

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L99999MH1922PLC000987

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACG2062M

(ii) (a) Name of the company

GREAVES COTTON LIMITED

(b) Registered office address

Unit No. 701, 7th Floor, Tower 3,  
Equinox Business Park, LBS Marg, Kurla West  
Mumbai  
Mumbai City  
Maharashtra  
400070

(c) \*e-mail ID of the company

investorservices@greavescotton.com

(d) \*Telephone number with STD code

02241711700

(e) Website

www.greavescotton.com

(iii) Date of Incorporation

29/03/1922

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited & National Stock Exchange of India Ltd	1,025

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

(f) Specify the reasons for not holding the same

AGM will be held on 11 August 2021

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	94

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Karun Carpets Private Limited	U65100PB1985PTC049210	Holding	55.63
2	Greaves Leasing Finance Limited	U29299MH1958PLC011250	Subsidiary	100
3	Ampere Vehicles Private Limited	U51900TZ2008PTC017628	Subsidiary	100
4	Dee Greaves Limited	U28920MH1960PLC011788	Subsidiary	100
5	Bestway Agencies Private Limited	U51909DL2004PTC124090	Subsidiary	74

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	375,000,000	231,206,795	231,206,795	231,206,795
Total amount of equity shares (in Rupees)	750,000,000	462,413,590	462,413,590	462,413,590

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	375,000,000	231,206,795	231,206,795	231,206,795
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	750,000,000	462,413,590	462,413,590	462,413,590

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
<b>At the beginning of the year</b>	231,206,795	462,413,590	462,413,590	
<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0

iv. Others, specify				
<b>At the end of the year</b>	231,206,795	462,413,590	462,413,590	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text" value="13/08/2020"/>	
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

## V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

### (i) Turnover

13,290,567,117

### (ii) Net worth of the Company

8,952,327,411

## VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	128,614,955	55.63	0	



10.	Others	0	0	0	
	<b>Total</b>	128,614,955	55.63	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	51,635,737	22.33	0	
	(ii) Non-resident Indian (NRI)	1,868,434	0.81	0	
	(iii) Foreign national (other than NRI)	3,375	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	16,122,953	6.97	0	
4.	Banks	163,319	0.07	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	11,415,010	4.94	0	
7.	Mutual funds	13,624,333	5.89	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,579,367	1.98	0	
10.	Others      Clearing Members, IEPF, Qu.	3,179,312	1.38	0	
	<b>Total</b>	102,591,840	44.37	0	0

