

**GREAVES COTTON LIMITED**

CIN: L99999MH1922PLC000987

Registered office: Unit No. 701, 7<sup>th</sup> Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai- 400 070

Phone: +91 (22) 62211700; Fax: +91 (22) 62217499.

E-mail: [investorservices@greavescotton.com](mailto:investorservices@greavescotton.com); Website: [www.greavescotton.com](http://www.greavescotton.com)

## Notice

Notice is hereby given that the 101<sup>st</sup> Annual General Meeting of the Members of Greaves Cotton Limited will be held on Thursday, 13<sup>th</sup> August 2020 at 04:00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:-

### 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 31<sup>st</sup> March 2020, together with the Reports of the Board of Directors and Auditors thereon, and
- b. the audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2020, together with the Report of Auditors thereon.

#### 2. Appointment of a Director in place of the one retiring by rotation

To appoint a Director in place of Mr. Karan Thapar (DIN: 00004264), who retires by rotation and, being eligible, offers himself for re-appointment.

#### 3. Re-appointment of Statutory Auditor

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors, consent of the members be and is hereby accorded to re-appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years, to hold office from the conclusion of the 101<sup>st</sup> Annual General Meeting until the conclusion of the 106<sup>th</sup> Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

### SPECIAL BUSINESS:

#### 4. Appointment of Mr. Mohanan Manikram (DIN: 08555030) as Executive Director of the Company

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

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, ('the Act') and the Rules made

thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Mohanan Manikram (DIN: 08555030), who was appointed as an Additional Director of the Company by the Board of Directors (the 'Board') with effect from 5<sup>th</sup> November 2019, and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and who has given a notice in writing signifying his candidature for the appointment of Director, be and is hereby appointed as a Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Act and read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), the approval of members of the Company, be and is hereby accorded to the appointment of Mr. Mohanan Manikram (DIN: 08555030), as a Executive Director for a period of three (3) years with effect from 5<sup>th</sup> November 2019 or till the time Mr. Mohanan Manikram is in employment of the Company, whichever is earlier, on the terms and conditions as specified in the Explanatory Statement annexed to the Notice and on the remuneration which is as follows:

- a) Basic Salary: ₹ 3,83,284/- per month
- b) Ad Hoc allowance OR Other Allowance (including House Rent Allowance): ₹ 4,92,483/- per month
- c) Performance Incentive: up to a sum of ₹ 41,48,520/- per annum, the actual amount and mode of payment to be decided by the Nomination & Remuneration Committee/Board from time to time, payable for each financial year or part thereof.
- d) Retirals: Company's contribution towards Provident Fund, Superannuation Fund and Gratuity- payable as per rules of the Company.
- e) Perquisites & Benefits: In addition to the above, Mr. Mohanan shall be entitled to medical reimbursement and leave travel allowance.
- f) Long Term Incentive: He shall also be eligible to participate in the Long Term Incentive Plan of the Company in addition to his remuneration above as per the Company policy.
- g) Minimum Remuneration: Notwithstanding anything herein above, where in any financial year during the currency of his tenure as a Executive Director, the Company has no profits or its profits are inadequate, the Company will pay the aforesaid remuneration as Minimum Remuneration to him, subject to further approvals as required under Schedule V of the Act or any modification(s) thereto.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and Company Secretary of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

**5. Appointment of Mr. Subbu Venkata Rama Behara (DIN: 00289721) as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the basis of approval of the Board of Directors of the Company, Mr. Subbu Venkata Rama Behara (DIN: 00289721), who was appointed as an Additional Director designated as an Independent Director of the Company with effect from 28<sup>th</sup> May 2020 and who is eligible for appointment and who has given a notice in writing signifying his candidature for the appointment of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Mr. Subbu Venkata Rama Behara (DIN: 00289721), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from 28<sup>th</sup> May 2020 to 27<sup>th</sup> May 2025.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and Company Secretary of the Company, be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

**6. Re-appointment of Ms. Sree Patel (DIN: 03554790) 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 ("Listing Regulations"), as amended from time to time, Ms. Sree Patel (DIN: 03554790), Independent Director, whose initial term of office ceased on 13<sup>th</sup> February 2020 and who has given her consent and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Listing Regulations, and who is eligible for re-appointment for a second term under the provisions of the Act and Rules made thereunder and who has given a notice in writing under Section 160 of the Act, signifying her 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 consecutive years with effect from 14<sup>th</sup> February 2020 to 13<sup>th</sup> February 2025.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and Company Secretary of the Company, be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

