

GREAVES COTTON LIMITED

CIN: L99999MH1922PLC000987

Registered Office: Unit No. 701, 7th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai - 400 070

Telephone: + 91 - 22 - 6221 1700 • Fax: +91 - 22 - 6221 7499

Email: investorservices@greavescotton.com • Website: www.greavescotton.com

Notice

Notice is hereby given that the 100th Annual General Meeting of the Members of Greaves Cotton Limited will be held at the Rangsharda Natyamandir, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, ONGC Colony, Bandra West, Mumbai-400 050 on Thursday, 8th August 2019 at 3.30 pm to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Financial Statements and Reports thereon

To receive, consider and adopt:

- a. the audited Standalone Financial Statements of the Company for the financial year ended 31st March 2019, the Reports of Directors and Auditors thereon, and
- b. the audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended 31st March 2019 and the Report of Auditors thereon.

2. Confirmation of Interim Dividend

To confirm the Interim Dividend of ₹ 4 per equity share (200%) of face value of ₹ 2 each already paid during the year as the Final Dividend for the financial year ended 31st March 2019.

3. Director retiring by rotation

To appoint a Director in place of Mr. Vijay Rai (DIN: 00075837), who retires by rotation and, expresses his unwillingness to be re-appointed as Director.

SPECIAL BUSINESS:

4. Re-appointment of Mr. Vikram Tandon as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Vikram Tandon (DIN: 01727251), Independent Director, whose initial term of office ceased on 17th November 2018 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for re-appointment for a second term under the provisions of the Act and Rules framed thereunder and who has given a notice in writing under Section 160 of the Act, signifying his candidature for the appointment of Director, be and is

hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a second term for a period of five years with effect from 18th November 2018 to 17th November 2023.”

5. Re-appointment of Mr. Arvind Kumar Singhal as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Arvind Kumar Singhal (DIN: 00709084), Independent Director, whose initial term of office ceased on 31st March 2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for re-appointment for a second term under the provisions of the Act and Rules framed thereunder and who has given a notice in writing under Section 160 of the Act, signifying his candidature for the appointment of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a second term for a period of five years with effect from 1st April 2019 to 31st March 2024.”

6. Re-appointment of Mr. Navneet Singh as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Navneet Singh (DIN: 01896854), Independent Director, whose initial term of office ceased on 31st March 2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for re-appointment for a second term under the provisions of the Act and Rules framed thereunder, and who has given a notice in writing under Section 160 of the Act, signifying his candidature for the appointment of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a second term for a period commencing from 1st April 2019 till the conclusion of this Annual General Meeting.

RESOLVED FURTHER THAT, Mr. Navneet Singh (DIN: 01896854), Independent Director, though eligible for re-appointment for a term of five years, has expressed his unwillingness to be re-appointed for a further term after the Annual General Meeting.”

7. Ratification of the remuneration of Cost Auditors

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members hereby ratify the remuneration of ₹ 8.10 lakhs plus out of pocket expenses and taxes payable to M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration Number: 000030), for conduct

of audit of the cost records maintained by the Company for the financial year 2019-20, as recommended by the Audit Committee and approved by the Board of Directors.”

By Order of the Board of Directors
For Greaves Cotton Limited



Atindra Basu
Head - Legal, Internal Audit
& Company Secretary

Registered Office:
Unit No. 701, 7th Floor, Tower 3,
Equinox Business Park, LBS Marg,
Kurla West, Mumbai - 400 070

Mumbai
2nd May 2019

Notes:

1. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the items of Special Business given in this Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. A person can act as a Proxy on behalf of not exceeding 50 Members and holding, in the aggregate, not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as a Proxy for any other Member.
4. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution.
5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days' of notice in writing of the intention to so inspect, is given to the Company.
6. A profile of the Directors seeking appointment / re-appointment, as required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

and Secretarial Standard 2 on General Meetings is given in this Notice. These Directors have furnished the requisite consents / declarations in respect of their appointment / re-appointment. None of these Directors are related to any Director or to any Key Managerial Personnel of the Company.

7. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 2nd August 2019 to Thursday, 8th August 2019, both days inclusive.
8. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Account:

In terms of the requirements of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended (“the Rules”), the Company is required to transfer the shares in respect of which the dividend has remained unpaid or unclaimed for a period of seven consecutive years to the IEPF Account.

Members are requested to take note of the same and claim their unclaimed dividends immediately to avoid transfer of the underlying shares to the IEPF Account. The shares transferred to the IEPF Account can be claimed back by the concerned Members from IEPF Authority after complying with the procedure prescribed under the Rules.