**Total number of shareholders (other than promoters)**

115,669

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

115,670

## (c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company

41

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MASSACHUSETTS INS <sup>+</sup>	77 MASSACHUSETTS AVENUE CAM <sup>+</sup>		US	5,280,000	2.28
238 PLAN ASSOCIATE <sup>+</sup>	DEUTSCHE BANK AG, DB HOUSE, F <sup>+</sup>		IN	1,466,000	0.63
ESVEE CAPITAL	365 ROYAL ROAD ROSE HILL MAU <sup>+</sup>		MA	652,882	0.28
JPMORGAN INDIA SM <sup>+</sup>	HSBC CENTRE EIGHTEEN CYBERCI <sup>+</sup>		MA	551,201	0.24
EMERGING MARKETS C <sup>+</sup>	6300 BEE CAVE ROAD BUILDING O <sup>+</sup>		US	546,648	0.24
AURIGIN MASTER FUN <sup>+</sup>	WALKERS CORPORATE LIMITED C <sup>+</sup>		CA	460,600	0.2
MERCURY SERIES UNIC <sup>+</sup>	HSBC SECURITIES SERVICES, NESCO <sup>+</sup>		IN	361,159	0.16
DIMENSIONAL EMERG <sup>+</sup>	6300 BEE CAVE ROAD BUILDING O <sup>+</sup>		US	355,301	0.15
THE EMERGING MARK <sup>+</sup>	6300 BEE CAVE ROAD BUILDING O <sup>+</sup>		US	339,261	0.15
ASHBURTON EMERGIN <sup>+</sup>	17 HILARY STREET ST HELIER, JERS <sup>+</sup>		JE	209,273	0.09
ATYANT CAPITAL INDI <sup>+</sup>	DEUTSCHE BANK AG, DB HOUSE, F <sup>+</sup>		IN	143,000	0.06
GOTHIC CORPORATIO <sup>+</sup>	280 SOUTH MANGUM STREET, 210 <sup>+</sup>		US	105,000	0.05
ARROWSTREET COLLE <sup>+</sup>	HSBC SECURITIES SERVICES, NESCO <sup>+</sup>		IN	97,250	0.04
SHELL PENSIONS TRU <sup>+</sup>	SHELL CENTRE LONDON		GB	89,275	0.04
EMPLOYEES' RETIREM <sup>+</sup>	280 SOUTH MANGUM STREET, 210 <sup>+</sup>		US	80,000	0.03
OREGON PUBLIC EMP <sup>+</sup>	350 WINTER ST NE SALEM OREGO <sup>+</sup>		US	78,371	0.03
CITY OF NEW YORK GF <sup>+</sup>	ONE CENTRE STREET NEW YORK N <sup>+</sup>		US	63,823	0.03
GOTHIC HSP CORPOR <sup>+</sup>	280 SOUTH MANGUM STREET, 210 <sup>+</sup>		US	55,000	0.02
CALIFORNIA STATE TE <sup>+</sup>	100 WATERFRONT PLACE MS-04 V <sup>+</sup>		US	54,516	0.02
ALASKA PERMANENT <sup>+</sup>	801 WEST 10TH STREET JUNEAU A <sup>+</sup>		US	48,541	0.02
SPDR S AND P EMERG <sup>+</sup>	ONE LINCOLN STREET BOSTON M <sup>+</sup>		US	42,714	0.02
DFA AUSTRALIA LIMIT <sup>+</sup>	LEVEL 43 1 MACQUARIE PLACE SYD <sup>+</sup>		AU	41,369	0.02
T.A. WORLD EX U.S. CC <sup>+</sup>	6300 BBEE CAVE ROAD BUILDING C <sup>+</sup>		US	38,261	0.02
WORLD EX U.S. CORE <sup>+</sup>	6300 BEE CAVE ROAD BUILDING O <sup>+</sup>		US	37,599	0.02

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS	6300 BEE CAVE ROAD BUILDING O		US	33,513	0.01

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	1
Members (other than promoters)	77,553	115,669
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**


**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	2	6	2	6	0	0.02
(i) Non-Independent	2	1	2	1	0	0
(ii) Independent	0	5	0	5	0	0.02
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	6	2	6	0	0.02

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KARAN THAPAR	00004264	Director	0	
NAGESH BASAVANHA 	01886313	Managing Director	0	
AJIT VENKATARAMAN 	07289950	Additional director	0	
KEWAL HANDA	00056826	Director	0	
VINAY SANGHI	00309085	Director	0	
ARVIND KUMAR SINGH 	00709084	Director	40,000	
SREE PATEL	03554790	Director	0	
SUBBU VENKATA RAM 	00289721	Director	0	
ATINDRA BASU	AIOPB7775R	Company Secretar	0	
DALPAT JAIN	AFSPJ6839H	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

13

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
VIKRAM TANDON	01727251	Director	27/04/2020	Cessation
MOHANAN MANIKRAM +	08555030	Whole-time director	13/08/2020	Change in designation
MOHANAN MANIKRAM +	08555030	Whole-time director	05/11/2020	Cessation
AJIT VENKATARAMAN +	07289950	Additional director	14/08/2020	Appointment
SUBBU VENKATA RAM +	00289721	Additional director	28/05/2020	Appointment
SUBBU VENKATA RAM +	00289721	Director	13/08/2020	Change in designation
NAGESH BASAVANHA +	01886313	Managing Director	13/08/2020	Cessation
NAGESH BASAVANHA +	01886313	Additional director	14/08/2020	Appointment
NAGESH BASAVANHA +	01886313	Managing Director	05/11/2020	Change in designation
DALPAT JAIN	AFSPJ6839H	CFO	10/02/2021	Appointment
NEETU KASHIRAMKA	ADHPA7041H	CFO	06/04/2020	Cessation
AMIT MITTAL	AADPM9039J	CFO	27/04/2020	Appointment
AMIT MITTAL	AADPM9039J	CFO	05/11/2020	Cessation

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING +	13/08/2020	88,000	41	42.73

### B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/04/2020	8	8	100
2	05/06/2020	8	8	100
3	13/08/2020	8	8	100
4	05/11/2020	9	8	88.89
5	10/02/2021	8	8	100