**7. Re-appointment of Mr. Vinay Sanghi (DIN: 00309085) 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 ("Listing Regulations"), as amended from time to time, Mr. Vinay Sanghi (DIN: 00309085), Independent Director, whose present term of office expires on 3<sup>rd</sup> August 2020 and who has given his consent and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Listing Regulations, and who is eligible for re-appointment for a second term under the provisions of the Act and Rules made 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, for a second term of two consecutive years with effect from 4<sup>th</sup> August 2020 to 3<sup>rd</sup> August 2022.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and Company Secretary of the Company, be and is hereby severally authorised to take all

such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

## 8. 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 2020-21, as recommended by the Audit Committee and approved by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By Order of the Board of Directors  
For Greaves Cotton Limited



**Atindra Basu**  
Head- Legal, Internal Audit  
& Company Secretary

Registered Office:  
Unit No. 701, 7<sup>th</sup> Floor, Tower 3,  
Equinox Business Park, LBS Marg,  
Kurla West, Mumbai- 400 070  
Mumbai  
5<sup>th</sup> June 2020

## Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General circular dated 05<sup>th</sup> May 2020 read with General circulars dated 08<sup>th</sup> April 2020 and 13<sup>th</sup> April 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. 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. **A Statement pursuant to Section 102 (1) of the Act in respect of the Item No. 3 to 8 given in this Notice, is annexed hereto.**
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The relevant details of the Directors, pursuant to Regulation 26 & 36 of the Listing Regulations and Secretarial Standard 2 on General Meetings, seeking appointment / re-appointment at this AGM is annexed.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 7<sup>th</sup> August 2020 to Thursday, 13<sup>th</sup> August 2020, both days inclusive.
6. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Account:  
  
In terms of the requirements of Section 124(6) of the Act 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 IEPF Account.  
  
Accordingly, unpaid or unclaimed dividend in respect of Special Interim Dividend and Final Dividend for the financial year 2011-12, the 1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> Interim Dividend for the financial year 2012-13 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 – KFin Technologies Private Limited (‘KFINtech’) at the earliest.  
  
During the Financial Year 2019-20, the Company has transferred 33,315 shares to the IEPF Account.
7. Pursuant to SEBI circular dated 20<sup>th</sup> April 2018, shareholders whose ledger folios having incomplete details with regard to

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PAN and Bank particulars are required to compulsorily furnish the same to the Registrar and Share Transfer Agents (RTA)/ to the Company for registration in the folio.

8. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April 2019, except in case of request received for transmission or transposition of securities. 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 to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
9. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the RTA at the following address:

KFin Technologies Private Limited  
(Formerly known as Karvy Fintech Private Limited)  
Karvy Selenium Tower B, Plot No.31-32,  
Gachibowli, Financial District, Nanakramguda,  
Hyderabad, Telangana 500 032.

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc., should be furnished to their respective Depository Participants.

10. 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 – KFINtech for consolidation into a single folio.
11. In case of joint holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. As per the provisions of the Act, 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 – KFINtech (nomination form can be downloaded from the Company's website [www.greavescotton.com](http://www.greavescotton.com)). Members holding shares in dematerialised form may contact their respective Depository Participants.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May 2020, the Annual Report 2019-20, the Notice of the 101<sup>st</sup> AGM and the Instructions for e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective

Depository Participants. Members may also note that the Annual Report 2019-20 and the Notice convening the AGM are also available on the Company's i.e. [www.greavescotton.com](http://www.greavescotton.com), 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 on the website of National Securities Depository Limited (NSDL) (agency for providing the remote e-voting facility) <https://www.evoting.nsdl.com>

14. The Shareholders can join the AGM in the VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned hereinbelow in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Share Transfer Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
15. The attendance of the Shareholders attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
17. The Shareholders seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 12<sup>th</sup> August 2020, through Email on [investorservices@greavescotton.com](mailto:investorservices@greavescotton.com). The same will be replied by/on behalf of the Company suitably.
18. **Voting through electronic means**

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2015 (as amended from time to time) and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility of "e-voting" to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given hereinbelow. The Company has engaged the services of NSDL, who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) ("remote e-voting") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM").