Pursuant to the applicable provisions, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (“IEPF”) of the Central Government. Accordingly, unpaid or unclaimed dividend in respect of Final Dividend for the financial year 2010-11, the 1st, 2nd and 3rd

Interim Dividend for the financial year 2011-12 have been transferred to the IEPF. Members who have not en-cashed or claimed the dividends that are yet to be transferred to the IEPF, are requested to contact the Company's Registrar and Share Transfer Agent - Karvy Fintech Private Limited, at the earliest.

During the Financial Year 2018-19, the Company has transferred 2,04,988 shares to the IEPF Account.

9. Pursuant to SEBI circular dated 20th April 2018, shareholders whose ledger folios having incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the same to the Registrar and Share Transfer Agents / to the company for registration in the folio.
10. The Annual Report 2018-19, the Notice of the 100th Annual General Meeting and the Instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants unless the Member has requested for a physical copy of the same. Hard copies of the above mentioned documents are being sent by the permitted mode to those Members who have not registered their e-mail addresses.
11. As a measure of austerity, copies of the Annual Report 2018-19 will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the Meeting. The Annual Report 2018-19 and the Notice convening the 100th Annual General Meeting are available on the Company's website www.greavescotton.com
12. Members / Proxies / Representatives should bring the Attendance Slip, duly filled in, for attending the Meeting.
13. Members who have not registered their e-mail addresses so far are requested to register the same with their respective Depository Participants, in case of shares held in dematerialised form and with the Registrar and Share Transfer Agent - Karvy Fintech Private Limited, in case of shares held in physical form so that all communication including Annual Report, Notices, Circulars, etc. can be sent to them electronically.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent - Karvy Fintech Private Limited for consolidation into a single folio.
15. As per the provisions of the Companies Act, 2013, nomination facility is available to the Members in respect of the shares held by them. Members holding shares in

single name and physical form may send duly completed and signed nomination form to the Registrar and Share Transfer Agent – Karvy Fintech Private Limited (nomination form can be downloaded from the Company's website www.greavescotton.com). Members holding shares in dematerialised form may contact their respective Depository Participants.

16. For any assistance or information about shares, dividend, etc., Members may contact the Registrar and Share Transfer Agent, as follows:
 Karvy Fintech Private Limited
 [UNIT: Greaves Cotton Limited]
 Karvy Selenium Tower B
 Plot 31-32, Gachibowli, Financial District
 Nanakramguda, Hyderabad - 500 032
 Phone: 040 6716 2222
 Fax: 040 2342 0814
 Email: einward.ris@karvy.com
17. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested as maintained under Section 170 and Section 189 of the Companies Act, 2013, respectively, will be available for inspection by the Members at the venue of the 100th Annual General Meeting.
18. Members desirous of getting any information about the Accounts and Operations of the Company are requested to address their queries to the Company Secretary at the Registered Office of the Company or by email to investorservices@greavescotton.com at least seven days in advance of the Meeting so that the information required can be made readily available at the Meeting.
19. Corporate members intending to send their authorised representatives to attend the 100th Annual General Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
20. **Procedure for e-Voting**
 - I. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members with the facility to exercise their right to vote on Resolutions proposed to be considered at the 100th Annual General Meeting ("AGM") by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Fintech Private Limited ("Karvy").

The process and manner for remote e-voting is as under:

- A. Members whose email IDs are registered with the Company / Depository Participants (“DPs”) will receive an email from Karvy informing them of their User-ID and password. Once the Member receives the email, he/she will need to go through the following steps to complete the e-voting process:
- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (ii) Enter the login credentials i.e. User ID and Password. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
 - (iii) After entering these details appropriately, click on “LOGIN”.
 - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password, in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. After changing the password, you need to login again with the new credentials.
 - (v) On successful login, the system will prompt you to select the e-voting Event. Select ‘Event of Greaves Cotton Limited’.
 - (vi) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. Thursday, 1st August 2019, under “FOR / AGAINST” alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR / AGAINST” taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.

- (vii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (viii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as “Abstained”.
 - (ix) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - (x) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - (xi) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: ucshukla@rediffmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “GREAVES COTTON _EVENT NO.”
- B. In case a Member receives a physical copy of the Notice of AGM [for Members whose email IDs are not registered or have requested for a physical copy]:

- (i) Initial password is provided in below format at the bottom of the Attendance Slip for the AGM:

EVEN (e-voting event number)	USER ID	PASSWORD/ PIN
-	-	-

- (ii) Members are requested to follow all steps from Sl. No. (i) to Sl. No. (xi) above to cast vote.
- II. Members can also update their mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication.
 - III. The voting rights of Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on the Cut-off Date i.e. Thursday, 1st August 2019

- IV. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the Cut-off Date i.e. Thursday, 1st August 2019, may obtain the User ID and password by sending a request at evoting@karvy.com or call Karvy's toll free number 1-800-345-4001.