#### C. COMMITTEE MEETINGS

Number of meetings held

16

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	05/06/2020	3	3	100
2	Audit Committee	12/08/2020	3	3	100
3	Audit Committee	04/11/2020	3	3	100
4	Audit Committee	09/02/2021	3	3	100
5	Nomination and Remuneration	02/04/2020	3	3	100
6	Nomination and Remuneration	12/08/2020	3	3	100
7	Nomination and Remuneration	04/11/2020	3	3	100
8	Nomination and Remuneration	10/02/2021	3	3	100
9	Risk Management	11/08/2020	3	3	100
10	Risk Management	04/11/2020	3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	KARAN THAP	5	5	100	6	6	100	

2	NAGESH BAS	5	5	100	4	4	100	
3	AJIT VENKAT	2	2	100	4	4	100	
4	KEWAL HAN	5	5	100	6	6	100	
5	VINAY SANGI	5	5	100	7	7	100	
6	ARVIND KUM	5	5	100	7	7	100	
7	SREE PATEL	5	5	100	10	10	100	
8	SUBBU VENK	4	4	100	3	3	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NAGESH BASAVAN	MANAGING DIR	42,056,279	0	0	0	0
2	AJIT VENKATARAM	ADDITIONAL DI	12,463,407	0	0	0	0
3	MOHANAN MANIKI	WHOLE-TIME D	9,713,950	0	0	0	0
	Total		64,233,636	0	0	0	64,233,636

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NEETU KASHIRAM	CFO	2,820,058	0	0	0	0
2	AMIT MITTAL	CFO	5,901,794	0	0	0	0
3	DALPAT JAIN	GROUP CFO	1,814,792.5	0	0	0	0
4	ATINDRA BASU	GENERAL COU	10,733,947	0	0	0	0
	Total		21,270,591.5	0	0	0	0

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KARAN THAPAR	DIRECTOR	0	2,360,000	0	385,000	0
2	KEWAL HANDA	DIRECTOR	0	885,000	0	420,000	0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	VINAY SANGHI	DIRECTOR	0	531,000	0	380,000	0
4	ARVIND KUMAR SINGH	DIRECTOR	0	708,000	0	455,000	0
5	SREE PATEL	DIRECTOR	0	708,000	0	485,000	0
6	SUBBU VENKATARAMAN	DIRECTOR	0	708,000	0	280,000	0
7	VIKRAM TANDON	DIRECTOR	0	0	0	70,000	0
8	NAGESH BASAVANNA	ADDITIONAL DIRECTOR	0	0	0	2,465,000	0
	Total		0	5,900,000	0	4,940,000	10,840,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)



#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

GAURAV SAINANI

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

24482

#### I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

04

dated

13/08/2018

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director

DIN of the director

07289950

#### To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

32389

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

**Attach****Attach****Attach****Attach****List of attachments****Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**GREAVES COTTON LIMITED**

Regd.Office: Unit No. 701, 7th floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai - 400070

CIN NO:L99999MH1922PLC000987

Date of closure of previous financial year :31/03/2020

Sno	Date of Registration of Transfer of Shares	Type of Security	No of Shares	Nominal value (each in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name
1	15/05/2020	1	300	2	00000396	JENABBAI ABDULTAYEB	GRE0100372	ABDULKARIM MOHAMMED HARDWAREWALA
2	05/06/2020	1	1500	2	00032128	N DHRUVA BALLAL	GRE0100373	N KALPANA BALLAL
3	03/07/2020	1	60	2	00017976	DAVY AKKARA	GRE0100374	JOY DAVIS
4	11/09/2020	1	20	2	00129703	LAXMI MEHRA	GRE0100375	PANKAJ MEHRA
5	23/10/2020	1	450	2	00005794	MRIDULA MADHUKAR PAREKH	GRE0100376	SHYAM MADHUKAR PAREKH
6	06/11/2020	1	50	2	00153687	BHARAT PURUSHOTTAM SOLGAMA	GRE0100377	BHARAT PURUSHOTTAM SOLGAMA
7	17/11/2020	1	750	2	00013708	YASHAVANT DAMODAR PATIL	GRE0100378	SUNITA YASHVANT PATIL
8	04/12/2020	1	20	2	00136102	MADHUKAR MADHAV TILAK	GRE0100379	SANDEEP MADHUKAR TILAK
9	04/12/2020	1	1275	2	00002133	MADHUKAR MADHAV TILAK	GRE0100379	SANDEEP MADHUKAR TILAK
10	18/12/2020	1	120	2	00021008	K SHAMASUNDER HEGDE	GRE0100380	K LAKSHMINARAYANA HEGDE
11	08/01/2021	1	5000	2	00159966	B PURUSHOTHAM JETTY	GRE0100382	B ESWARI
12	19/02/2021	1	20	2	00137638	V P G PANICKER	GRE0100384	K RAJAMMA PANICKER
13	19/02/2021	1	20	2	00127401	V P GANGADHARA PANICKER	GRE0100384	K RAJAMMA PANICKER
14	19/02/2021	1	1500	2	P0003057	V P GANGADHARA PANICKER	GRE0100384	K RAJAMMA PANICKER