The remote e-voting period commences on Monday, 10<sup>th</sup> August 2020 (9:00 A.M. IST) and ends on Wednesday, 12<sup>th</sup> August 2020 (5:00 P.M. IST). During this period, Members

holding shares either in physical form or in dematerialized form, as on Thursday, 6<sup>th</sup> August 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system during the AGM.

The Board of Directors has appointed Mr. Sunny Gogiya, Practising Company Secretary having Membership No. 56804 and Certificate of Practice No. 21563, as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.

### 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - ii) If your email ID is not registered, please follow steps mentioned below i.e. process for those Shareholders whose Email IDs are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).
  - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).

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- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

### Details on Step 2 is given below:

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

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

#### General Guidelines for shareholders

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cssunnygogiya@gmail.com](mailto:cssunnygogiya@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be

disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Ms. Soni Singh, Assistant Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at Telephone no. +91 22 24994559. [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### The Instructions for Members for e-voting on the day of the AGM are as under:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

#### Process for those Shareholders, whose Email IDs are not registered with the Company/ Depository Participants for procuring User ID and Password and registration of Email IDs for e-voting for the resolutions set out in this Notice:

- a. In case shares are held in physical mode, Members may obtain the login ID and password by sending scanned copy of : i) a signed request letter mentioning your name, folio number, mobile number and complete address (including email); ii) the share certificate (front and back) and iii) self-attested PAN Card and any one document (such as Driving License, Bank Statement, Election Card, Passport, etc.) in support of the address of the Member as registered with the Company; to the email address of the Company’s Registrar and Share transfer Agent, KFin Technologies Private Limited at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) with a copy to the Company at [investorservices@greavescotton.com](mailto:investorservices@greavescotton.com).
- b. In case shares are held in dematerialised mode, Members may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID); ii) client master or copy of Consolidated Account statement and iii) the PAN Card, to the email address of NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) with a copy to Company at [investorservices@greavescotton.com](mailto:investorservices@greavescotton.com).

## Instructions for Members for attending the AGM through VC / OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investorservices@greavescotton.com](mailto:investorservices@greavescotton.com) from Friday, 7<sup>th</sup> August 2020 (9:00 A.M. IST) to Saturday, 8<sup>th</sup> August, 2020 (5:00 P.M. IST). Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

## Other Instructions:

1. Those persons, who have acquired shares and have become Shareholders of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Shareholders or Register of beneficial holders as on the cut-off date i.e. Thursday, 6<sup>th</sup> August 2020 shall view the Notice of the AGM on the Company's website or on the website of NSDL.

Such persons may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by voting at the AGM.

2. Voting rights of the Shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, 6<sup>th</sup> August 2020. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3. Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.
4. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 (forty eight) hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.greavescotton.com](http://www.greavescotton.com) and on the website of NSDL at <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

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

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all the material facts relating to the special business mentioned in the accompanying Notice. Explanation to ordinary business set out under Item No. 3 is provided as required under Regulation 36(5) Listing Regulations.

### Item No. 3

The Members of the Company at the 96<sup>th</sup> Annual General Meeting ('AGM') held on 6<sup>th</sup> August 2015 approved the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) ('DHS'), as the Auditors of the Company for a period of five years from the conclusion of the said AGM. DHS will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment

## Greaves Cotton Limited

of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 106<sup>th</sup> AGM.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found DHS to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

DHS have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Based on the recommendation of the Audit Committee, it is proposed to pay remuneration of ₹ 67,05,200/- to the Statutory Auditors plus applicable taxes and reimbursement of out of pocket expenses, on actuals, incurred by them in connection with the audit of the accounts of the Company for the financial year 2020-21 and for such years thereafter until revised. Further, the Board of Directors, on recommendation of the Audit Committee may alter and vary the terms and conditions of the re-appointment etc. including by reason of necessity on account of conditions as may be stipulated by any statutory authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

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

The Directors recommend the Ordinary Resolution as set out in Item No. 3 of this Notice for the approval of the Members.