However, if a Member is already registered with Karvy for remote e-voting platform, then he / she can use the existing User ID and password for casting the vote through remote e-voting.

- V. The remote e-voting period commences on Monday, 5th August 2019 at 9:00 am and ends on Wednesday, 7th August 2019 at 5:00 pm. Thereafter, the remote e-voting module shall be disabled by Karvy for voting.
- VI. The facility for voting through insta poll shall also be made available at the AGM and Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
- VII. A person, whose name is recorded in the Register of Members or in the records maintained by the Depositories as on the Cut-off Date, viz., Thursday, 1st August 2019, only shall be entitled to avail the facility of remote e-voting or voting at the AGM through insta poll.
- VIII. A Member may participate in the AGM even after exercising his / her voting right through remote e-voting but will not be allowed to vote again at the AGM.
- IX. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.greavescotton.com and on the Karvy's website <http://evoting.karvy.com> forthwith after the declaration of result by the Chairman or by a person duly authorised. The results shall also be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.
- X. Mr. Upendra Shukla, a Company Secretary in whole-time practice, (Registration Number: F2727) will be acting as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. A Member can opt for only one mode i.e. either through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then the voting done through remote e-voting shall prevail and the voting at the AGM shall be treated as invalid.

- XII. At the AGM, the Chairman shall, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of insta poll for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XIII. The Scrutiniser shall after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

- XIV. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, Members will need to go through "Forgot Password" option available on the site to reset the same.

- XV. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Mr. V Rajendra Prasad, Manager, Karvy on e-mail at rajendra.v@karvy.com or on the telephone number 040 – 67162222.

21. All documents referred to in the Notice and accompanying Statement are open for inspection at the Registered Office of the Company on all working days of the Company between 10 a.m. and 12 noon upto the date of the AGM.

Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 ("the Act")

This Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Resolution No. 4

Re-appointment of Mr. Vikram Tandon as an Independent Director

Mr. Vikram Tandon was appointed as an Independent Director for a consecutive term upto 17th November 2018 by the Members at the 95th Annual General Meeting held on 31st July 2014.

Considering in-depth knowledge of Mr. Tandon and years of experience in the business, the Nomination and Remuneration Committee at its Meeting held on 4th February 2019 recommended to the Board of Directors, the re-appointment of Mr. Tandon as an Independent Director for a second term of five years effective from 18th November 2018 to 17th November 2023.

In terms of Section 149 and other applicable provisions of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Mr. Tandon as an Independent Director for a second term of five years with effect from 18th November 2018 to 17th November 2023. Pursuant to the provisions of Section 149 (13), Mr. Tandon will not be liable to retire by rotation.

The Company has received a notice in writing from Mr. Tandon under the provisions of Section 160 of the Act signifying his candidature for the office of Director. Mr. Tandon has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Tandon has given a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board of Directors, Mr. Tandon fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Tandon is independent of the Management.

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, his brief resume, giving nature of expertise, disclosure of relationships between directors inter se and other directorships and committee memberships and shareholding in the Company, are furnished and form part of this Notice.

A copy of the draft letter of appointment of Mr. Tandon as an Independent Director stating the terms and conditions is available for inspection by the Members at the Registered Office of the Company between 10 a.m. and 12 noon on any working day of the Company and the same is also available on the Company's website www.greavescotton.com.

As per Section 149 of the Companies Act, 2013 and the Rules thereunder, an Independent Director can be re-appointed for a second term on passing a Special Resolution in the General Meeting. Accordingly, the approval of the Members is sought for the re-appointment of Mr. Tandon as an Independent Director.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Tandon, are in any way, concerned or interested in the Resolution.

The Directors recommend the Resolution for the approval of the Members.

Resolution No. 5

Re-appointment of Mr. Arvind Kumar Singhal as an Independent Director

Mr. Arvind Kumar Singhal was appointed as an Independent Director for a consecutive term upto 31st March 2019 by the Members at the 95th Annual General Meeting held on 31st July 2014.

Considering in-depth knowledge of Mr. Singhal and years of experience in the business, the Nomination and Remuneration Committee at its Meeting held on 4th February 2019 recommended to the Board of Directors, the re-appointment of Mr. Singhal as an Independent Director for a second term of five years from 1st April 2019 to 31st March 2024.

In terms of Section 149 and other applicable provisions of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Mr. Singhal as an Independent Director for a second term of five years with effect from 1st April 2019 to 31st March 2024. Pursuant to the provisions of Section 149 (13), Mr. Singhal will not be liable to retire by rotation.

The Company has received a notice in writing from Mr. Singhal under the provisions of Section 160 of the Act signifying his candidature for the office of Director. Mr. Singhal has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Singhal has given a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board of Directors, Mr. Singhal fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Singhal is independent of the Management.

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, his brief resume, giving nature of expertise, disclosure of relationships between directors inter se and other directorships and committee memberships and shareholding in the Company, are furnished and form part of this Notice.

A copy of the draft letter of appointment of Mr. Singhal as an Independent Director stating the terms and conditions is available for inspection by the Members at the Registered Office of the Company between 10 a.m. and 12 noon on any working day of the Company and the same is also available on the Company's website www.greavescotton.com.

As per Section 149 of the Companies Act, 2013 and the Rules thereunder, an Independent Director can be re-appointed for a second term on passing a Special Resolution in the General Meeting. Accordingly, the approval of the Members is sought for the re-appointment of Mr. Singhal as an Independent Director.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Singhal, are in any way, concerned or interested in the Resolution.

The Directors recommend the Resolution for the approval of the Members.

Resolution No. 6

Re-appointment of Mr. Navneet Singh as an Independent Director

Mr. Navneet Singh was appointed as an Independent Director for a first term commencing from 31st July 2014 to 31st March 2019 at the 95th Annual General Meeting held on 31st July 2014. Based on the recommendation of Nomination & Remuneration Committee at its meeting held on 4th February 2019, the Board of Directors of the Company approved the extension of term of Mr. Navneet Singh as an Independent Director with effect from 1st April 2019, till the next Annual General Meeting of the Company subject to approval of members and accordingly he holds office upto the date of this 100th Annual General Meeting.

In terms of Section 149 and other applicable provisions of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to ratify the appointment of Mr. Singh as an Independent Director for a second term for a period commencing from 1st April 2019 till the conclusion of this Annual General Meeting by the members.

The Company has received a notice in writing from Mr. Singh under the provisions of Section 160 of the Act signifying his candidature for the office of Director. Mr. Singh has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Singh has given a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board of Directors, Mr. Singh fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Singh is independent of the Management.

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, his brief resume, giving nature of expertise, disclosure of relationships between directors inter se and other directorships and committee memberships and shareholding in the Company, are furnished and form part of this Notice.

A copy of the draft letter of appointment of Mr. Singh as an Independent Director stating the terms and conditions is available for inspection by the Members at the Registered Office of the Company between 10 a.m. and 12 noon on any working day of the Company and the same is also available on the Company's website www.greavescotton.com.

As per Section 149 of the Companies Act, 2013 and the Rules thereunder, an Independent Director can be re-appointed for a second term on passing a Special Resolution in the General Meeting. Accordingly, the approval of the Members is sought for the re-appointment of Mr. Singh as an Independent Director.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Singh, are in any way, concerned or interested in the Resolution.

The Directors recommend the Resolution for the approval of the Members.

Resolution No. 7

Ratification of the remuneration of Cost Auditors

M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration Number: 000030) (Firm), has been conducting the audit of the cost accounting records of the Company for the past many years. The Firm has, as required under Section 141 of the Companies Act, 2013, confirmed its eligibility to conduct the audit of the cost accounting records of the Company for the financial year 2019-20 and has consented to act as the Cost Auditor of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors at its Meeting held on 2nd May 2019, approved the appointment of M/s. Dhananjay V. Joshi & Associates, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2019-20 at a remuneration of ₹ 8.10 lakhs.

Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditor) Rules, 2014, requires the remuneration payable to the Cost Auditors to be ratified by the Members of the Company. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year 2019-20.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in this Resolution.

The Directors recommend the Resolution for the approval of the Members.

By Order of the Board of Directors
For Greaves Cotton Limited



Atindra Basu

Head - Legal, Internal Audit
Company Secretary

Registered Office:
Unit No. 701, 7th Floor, Tower 3,
Equinox Business Park, LBS Marg,
Kurla West, Mumbai - 400 070

Mumbai
2nd May 2019

Insta Poll

Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however these Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall treated as invalid.

The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

Web check-in

To facilitate smooth registration / entry at the AGM, the Company has also provided a web check-in facility, which would help the Members enter the AGM hall expeditiously.

Members can do web check-in by log in to <https://karisma.karvy.com> and click on the AGM web check-in link. Please refer Notice of AGM for detailed instructions.