**GREAVES COTTON LTD.**

**Information pertaining to Point VI (c) on Details of Foreign institutional investors (FIIs) holding shares of the Company**

Sr. No.	Name of the FII	Address	Country of Incorporation	Number of shares held	% of shares held
1	MASSACHUSETTS INSTITUTE OF TECHNOLOGY	77 MASSACHUSETTS AVENUE CAMBRIDGE MA	UNITED STATES OF AMERICA	5280000	2.28
2	238 PLAN ASSOCIATES LLC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	INDIA	1466000	0.63
3	ESVEE CAPITAL	365 Royal Road Rose Hill Mauritius	MAURITIUS	652882	0.28
4	JPMORGAN INDIA SMALLER COMPANIES FUND	HSBC CENTRE EIGHTEEN CYBERCITY EBENE MAURITIUS	MAURITIUS	551201	0.24
5	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAI DG)	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	546648	0.24
6	AURIGIN MASTER FUND LIMITED	WALKERS CORPORATE LIMITED CAYMAN CORPORATE CENTRE 27 HOSPITAL ROAD GEORGE TOWN GRAND CAYMAN CAYMAN ISLANDS	CAYMAN ISLANDS	460600	0.20
7	MERCURY SERIES UNION MID AND SMALL CAP FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI	INDIA	361159	0.16
8	DIMENSIONAL EMERGING MARKETS VALUE FUND	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	355301	0.15
9	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	339261	0.15
10	ASHBURTON EMERGING MARKETS FUNDS LIMITED	17 HILARY STREET ST HELIER	Jersey	209273	0.09
11	ATYANT CAPITAL INDIA FUND I	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	INDIA	143000	0.06
12	GOTHIC CORPORATION	280 SOUTH MANGUM STREET SUITE 210 DURHAM NORTH CAROLINA	UNITED STATES OF AMERICA	105000	0.05
13	ARROWSTREET COLLECTIVE INVESTMENT TRUST - ARROWSTREET INTERNATIONAL EQUITY EAFE ALPHA EXTENSION CIT	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	INDIA	97250	0.04
14	SHELL PENSIONS TRUST LIMITED AS TRUSTEE OF THE SHELL CONTRIBUTORY PENSION FUND	SHELL CENTRE LONDON	UNITED KINGDOM	89275	0.04