### Item No. 4

#### Appointment of Mr. Mohanan Manikram as Executive Director of the Company

At the Board Meeting of the Company held on 5<sup>th</sup> November 2019, the Board had, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members, appointed Mr. Mohanan Manikram as an Additional Director and designated him as Executive Director i.e. Whole-time Director of the Company for a period of 3 (three) years commencing from 5<sup>th</sup> November 2019 or till the time Mr. Mohanan Manikram is in employment of the Company, whichever is earlier, liable to retire by rotation, in accordance with the provisions of Sections 196 and 197 read with Schedule V of the Act.

The Company has received a notice in writing from Mr. Mohanan under the provisions of Section 160 of the Act signifying his candidature for the office of Director.

The Company has received from Mr. Mohanan (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies

(Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Act, and (iii) Notice of interest in Form MBP-1 in terms of Section 184 (1) and other applicable provisions of the Act. He has also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other authority.

Mr. Mohanan Manikram is a professional with over 3 decades of experience in the Auto, Farm Machineries and Engines & Genset Industries. He holds considerable experience in the area of Manufacturing Technology & Strategy, Quality Management, Product Management, Business Development and Supply Chain management. Mr. Mohanan is BE in Industrial Engineering from Mumbai University and Diploma in Management. He was previously associated with some prominent companies like Gabriel India Limited, Endurance Systems Limited, TATA Autocomp Systems Limited and Mahindra & Mahindra Limited.

#### The principal terms and conditions of Mr. Mohanan Manikram appointment as the Executive Director (hereinafter referred to as 'Mr. Mohanan') are as follows:

- a) **Period of Appointment:** For a period of 3 (three) years commencing from 5<sup>th</sup> November 2019 or till the time Mr. Mohanan Manikram is in employment of the Company, whichever is earlier.
- b) Basic Salary: ₹ 3,83,284/- per month
- c) Ad Hoc allowance OR Other Allowance (including House Rent Allowance): ₹ 4,92,483/- per month
- d) Performance Incentive: up to a sum of ₹ 41,48,520/- per annum, the actual amount and mode of payment to be decided by the Nomination & Remuneration Committee/ Board from time to time, payable for each financial year or part thereof.
- e) Retirals: Company's contribution towards Provident Fund, Superannuation Fund and Gratuity- payable as per Rules of the Company.
- f) Perquisites & Benefits: In addition to the above, Mr. Mohanan shall be entitled to medical reimbursement and leave travel allowance.
- g) Long Term Incentive: He shall also be eligible to participate in the Long Term Incentive Plan of the Company in addition to his remuneration above as per the Company policy.
- h) Minimum Remuneration: Notwithstanding anything herein above, where in any financial year during the currency of his tenure as the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay the aforesaid remuneration as Minimum Remuneration to him, subject to further approvals as required under Schedule V of the Act or any modification(s) thereto.

Mr. Mohanan satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Having regard to the qualifications, experience and knowledge, the Directors are of the view that the appointment of Mr. Mohanan as Executive Director will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience.

As required under the provisions of the Act, approval of the Members is now sought to the appointment of Mr. Mohanan as Executive Director and the remuneration paid/payable to him as stated herein above.

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

The Directors recommend the Ordinary Resolution as set out in Item No. 4 of this Notice for the approval of the Members.

## Item No. 5

### **Appointment of Mr. Subbu Venkata Rama Behara (DIN: 00289721) as an Independent Director**

The Board of Directors of the Company has appointed Mr. Subbu Venkata Rama Behara as an Additional Director of the Company with effect from 28<sup>th</sup> May 2020. He holds office upto the date of the ensuing Annual General Meeting pursuant to Section 161 of the Act.

Mr. Subbu Venkata Rama Behara is a veteran of the Indian automotive industry with prior leadership roles with Hyundai and Tata Motors. He is a MA in Economics from the Jawaharlal Nehru University, New Delhi, and a Post Graduate Diploma in Foreign Trade from the Indian Institute of Foreign Trade, New Delhi. Mr. Subbu presently manages a boutique strategy advisory firm Beyond Visual Range Consulting advises Private Equity funds and serves on the Board of Governors of the Shriram Institute for Industrial Research, Boards of KPIT Technologies Ltd., Sona BLW Precision Forgings Ltd, Comstar Automotive Technologies Pvt. Ltd., Ampere Vehicles Private Limited and Ola Electric Mobility Private Limited.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. The Board of Directors has proposed that Mr. Subbu Venkata Rama Behara (DIN: 00289721), be appointed as an Independent Director on the Board of the Company for a term of five consecutive years from 28<sup>th</sup> May 2020 to 27<sup>th</sup> May 2025.

The appointment of Mr. Subbu Venkata Rama Behara, shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from Mr. Subbu under the provisions of Section 160 of the Act signifying his candidature for the office of Director. Mr. Subbu has informed the Company

that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Subbu 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 Listing Regulations. In the opinion of the Board of Directors, Mr. Subbu fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Subbu is independent of the Management.

Pursuant to amended Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (As per MCA Notification dated 22<sup>nd</sup> October 2019) came into effect from 1<sup>st</sup> December 2019, Mr. Subbu has enrolled online with the Indian Institute of Corporate Affairs for inclusion of his name in the data bank maintained for Independent Directors.

As required under Regulation 36 of the Listing Regulations, 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.

As per Section 149 of the Act and the Rules thereunder, an Independent Director can be appointed on passing an Ordinary Resolution in the General Meeting. Accordingly, the approval of the Members is sought for the appointment of Mr. Subbu as an Independent Director.

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

The Directors recommend the Ordinary Resolution as set out in Item No. 5 of this Notice for the approval of the Members.

## Item No. 6

### **Re-appointment of Ms. Sree Patel (DIN: 03554790) as an Independent Director**

Ms. Sree Patel was appointed as an Independent Director for a consecutive term of 3 years from 14<sup>th</sup> February 2017 to 13<sup>th</sup> February 2020 by the Members of the Company at their 98<sup>th</sup> Annual General Meeting held on 3<sup>rd</sup> August 2017.

Ms. Sree Patel is a Bachelor of Commerce from H.R. College of Commerce and Economics, Mumbai University and Bachelor of Law from Government Law College, Mumbai University having professional experience with over 33 years in the field of business strategy & advisory, corporate laws, M&A, divestment & acquisition of business, corporate governance, indirect tax, government affairs and FCPA compliance etc.

The Nomination and Remuneration Committee, after evaluating the performance and contribution and considering in-depth knowledge of Ms. Sree Patel recommended to the Board of Directors the re-appointment of Ms. Sree Patel as an Independent Director for a

second term of 5 (five) years effective from 14<sup>th</sup> February 2020 to 13<sup>th</sup> February 2025.

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, had approved the re-appointment of Ms. Sree Patel (DIN: 03554790) as an Independent Director on 5<sup>th</sup> February 2020 in terms of Regulation 17 of the Listing Regulations, Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), to hold office for a second term of 5 (five) consecutive years from 14<sup>th</sup> February 2020 to 13<sup>th</sup> February 2025, not liable to retire by rotation, subject to the approval of the Members.

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

Pursuant to amended Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (As per MCA Notification dated 22<sup>nd</sup> October 2019) came into effect from 1<sup>st</sup> December 2019, Ms. Patel has enrolled online with the Indian Institute of Corporate Affairs for inclusion of her name in the data bank maintained for Independent Directors.

As required under Regulation 36 of the Listing Regulations, her 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.

As per Section 149 of the Act 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 appointment of Ms. Patel as an Independent Director.

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

The Directors recommend the Special Resolution as set out in Item No. 6 of this Notice for the approval of the Members.

### Item No. 7

#### **Re-appointment of Mr. Vinay Sanghi (DIN: 00309085) as an Independent Director**

Mr. Vinay Sanghi was appointed as an Independent Director for a consecutive term of 3 years from 4<sup>th</sup> August 2017 to 3<sup>rd</sup> August 2020 by the Members of the Company at their 99<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> August 2018.

Mr. Sanghi is an Auto industry expert, Conceptualised & executed numerous successful business ventures, Entrepreneur, Instrumental in taking a company to market leadership.

The Board of Directors of the Company, after evaluating the performance and contribution and considering the indepth knowledge of Mr. Sanghi, had approved the re-appointment of Mr. Vinay Sanghi (DIN: 00309085) as an Independent Director on 5<sup>th</sup> June 2020 in terms of Regulation 17 of the Listing Regulations, Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), to hold office for a second term of 2 (two) consecutive years from 4<sup>th</sup> August 2020 to 3<sup>rd</sup> August 2022, not liable to retire by rotation, subject to the approval of the Members.

