

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Crompton Greaves Consumer Electricals Limited**
2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

| Title (Mr./Ms) | Name of the Director | DIN | PAN | Category (Chairperson /Executive/Non-Executive/Independent/Nominee) | Sub Category | Date of Appointment | Date of Cessation | Tenure | No of Directors in listed entities including this listed entity | No of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | Membership in Committees of the Company | Remarks |
|----------------|----------------------|----------|-------------|---|--------------|---------------------|-------------------|--------|---|---|--|---|---------|
| Mr. | Hemant Nerurkar | 00265887 | ABGN0776M | ID, C & NED | | 25-Jan-2016 | | 38 | 4 | 5 | 3 | AC, SC, RC, NRC | |
| Mr. | Shantanu Khosla | 00059877 | AJWPK6624M | ED | MD | 01-Jan-2016 | | | 1 | 1 | 0 | SC | |
| Mr. | P M Murty | 00011179 | AALPM2827N | ID | | 26-Aug-2015 | | 43 | 1 | 3 | 0 | AC, RC, NRC | |
| Mr. | D Sundaram | 00016304 | AANPS7428P | ID | | 26-Aug-2015 | | 43 | 5 | 8 | 5 | AC, SC, RC, NRC | |
| Ms. | Shweta Jalan | 00291675 | ADIPJ2424N | NED | | 16-Aug-2016 | | | 1 | 1 | 0 | AC, RC, NRC | |
| Mr. | Sahil Dalal | 07350808 | ADXP D1507D | NED | | 16-Aug-2016 | | | 1 | 1 | 0 | SC | |
| Mr. | Promeet Ghosh | 05307658 | AAKPG1413H | NED | | 16-Aug-2016 | | | 1 | 0 | 0 | NRC | |
| Ms. | Smita Anand | 00059228 | ABJPS9673H | ID | | 10-Dec-2018 | | 3 | 1 | 0 | 0 | NRC | |



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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|------------|------------------------|------------------|----------------|
| 1 | Shweta Jalan | NED | Member | 08-Sep-2016 | |
| 2 | Hemant Nerurkar | ID,C & NED | Member | 12-Feb-2016 | |
| 3 | P M Murty | ID | Member | 12-Feb-2016 | |
| 4 | D Sundaram | ID | Chairperson | 12-Feb-2016 | |

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|------------|------------------------|------------------|----------------|
| 1 | Sahil Dalal | NED | Member | 08-Sep-2016 | |
| 2 | Shantanu Khosla | ED | Member | 12-Feb-2016 | |
| 3 | D Sundaram | ID | Member | 12-Feb-2016 | |
| 4 | Hemant Nerurkar | ID,C & NED | Chairperson | 12-Feb-2016 | |

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

c. Risk Management Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|------------|------------------------|------------------|----------------|
| 1 | Shweta Jalan | NED | Member | 25-Oct-2018 | |
| 2 | Hemant Nerurkar | ID,C & NED | Member | 25-Oct-2018 | |
| 3 | P M Murty | ID | Member | 25-Oct-2018 | |
| 4 | D Sundaram | ID | Chairperson | 25-Oct-2018 | |

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

d. Nomination and Remuneration Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Smita Anand | ID | Member | 29-Jan-2019 | |



| | | | | | |
|---|-----------------|------------|-------------|-------------|--|
| 2 | Promeet Ghosh | NED | Member | 08-Sep-2016 | |
| 3 | Shweta Jalan | NED | Member | 08-Sep-2016 | |
| 4 | Hemant Nerurkar | ID,C & NED | Member | 12-Feb-2016 | |
| 5 | D Sundaram | ID | Member | 12-Feb-2016 | |
| 6 | P M Murty | ID | Chairperson | 12-Feb-2016 | |

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

iii. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter |
|---|---|
| 25-Oct-2018 | 29-Jan-2019 |
| 10-Dec-2018 | 26-Mar-2019 |