15	EMPLOYEES' RETIREMENT PLAN OF DUKE UNIVERSITY	280 SOUTH MANGUM STREET SUITE 210 DURHAM NORTH CAROLINA	UNITED STATES OF AMERICA	80000	0.03
16	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM MANAGED THROUGH ARROWSTREET CAPITAL L.P. EMERGING MARKETS STRATEGY	350 WINTER ST NE SALEM OREGON	UNITED STATES OF AMERICA	78371	0.03
17	CITY OF NEW YORK GROUP TRUST	ONE CENTRE STREET NEW YORK NY 10007 2341	UNITED STATES OF AMERICA	63823	0.03
18	GOTHIC HSP CORPORATION	280 SOUTH MANGUM STREET SUITE 210 DURHAM NORTH CAROLINA	UNITED STATES OF AMERICA	55000	0.02
19	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM-ARROWS TREET CAPITAL, LIMITED PARTNERSHIP	100 WATERFRONT PLACE MS-04 WEST SACRAMENTO CA	UNITED STATES OF AMERICA	54516	0.02
20	ALASKA PERMANENT FUND	801 WEST 10TH STREET JUNEAU ALASKA	UNITED STATES OF AMERICA	48541	0.02
21	SPDR S AND P EMERGING MARKETS SMALL CAP ETF	ONE LINCOLN STREET BOSTON MA	UNITED STATES OF AMERICA	42714	0.02
22	DFA AUSTRALIA LIMITED AS RESPONSIBLE ENTITY FOR DI MENSIONAL EMERGING MARKETS TRUST	Level 43 1 Macquarie Place Sydney NSW	AUSTRALIA	41369	0.02
23	T.A. WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA IN VESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	38261	0.02
24	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTM ENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	37599	0.02
25	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF D FA INVESTMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	33513	0.01
26	THE DUKE ENDOWMENT	280 SOUTH MANGUM STREET SUITE 210 DURHAM NORTH CAROLINA	UNITED STATES OF AMERICA	30000	0.01
27	EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENS IONAL FUNDS II PUBLIC LIMITED COMPANY	25/28 NORTH WALL QUAY DUBLIN I	IRELAND	29450	0.01
28	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKET S EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	INDIA	17696	0.01
29	CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	360 E Second Street Suite 600 Los Angeles CA		16644	0.01
30	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL F UNDS ICVC	20 Triton Street Regents Place London NW1 3BF U K	UNITED KINGDOM	16621	0.01
31	WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVE STMENT DIMENSIONS GROUP INC.	6300 Bee Cave Road Building One Austin Texas 78746 USA	UNITED STATES OF AMERICA	12308	0.01
32	EMERGING MARKETS TARGETED VALUE PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	INDIA	10604	0.00

33	EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	INDIA	10547	0.00
34	VANDERBILT UNIVERSITY - ATYANT CAPITAL MANAGEMENT LIMITED	2100 WEST END AVENUE SUITE 1000 NASHVILLE TENNESSEE	UNITED STATES OF AMERICA	10000	0.00
35	MORGAN STANLEY ASIA (SINGAPORE) PTE.	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	INDIA	6566	0.00
36	JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	601 CONGRESS STREET BOSTON MA 02210 2805 USA	UNITED STATES OF AMERICA	6447	0.00
37	DFA INTERNATIONAL CORE EQUITY FUND	SUITE 1520 - 1500 WEST GEORGIA STREET VANCOUVER BRITISH COLUMBIA	CANADA	5626	0.00
38	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	25/28 NORTH WALL QUAY DUBLIN 1	IRELAND	5102	0.00
39	UTAH STATE RETIREMENT SYSTEMS	540 East 200 South Salt Lake City Utah	UNITED STATES OF AMERICA	4607	0.00
40	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM MANAGED THROUGH DIMENSIONAL FUND ADVISORS LP	350 WINTER STREET NE SUITE 100 SALEM OREGON	UNITED STATES OF AMERICA	2127	0.00
41	DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIMENSIONAL ETF TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC-11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	INDIA	108	0.00
	<b>TOTAL:</b>			<b>11415010</b>	<b>4.94</b>

**IX. MEETINGS OF MEMBERS / CLASS OF MEMBERS / BOARD / COMMITTEES OF THE BOARD OF DIRECTORS**

**C. COMMITTEE MEETINGS (additional)**

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Corporate Social Responsibility Committee	13-08-2020	3	3	100
12	Corporate Social Responsibility Committee	05-11-2020	3	3	100
13	Corporate Social Responsibility Committee	09-02-2021	3	3	100
14	Stakeholders Relationship and Share Transfer Committee	11-08-2020	3	3	100
15	Stakeholders Relationship and Share Transfer Committee	05-11-2020	3	3	100
16	Stakeholders Relationship and Share Transfer Committee	09-02-2021	3	3	100

**Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I, Gaurav Sainani, Practising Company Secretary and Partner in SGGS and Associates, have examined the registers, records and books and papers of Greaves Cotton Limited (CIN: L99999MH1922PLC000987) (the Company) as required to be maintained under the Companies Act, 2013 (Act) and the rules made thereunder for the financial year ended on March 31, 2021 (Financial Year). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the Financial Year correctly and adequately.
- B. during the Financial Year, the Company has complied with provisions of the Act & rules made there under in respect of:
  - 1. its status under the Act i.e. Public Limited Company (listed), Limited by shares;
  - 2. maintenance of registers and records & making entries therein within the time prescribed therefore;
  - 3. filing of forms and returns that are not stated in the Annual Return. However, the Company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time, wherever required;
  - 4. calling, convening and holding meetings of Board of Directors and its committees and the meetings of the members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book and registers maintained for the purpose and the same have been signed. Further the postal ballot process was conducted in compliance with the provisions of the Act and the resolutions were duly passed;
  - 5. closure of Register of Members;

The Register of Members and the Share Transfer Books of the Company were closed from Friday, 7<sup>th</sup> August 2020 to Thursday, 13<sup>th</sup> August 2020, both days inclusive.

- 6. advances or loan to its directors and/or persons or firms or companies referred in Section 185 of the Act;

During the Financial Year, the Company has not given loans referred in Section 185 of the Act and hence provisions of Section 185 of the Act are not applicable.



7. contracts and arrangements with related parties which were in the ordinary course of business and on the arm's length basis as specified in the provisions of Section 188 of the Act;
8. issue or allotment or transfer or transmission or buy back of securities /preference shares or debentures in the Company, alteration or reduction of share capital or conversion of shares/securities and issue of share certificates in all instances;
9. there were no transaction necessitating the Company to keep in abeyance the rights to dividend, right shares, and bonus shares pending registration of transfer of shares;
10. declaration / payment of dividend, transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

During the Financial Year, the Company did not declare any dividend. The Company has duly completed required transfer(s) of unpaid/ unclaimed dividend/other amounts and shares as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution, appointment, re-appointments, retirement, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. However the Company was not required to fill any casual vacancies;

All appropriate steps including shareholders' approval are being taken by the Company with respect to excess managerial remuneration paid/payable for the Financial Year 2020-21.

13. appointment of auditors as per the provisions of Section 139 of the Act.
14. approvals wherever required taken from the Central Government, Tribunal, Regional Director, Registrar or such other authorities under the various provisions of the Act;
15. the Company has not accepted, renewed and repaid any deposits;
16. the Company has not borrowed from its directors, members, public financial institutions and banks and others and hence there was no requirement of charge creation, modification and/or satisfaction in that respect;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;

During the Financial Year, the Company has made investment and advanced loans which is covered under Section 186 of the Companies Act, 2013. The details of loans and investment forms a part of financial statements of the Company.

18. There was no Alteration of the provisions of the Memorandum and Articles of Association of the Company;

**I further report that:**

1. the systems and processes in the Company are adequate and commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
2. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
3. All the business activities undertaken by the Company were authorised under Clause III (i.e. Objects Clause) of the Memorandum of Association of the Company;
4. The Company has filed all applicable forms, returns, disclosures etc. pursuant to the provision of the applicable laws;
5. All the decisions at Board meetings and committee meetings were unanimous consent and that there was no instance of dissent in any of the business matters at the Board or committee meetings;
6. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
7. In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Code on Prevention of Insider Trading was duly implemented.
8. The Company did not have any pending investors complaint and all requests from investors including the request for share transfer, transmissions, transposition, issue of duplicate shares, payment of unpaid dividend etc. were processed within the permissible timelines;

I have not found any fraud to be reported under the provisions of Act or applicable laws.

***Disclaimer:*** This report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For SGGS and Associates**

ICSI Unique Code I2021MH2161200

Gaurav Sainani  
Partner  
Membership No. A36600  
Certificate of Practice No. 24482  
UDIN:

Place: Thane  
Date:

*This certificate is to be read with Annexure which forms an integral part of this certificate.*

**Annexure**

To

Greaves Cotton Limited

My certificate in Form MGT 8 on the Annual Return (MGT-7) as on the financial year ended on March 31, 2021 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Form MGT-7. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. The compliance of the provisions of the Companies Act 2013, rules, regulations, standards is the responsibility of the Management. My examination was limited to the verification of records on test basis.
4. Due to prevailing circumstance of COVID-19 pandemic, the certificate is issued based on the verification of secretarial records furnished by/obtained from the Company electronically, and representation of the Management.

**For SGGS and Associates**

ICSI Unique Code I2021MH2161200

Gaurav Sainani

Partner

Membership No. A36600

Certificate of Practice No. 24482

Place: Thane

Date: