notice from a Member proposing her candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that she meets the criteria of independence as prescribed under the Act and the Listing Regulations and being eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Non-Executive Independent Director of the Company for a second term of Five (5) consecutive years commencing from December 10, 2023 to December 9, 2028 (both days inclusive), not subject to retirement by rotation;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and other applicable provisions of the Act and the Rules made thereunder and the Listing Regulations, Ms. Smita Anand shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

**RESOLVED FURTHER THAT** the Board of Director(s) of the Company (including any Committee thereof) be and are hereby severally authorised to do all act(s), deed(s), matter(s) & thing(s) and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. Appointment of Mr. Promeet Ghosh (DIN:05307658) as Managing Director & Chief Executive Officer of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (the “**Act**”), and the Companies (Appointment and Remuneration of Managerial Personnel), 2014, Securities and Exchange Board of India (“**SEBI**”) (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended and rules made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), subject to the provisions of the Articles of Association (“**AoA**”) of the Company, approval of the Members of the Company, be and is hereby accorded for appointment of Mr. Promeet Ghosh (DIN:05307658) as the Managing Director & Chief Executive Officer (“**MD & CEO**”) and Key Managerial Personnel of the Company for a period of Five (5) years commencing from May 1, 2023 up to April 30, 2028, liable to retire by rotation, on such terms and conditions as specified in the Explanatory Statement pursuant to Section 102(1) of the Act;

**RESOLVED FURTHER THAT** in his capacity as MD & CEO, Mr. Promeet Ghosh is entitled to exercise all powers as are exercisable by the MD & CEO of the Company as permissible under the provisions of the Act, and any other statutes in order to manage the affairs of the Company.

**RESOLVED FURTHER THAT** any one of the Director(s) be and are hereby severally authorized to sign and execute the appointment letter/ MD & CEO contract (and any other agreement relating to compensation and benefits) between the Company and Mr. Promeet Ghosh *inter-alia* containing terms and conditions of appointment;

**RESOLVED FURTHER THAT** the Board of Director(s) of the Company be and are hereby authorised to alter and vary the terms and conditions as may deem appropriate in relation to the said appointment on the recommendations of Nomination & Remuneration Committee of the Company subject to terms as specified in explanatory statement, and in compliance with the applicable provisions of the Act including but not limited to Section 197 read with Section 198 of the Act read with the rules made thereunder and other applicable laws;

**RESOLVED FURTHER THAT** the Board of Director(s) of the Company be and are hereby further authorised to do all such act(s), deed(s), matter(s) and thing(s) and to execute any agreement(s), document(s), instrument(s) and writing(s) as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or officer(s) of the Company to give effect to this resolution.”

**7. Payment of Remuneration to Mr. Promeet Ghosh (DIN:05307658) as Managing Director & Chief Executive Officer of the Company**

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

**“RESOLVED THAT** subject to the provisions of Section 197, Schedule V of the Companies Act, 2013 (**“Act”**) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (**“SEBI”**) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), the provisions of the Articles of Association of the Company, the approval of the Members of the Company, be and is hereby accorded for payment of remuneration to Mr. Promeet Ghosh (DIN:05307658), MD & CEO, for a term of five (5) years with effect from May 1, 2023 to April 30, 2028 (as detailed out in the Explanatory Statement) and with an annual increment as may be approved by the Nomination & Remuneration Committee (**“N&RC”**) of the Board/ Board of Directors, subject to a maximum of 15% (Fifteen Percent) every year, during the tenure of his term of Five (5) years as the MD & CEO of the Company;

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of net profits in any Financial Year, the remuneration payable to the MD & CEO shall be governed by Section II of Part II of the Schedule V of the Act or any modifications thereof or if so permitted, by the Board or any Committee thereof;

**RESOLVED FURTHER THAT** the Board of Directors/ N&RC of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment (including authority, from time to time, to determine the amount of salary, the type and amount of perquisites, bonus and other benefits payable to Mr. Promeet Ghosh), in such manner as may be agreed to between the Company and Mr. Promeet Ghosh, within the limits approved by the Members and to the extent the Board may consider appropriate;

**RESOLVED FURTHER THAT** Mr. Promeet Ghosh, MD & CEO, shall also be entitled to an annual performance bonus as may be determined by the N&RC/ Board of Directors in terms of the Remuneration Policy of the Company and as per the details specified in the Explanatory Statement pursuant to Section 102(1) of the Act to the resolution as per Item Nos. 6, 7 & 8 annexed to this Notice;

**RESOLVED FURTHER THAT** the Board of Director(s) of the Company be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it by or under this resolution to N&RC/ Board of Directors of and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**8. Grant of Employee Stock Options to Mr. Promeet Ghosh (DIN:05307658) as Managing Director & Chief Executive Officer of the Company**

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

**“RESOLVED THAT** subject to the provisions of Section 197, Schedule V of the Companies Act, 2013 (**“Act”**) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (**“SEBI”**) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), the provisions of the Articles of Association of the Company, the approval of the Members of the Company, be and is hereby accorded for grant of 20,00,000 stock options (Twenty Lakh) to Mr. Promeet Ghosh (DIN:05307658), to the MD & CEO, under Crompton Employee Stock Option Plan 2019 of the Company, as approved by the Nomination & Remuneration Committee and the Board of Directors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it by or under this resolution to the Nomination & Remuneration Committee / Board of Directors and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**9. To approve the amendment in Crompton Employee Stock Option Plan, 2019 (“ESOP 2019”)**

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

**“RESOLVED THAT** in addition to the Special Resolution passed by the Members of the Company by way of Postal Ballot on January 19, 2020 and January 6, 2021

and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB-SE Regulations**"), the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the circulars/ guidelines issued by the "**SEBI**", the Articles of Association of the Company and all other applicable regulations, rules and circulars/ guidelines in force, from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) and modification(s) by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as "**Compensation Committee**" to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to make the amendment(s) in the Crompton Employee Stock Option Plan 2019 ("**ESOP 2019**") as mentioned in the explanatory statement;

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(4) of the SEBI SBEB-SE Regulations, 2021, the variation to the terms of the ESOP 2019 of

the Company as detailed in the explanatory Statement thereto, be and is hereby approved;

**RESOLVED FURTHER THAT** the revised ESOP 2019 Scheme covering the above amendments be and is hereby approved and adopted by the Members;

**RESOLVED FURTHER THAT** it is hereby noted that the amendments to the ESOP 2019 are not prejudicial to the interests of the eligible employees and option holders;

**RESOLVED FURTHER THAT** the other terms and conditions of the ESOP 2019, except as set out in the explanatory statement, shall remain unchanged;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised subject to the compliance with the applicable laws and regulations:

- (i) To administer, implement and supervise the ESOP 2019;
- (ii) To delegate all or any of the powers conferred by this resolution to any Committee of Directors, Director, Officer, or Authorised Representative of the Company; and
- (iii) To do all such act(s), deed(s), thing(s) and matter(s) as may be considered necessary or expedient and settle any questions, difficulties or doubts that may arise in this regard (including to amend or modify any of the terms thereof within the contours of the ESOP 2019 Scheme) and to do all other things incidental and ancillary thereof in conformity and subject to compliance with the provisions of the Companies Act, 2013, the SEBI SBEB-SE Regulations and any other applicable laws in force without requiring the Board to secure any further consent or approval of the Members of the Company."

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

**Rashmi Khandelwal**  
Company Secretary & Compliance Officer  
Membership No. A28839

**Registered Office:**

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

**Date:** May 19, 2023

**Place:** Mumbai

## NOTES

1. Ministry of Corporate Affairs (“MCA”) has vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular 2/2022 dated May 5, 2022 followed by Circular No. 10/2022 and 11/2022 dated **December 28, 2022** (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 followed by Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated **January 5, 2023** (collectively referred to as “SEBI Circulars”) and all other relevant circulars issued from time to time, permitted the holding of AGM through VC/ OAVM, without physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/ OAVM without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) relating to special business as stated under Item Nos. 4 to 9 of the Notice dated **Friday, May 19, 2023** are annexed hereto.
3. A statement providing additional details of the Directors seeking appointment/ re-appointment as set out in Item No. 3, 5, 6, 7 & 8 of the Notice dated **Friday, May 19, 2023** is annexed herewith as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and Secretarial Standard-2 (SS-2) on General Meetings issued by Institute of Company Secretaries of India (“ICSI”).
4. Since this AGM is being conducted through VC/ OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.
5. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF/ NRI, etc.) intending to authorize their representatives to attend the AGM through VC/ OAVM on its behalf and to vote through e-voting, are requested to send a certified scanned copy (PDF/ JPG Format) of its Board or governing body resolution/ authorisation letter to the Scrutinizer by e-mail through its registered e-mail address at [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
6. The voting rights of Members shall be proportionate to their share of the paid-up equity share capital of the Company as on the Record Date.
7. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/ AGM through VC/ OAVM will be made available for 1000 members on first come first serve basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/ AGM without restriction on account of first come first serve basis.
8. Participation of Members attending AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the financial statements including Report of Board of Directors, Auditor’s report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depositories/ Depository Participant(s) (“DPs”). In case any Member is desirous of obtaining physical copy of the Integrated Annual Report for the F.Y. 2022-23, he/ she may send a request to the Company by writing at [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in) mentioning their Folio No./ DP ID and Client ID.  
  
The Notice calling the AGM has been uploaded on the website of the Company at [www.crompton.co.in](http://www.crompton.co.in). The Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of National Securities Depository Limited (“NSDL”) (agency for providing the Remote e-Voting facility), i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
10. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and relevant documents referred to in the accompanying Notice and in the Explanatory Statement are requested to write to the Company on or before **Saturday, July 22, 2023** through e-mail on [crompton.investorrelation@scrompton.co.in](mailto:crompton.investorrelation@scrompton.co.in) The same will be replied by the Company suitably.  
  
All documents referred to in the Notice will also be available electronically for inspection, without any fee, by the Members from the date of circulation of

this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in)

11. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent (“RTA”)/ their DPs, in respect of shares held in physical/ electronic mode, respectively.
12. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed with this Notice.
13. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and 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, the Company has provided a facility to its members to exercise their votes electronically through electronic voting (“e-voting”) facility provided by National Securities Depository Limited (“NSDL”), on all resolutions set forth in this Notice.
14. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form who have not yet registered their nominations are requested to register the same by submitting Form No. SH13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form SH-14. The said form can be downloaded from the Company’s website at <https://www.crompton.co.in/investors/share-related-info/> Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Company or KFin Technologies Limited (“RTA/ Kfin”) in case the shares are held in physical form, quoting their folio numbers.
15. Members are requested to check that the correct account number has been recorded with the depository. Members holding shares in electronic form are requested to intimate any change in their address, email id, signature or bank mandates to their respective DP with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to intimate such changes to the RTA of the Company by furnishing form ISR-1 and ISR-2. The said forms are available on the website of the Company at <https://www.crompton.co.in/investors/share-related-info/>
16. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form. Further, the transmission and transposition of securities shall also be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease

of portfolio management, Members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or Company’s RTA for assistance in this regard.

## DIVIDEND AND IEPF RELATED INFORMATION

17. Members may note that the Board, at its meeting held on **Friday, May 19, 2023**, has recommended a final dividend of ₹3.00 per share for the Financial Year ended March 31, 2023, which if approved at the ensuing AGM, will be paid, subject to deduction of tax at source (“TDS”) on or after **Tuesday, July 25, 2023** but within 30 days from the date of AGM to those Members or their mandates who holds shares:
  - i. In dematerialised (“demat”) mode, based on the beneficial ownership details to be received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as at the close of business hours of Record Date;
  - ii. In physical mode, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on Record Date.
18. The Company has fixed **Friday, July 7, 2023** as the “Record date” for the purpose of determining the Members eligible to receive final dividend for the Financial Year ended **March 31, 2023**.
19. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, July 8, 2023** to **Saturday, July 22, 2023** (both days inclusive) for the purpose of AGM and for the payment of final Dividend.
20. Payment of final dividend shall be made electronically through various online transfer modes to those Members who have updated their bank account details. For those Members who have not updated their bank account details, demand drafts will be dispatched to their registered address. To avoid delay in receiving dividend, Members are requested to register/ update their complete bank details and/ or KYCs with their DPs with which they maintain their demat accounts (where the shares are held in demat mode) and with the Company’s RTA (where the shares are held in physical mode) to receive dividend directly into their bank account on the pay-out date.
21. Pursuant to the Income Tax Act, 1961, (“the IT Act”), as amended by the Finance Act, 2020, dividend paid or distributed by the Company on or after **April 1, 2020** shall be taxable in the hands of Members. For the prescribed rates for various categories the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The TDS / withholding tax rate would vary depending on

the residential status of the shareholder and documents submitted by shareholder with the Company/ KFinTech/ DP. The Members are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) by furnishing from ISR-1 and with the DPs (in case of the shares held in Demat mode). The Company shall therefore be required to withhold/ deduct TDS, at the prescribed rates on the dividend paid to its Members.

22. In case of resident individual shareholders, no TDS shall be deducted if the total dividend to be received by them during F.Y. 2023-24 does not exceed ₹5000. However, where the PAN is not updated in Company/ KFinTech/ DP records or in case of an invalid PAN and cumulative dividend payment to individual shareholder is more than ₹5000, the Company shall deduct TDS/ Withholding tax u/s 194 with reference to Section 206AA of the IT Act.
23. SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to its Members electronically. Accordingly, the Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/ Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ IMPS/ NEFT etc. In order to receive the dividend without any delay, the Members holding shares in physical form are requested to submit particulars of their bank accounts in 'Form ISR – 1' along with the original cancelled cheque bearing the name of the Member to KFinTech/ Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs before **Friday, July 7, 2023**, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and mobile no(s). Members holding shares in physical form may communicate these details to RTA having address at KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, before **Friday, July 7, 2023** by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their PAN card.

#### **Transfer of Unclaimed/ Unpaid amounts to the Investor Education and Protection Fund ("IEPF")**

24. In terms of the provisions of Section 124 and Section 125 of the Act, the declared dividends which remains unpaid/ unclaimed a period of Seven (7) years from the date of declaration is required to be transferred to the Investor Education and Protection Fund ("IEPF").

25. Further, in terms of the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), equity shares, in respect of which dividend has not been paid or claimed for Seven (7) consecutive years from the date of declaration, are also required to be transferred to an account, viz. IEPF Suspense Account, which is operated by the IEPF Authority pursuant to the IEPF Rules. Further, all equity shares of the company on which dividend has not been paid or claimed for Seven (7) consecutive years or more, shall be transferred by the company to the IEPF from time to time.
26. Members holding shares in electronic form are requested to ensure that correct bank particulars are registered against their respective depository accounts which will be used by the Company for any payment of dividend in future. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members. However, Seven (7) years has not been elapsed from the 1<sup>st</sup> dividend paid by the Company, hence there was no amount to be transferred to IEPF during the F.Y. 2022-23.
27. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at [crompton.investorrelations@crompton.co.in](mailto:crompton.investorrelations@crompton.co.in)

#### **28. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE AGM ARE AS UNDER**

The remote e-voting period commences from **Monday, July 17, 2023 at 9:00 A.M.** and ends on **Friday, July 21, 2023 at 5:00 P.M.** During this period, Members holding shares either in physical or dematerialized form, as on **Saturday, July 15, 2023** being the cut-off date, may cast their votes electronically through e-voting system from any place ("**remote e-voting**"). The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Saturday, July 15, 2023**.

#### **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 the NSDL e-voting system

Step 2: Cast your votes electronically on NSDL e-voting system.

## Step 1: Access to NSDL e-Voting system

## A) Login method for e-voting and joining virtual meeting for individual Members holding shares in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies and as a part of increasing the efficiency of the e-voting process, Individual Members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding shares in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” 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 “<b>Access to e-Voting</b>” 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 <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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 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 <b>e-Voting service provider, i.e. NSDL</b>, and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Type of Members	Login Method
Individual Members holding shares in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there are 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.</li> <li>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN card from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Members (holding shares in demat mode) login through their DPs	<ol style="list-style-type: none"> <li>1. 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.</li> <li>2. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. 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 or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**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 Members holding shares in demat mode for any technical issues related to login through Depository, i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Members holding shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Members holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 1800 22 55 33.