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| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 55 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Requirement of Quorum met (details) | Whether requirement of Quorum met (Yes/No) |
|-------------------------------------|--|---|-------------------------------------|--|
| Audit Committee | 09-Oct-2018 | 29-Jan-2019 | 4 | Yes |
| Audit Committee | 25-Oct-2018 | 29-Jan-2019 | 4 | Yes |
| Stakeholders Relationship Committee | | 29-Jan-2019 | 4 | Yes |
| Nomination & Remuneration Committee | 25-Oct-2018 | 29-Jan-2019 | 5 | Yes |

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| Company Remarks | Board Meeting held on March 26 2019 was adjourned and held on March 27 2019 |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 95 |

v. Related Party Transactions

| Subject | Compliance status (Yes/No/NA) | Remark |
|--|-------------------------------|--------|
| Whether prior approval of audit committee obtained | Yes | |
| Whether shareholder approval obtained for material RPT | Not Applicable | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Not Applicable | |



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| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | |
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name
Signature

: PRAGYA KAUL

: 

Place
Date

: Mumbai
: 15-04-2019



Designation

: Company Secretary & Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | | |
|---|--------------------------------------|--------------------------------------|---|
| Item | Compliance status (Yes/No/NA) | Company Remark | Website |
| Details of business | Yes | | https://www.crompton.co.in/about-cgcel/ |
| Terms and conditions of appointment of | Yes | | https://www.crompton.co.in/media/Letter- |
| Composition of various committees of | Yes | | https://www.crompton.co.in/composition- |
| Code of conduct of board of directors and | Yes | | https://www.crompton.co.in/media/Crompt |
| Details of establishment of vigil mechanism/ | Yes | | https://www.crompton.co.in/media/Vigil- |
| Criteria of making payments to non- | Yes | | https://www.crompton.co.in/media/Nominat |
| Policy on dealing with related party | Yes | | https://www.crompton.co.in/media/Policy- |
| Policy for determining 'material' subsidiaries | Yes | | https://www.crompton.co.in/media/Policy- |
| Details of familiarization programs imparted | Yes | | https://www.crompton.co.in/media/Familiari |
| Contact information of the designated officials of the listed | Yes | | https://www.crompton.co.in/investor-grievances/ |
| email address for grievance redressal and | Yes | | http://www.crompton.co.in/investor- |
| Financial results | Yes | | https://www.crompton.co.in/audited- |
| Shareholding pattern | Yes | | https://www.crompton.co.in/share-holding- |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable | | |
| New name and the old name of the listed | Not | | |
| II Annual Affirmations | | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) | Company Remark |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | |
| Board composition | 17(1) | Yes | |
| Meeting of Board of directors | 17(2) | Yes | |
| Review of Compliance Reports | 17(3) | Yes | |
| Plans for orderly succession for appointments | 17(4) | Yes | |
| Code of Conduct | 17(5) | Yes | |
| Fees/compensation | 17(6) | Yes | |
| Minimum Information | 17(7) | Yes | |
| Compliance Certificate | 17(8) | Yes | |
| Risk Assessment & Management | 17(9) | Yes | |
| Performance Evaluation of Independent Directors | 17(10) | Yes | |
| Composition of Audit Committee | 18(1) | Yes | |



| | | | |
|---|-------------------------|----------------|--|
| Meeting of Audit Committee | 18(2) | Yes | |
| Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes | |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes | |
| Vigil Mechanism | 22 | Yes | |
| Policy for related party Transaction | 23(1),(5),(6),(7) & | Yes | |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| Approval for material related party transactions | 23(4) | Not Applicable | |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Not Applicable | |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Not Applicable | |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes | |
| Meeting of independent directors | 25(3) & (4) | Yes | |
| Familiarization of independent directors | 25(7) | Yes | |
| Memberships in Committees | 26(1) | Yes | |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |

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| Other Information | |
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

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| Other Information | |
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Name : PRAGYA KAUL

Signature :

Place :

Date :

Mumbai
15-04-2019



Designation : Company Secretary & Compliance Officer