Profile of the Directors seeking re-appointment / appointment:

Name	Mr. Vikram Tandon	Mr. Arvind Kumar Singhal	Mr. Navneet Singh
Date of Birth/Age	18 th November 1948 70 years	10 th August 1958 60 years	2 nd September 1950 68 years
Qualification	B.Tech (Hons) from IIT Delhi	B. E (Elec. & Comm.) from IIT, Roorkee; MBA (Fin. & Mkt.) from UCLA (USA)	FCA (England and Wales); ACA (India); BA Honours (Economics)
Experience/ Brief Resume	Expertise in Corporate development and strategy	Expertise in Retail Marketing Strategy and strategic business planning.	Expertise in Banking, Regulatory compliances and operational risk management.
Date of first appointment	7 th August 2007	1 st November 2013	1 st August 2013
Expertise in specific functional areas	Over 43 years of experience in to several functions ranging from manufacturing, corporate development to corporate strategy in the Indian and International arena.	Over 41 years of experience in retail marketing strategy and expertise in strategic business planning.	Over 44 years of experience in banking and regulatory Compliances. Held leadership positions in reputed International banks.
Terms and conditions for appointment / re- appointment	Detailed terms and conditions of appointment of Independent Directors is displayed in Investors Section on the website of the Company www.greavescotton.com	Detailed terms and conditions of appointment of Independent Directors is displayed in Investors Section on the website of the Company www.greavescotton.com	Detailed terms and conditions of appointment of Independent Directors is displayed in Investors Section on the website of the Company www.greavescotton.com
Remuneration sought to be paid	Remuneration to be paid in the form of sitting fees and commission		
Remuneration last drawn	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report
Directorships held in other companies	ESAB India Limited	<ol style="list-style-type: none"> Welspun India Limited Blue Star Limited Metro Brands Limited Premium Transmission Private Limited Technopak Advisors Private Limited Avensa Chemical Solutions Private Limited Caleffi Bed And Bath (India) Private Limited Amrylis Farmeworks Private Limited Stylenama Retail Private Limited Technopak Skills Foundation 	<ol style="list-style-type: none"> Standard Chartered Investments and Loans (India) Limited Standard Chartered Securities (India) Limited
Memberships/ Chairmanships of committees across other companies	ESAB India Limited <ul style="list-style-type: none"> Audit Committee (Member) Shareholders / Investors Grievances Committee (Chairman) 	Premium Transmission Private Limited <ul style="list-style-type: none"> Strategy & Risk Review and CSR Committee (Member) Nomination and Remuneration Committee (Chairman) Metro Brands Limited Corporate Social Responsibility Committee (Member)	Standard Chartered Investments and Loans (India) Limited <ul style="list-style-type: none"> Audit Committee (Member) Nomination and Remuneration Committee (Member) Standard Chartered Securities (India) Limited <ul style="list-style-type: none"> Audit Committee (Member) Nomination and Remuneration Committee (Member)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
Number of Meetings of the Board of Directors attended during the year	5 of 6	5 of 6	5 of 6
Shareholding in the Company	NIL	NIL	NIL

Greaves Cotton Limited Form No.MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L99999MH1922PLC000987
Name of the Company : Greaves Cotton Limited
Registered Office : Unit No. 701, 7th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai - 400 070

Name of the Member(s):
Registered address:
E-mail ID:
Folio Number / Client Id:
DP ID:

I / We, being the Member(s) of _____ Shares of the above named company, hereby appoint:

(1)	or failing number (1)	or failing number (2)
Name:	Name:	Name:
Address:	Address:	Address:
Email ID:	Email ID:	Email ID:
Signature:	Signature:	Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 100th Annual General Meeting of the Company, to be held on Thursday, 8th August 2019 at 3.30 p.m. at Rangsharda Natyamandir, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, ONGC Colony, Bandra West, Mumbai - 400 050 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution
1	Adoption of : a. the audited Standalone Financial Statements of the Company for the financial year ended 31 st March 2019, the Reports of Directors and Auditors thereon; and b. the audited Consolidated Financial Statements of the Company for the financial year ended 31 st March 2019, the Report of the Auditors thereon.
2	Confirmation of Interim Dividend
3	Director retiring by rotation
4	Re-appointment of Mr. Vikram Tandon as an Independent Director
5	Re-appointment of Mr. Arvind Kumar Singhal as an Independent Director
6	Re-appointment of Mr. Navneet Singh as an Independent Director
7	Ratification of the remuneration of Cost Auditors

Signed on this ___ day of _____ 2019

Signature of shareholder: _____

Signature of Proxy holder(s): _____



Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
- A person can act as a Proxy on behalf of not exceeding 50 Members and holding, in the aggregate, not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as a Proxy for any other Member.