The Company has received a notice in writing from Mr. Sanghi under the provisions of Section 160 of the Act signifying his candidature for the office of Director. Mr. Sanghi has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Sanghi 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 Listing Regulations. In the opinion of the Board of Directors, Mr. Sanghi fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Sanghi is independent of the Management.

Pursuant to amended Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (As per MCA Notification dated 22<sup>nd</sup> October 2019) came into effect from 1<sup>st</sup> December 2019, Mr. Sanghi has enrolled online with the Indian Institute of Corporate Affairs for inclusion of his name in the data bank maintained for Independent Directors.

As required under Regulation 36 of the Listing Regulations, 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.

As per Section 149 of the Act 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 appointment of Mr. Sanghi as an Independent Director.

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

The Directors recommend the Special Resolution as set out in Item No. 7 of this Notice for the approval of the Members.

### **Item No. 8**

#### **Ratification of the remuneration of Cost Auditors**

M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration Number: 000030) (hereinafter called as '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 Act, confirmed its eligibility to conduct the audit of the cost accounting records of the Company for the financial year 2020-21 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 5<sup>th</sup> June 2020, 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 2020-21 at a remuneration of ₹ 8.10 lakhs.

Section 148 (3) of the Act 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 2020-21.

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 Ordinary Resolution as set out in Item No. 8 of this Notice 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, 7<sup>th</sup> Floor, Tower 3,  
Equinox Business Park, LBS Marg,  
Kurla West, Mumbai- 400 070

Mumbai  
5<sup>th</sup> June 2020

## Greaves Cotton Limited

### PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name	Mr. Karan Thapar (DIN: 00004264)	Mr. Mohanan Manikram (DIN: 08555030)	Ms. Sree Patel (DIN: 03554790)	Mr. Vinay Sanghi (DIN: 00309085)	Mr. Subbu Venkata Rama Behara (DIN: 00289721)
<b>Date of Birth / Age</b>	20 <sup>th</sup> March 1957 63 years	8 <sup>th</sup> January 1964 56 Years	12 <sup>th</sup> June 1958 61 years	8 <sup>th</sup> May 1969 52 years	14 <sup>th</sup> February 1954 65 years
<b>Qualification</b>	Chartered Accountant	BE in Industrial Engineering from Mumbai University and Diploma in Management	Bachelor of Commerce, H. R. College of Commerce and Economics, Bombay University; Bachelor of law, Government Law College, Bombay University	Bachelor's degree from Sydenham College of Commerce and Economics, Mumbai	MA (Eco) from Jawarharlal Nehru University and Diploma in International Trade from Indian Institute of Foreign Trade.
<b>Date of first appointment</b>	26 <sup>th</sup> September 1991	5 <sup>th</sup> November 2019	14 <sup>th</sup> February 2017	4 <sup>th</sup> August 2017	28 <sup>th</sup> May 2020
<b>Expertise in Specific functional areas</b>	Managing companies, both private and public, having interest in diversified areas	Manufacturing Technology & Strategy, Quality Management, Product Management, Business Development and Supply Chain management	Business Strategy and advisory, Corporate Law, M&A, Divestment & Acquisition of Business, Corporate Governance, Indirect Tax, Government Affairs and FCPA Compliance.	Auto industry expert, Conceptualised & executed numerous successful business ventures, Entrepreneur, Instrumental in taking a company to market leadership	Veteran of the Indian automotive industry with prior leadership roles with Hyundai and Tata Motors. Presently manages a boutique strategy advisory firm Beyond Visual Range Consulting advises and Private Equity funds.
<b>Terms and Conditions for appointment/ re-appointment</b>	Re-appointed as Non-executive Director liable to retire by rotation	Refer Item No. 4 of the Notice and Explanatory Statement	Detailed terms and conditions of appointment of Independent Directors is displayed in Investors section on the website of the Company <a href="http://www.greaves cotton.com">www.greaves cotton.com</a>	Detailed terms and conditions of appointment of Independent Directors is displayed in Investors Section on the website of the Company <a href="http://www.greaves cotton.com">www.greaves cotton.com</a>	Detailed terms and conditions of appointment of Independent Directors is displayed in Investors section on the website of the Company <a href="http://www.greaves cotton.com">www.greaves cotton.com</a>
<b>Remuneration last drawn / remuneration sought to be paid</b>					Refer Corporate Governance Report

Name	Mr. Karan Thapar (DIN: 00004264)	Mr. Mohanan Manikram (DIN: 08555030)	Ms. Sree Patel (DIN: 03554790)	Mr. Vinay Sanghi (DIN: 00309085)	Mr. Subbu Venkata Rama Behara (DIN: 00289721)
<b>Directorships held in other companies</b>	<ul style="list-style-type: none"> <li>• EICL Limited</li> <li>• Premium Transmission Private Limited</li> <li>• DBH International Private Limited</li> <li>• Bharat Starch Products Private Limited</li> <li>• Karun Carpets Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Ampere Vehicles Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Mondelez India Foods Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Shriram Automall India Limited</li> <li>• Suraj Sanghi Finance Limited</li> <li>• Mohan Three Wheelers Private Limited</li> <li>• Project Automobiles (Bombay) Private Limited</li> <li>• MXC Solutions India Private Limited</li> <li>• Vinay Leasing and Finance Private Limited</li> <li>• Sah and Sanghi Auto Agencies Private Limited</li> <li>• Cartrade Finance Private Limited</li> <li>• GIC Corporate Leaders' Foundation</li> </ul>	<ul style="list-style-type: none"> <li>• KPIT Technologies Limited</li> <li>• Sona BLW Precision Forgings Limited</li> <li>• Altius Leo Automotive Private Limited</li> <li>• Octogence Technologies Private Limited</li> <li>• Eurofinance Training Private Limited</li> <li>• Altius Trucks Sales &amp; Service Private Limited</li> <li>• Comstar Automotive Technologies Private Limited</li> <li>• Eurofinance Training and Publishing Private Limited</li> <li>• NMC Automotive Infrastructure Private Limited</li> <li>• Octogence Digital Systems Private Limited</li> <li>• Ola Electric Mobility Private Limited</li> <li>• Beyond Visual Range Consulting Private Limited</li> <li>• Ampere Vehicles Private Limited</li> </ul>
<b>Memberships/ Chairmanships of committees across other companies</b>	<p><b>EICL Limited</b></p> <ul style="list-style-type: none"> <li>• Nomination &amp; Remuneration Committee (Member)</li> <li>• Share Transfer / Shareholders Grievance Committee (Member)</li> <li>• Managing Committee (Chairman)</li> </ul> <p><b>Premium Transmission Private Limited</b></p> <ul style="list-style-type: none"> <li>• CSR Committee (Chairman)</li> <li>• Managing Committee (Chairman)</li> <li>• Nomination &amp; Remuneration Committee (Member)</li> </ul>	Nil	<p><b>Mondelez India Foods Private Limited</b></p> <ul style="list-style-type: none"> <li>• Committee of Directors (Member)</li> </ul>	<p><b>MXC Solutions India Private Limited</b></p> <ul style="list-style-type: none"> <li>• Compensation Committee (Member)</li> <li>• Corporate Social Responsibility Committee (Member)</li> </ul>	<p><b>KPIT Technologies Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Nomination &amp; Remuneration Committee (Member)</li> <li>• Stakeholder Relations Committee (Chairman)</li> </ul> <p><b>Comstar Automotive Technologies Private Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Nomination &amp; Remuneration Committee (Member)</li> </ul> <p><b>Sona BLW Precision Forgings Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Nomination &amp; Remuneration Committee (Member)</li> </ul>

## Greaves Cotton Limited

Name	Mr. Karan Thapar (DIN: 00004264)	Mr. Mohanan Manikram (DIN: 08555030)	Ms. Sree Patel (DIN: 03554790)	Mr. Vinay Sanghi (DIN: 00309085)	Mr. Subbu Venkata Rama Behara (DIN: 00289721)
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>			None		
<b>Number of Meetings of the Board of Directors attended during the year</b>			Please refer to Corporate Governance Report		
<b>Shareholding in the Company</b>			NIL		
<b>Justification of Appointment</b>	Not applicable		Please refer Explanatory Statement to this Notice		