

GREAVES COTTON LIMITED**CIN:** L99999MH1922PLC000987**Registered Office:** J-2, MIDC Industrial Area, Chikalthana, Aurangabad- 431210, India;**Corporate Office:** Unit No.1A, 5th Floor, Tower 3, Equinox Business Park, LBS Marg,
Kurla West, Mumbai 400 070, India**Phone:** 022-4171 1700; **E-mail:** investorservices@greavescotton.com; **Website:** www.greavescotton.com**NOTICE OF 104TH ANNUAL GENERAL MEETING**

Notice is hereby given that the 104th Annual General Meeting of the Members of Greaves Cotton Limited will be held on Thursday, 10th August 2023 at 03:00 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 31st March 2023, 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 31st March 2023, together with the Report of Auditors thereon.

2. Declaration of Dividend

To declare final dividend of ₹ 0.90 per equity share of face value of ₹ 2/- each as recommended by the Board of Directors of the Company for the Financial Year ended 31st March 2023.

3. 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.

SPECIAL BUSINESS:**4. Re-designation of and remuneration payable to Mr. Nagesh Basavanhalli (DIN: 01886313) as Non-Executive Director and Vice-Chairman.**

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

"RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing

Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to re-designate Mr. Nagesh Basavanhalli (DIN: 01886313) who shall be liable to retire by rotation as a Non-Executive Director and Vice-Chairman of the Board with effect from 12th May 2023.

RESOLVED FURTHER THAT pursuant to the provisions of sections 197, 198, and other applicable provisions of the Act read with the rules made thereunder, Regulation 17 and other applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, the members of the Company do hereby approve remuneration / benefits to Mr. Nagesh Basavanhalli (DIN: 01886313), Non-Executive Vice-Chairman, in the form of one Company Car along with driver for business use, Club Membership, Mediclaim and Life Insurance Benefits, Personal Accident Insurance, Telephone and other communication facilities for business use.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration of Mr. Nagesh Basavanhalli as Non-Executive Vice-Chairman, subject to the same not exceeding the overall limits under the Act and Listing Regulations and to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above.

RESOLVED FURTHER THAT the Managing Director and/or Group General Counsel & Company Secretary and/or Chief Financial Officer and/or Chief Human Resource Officer of the Company, be and are hereby severally authorised to do all such acts, deeds and things and to finalise, sign & execute all the agreements, documents, forms, deeds, which may be deemed necessary or incidental to give effect to this resolution, including making the requisite entries / intimations / filings with the relevant statutory authorities and in the statutory

records and registers of the Company, as may be required or desired for the aforementioned purpose.”

5. 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, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and basis the recommendation of the Audit Committee and approval by the Board of Directors of the Company, the Members hereby ratify the remuneration of ₹ 8,50,000 (Rupees Eight Lakhs and Fifty Thousand only) plus out of pocket expenses and taxes payable to M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration Number: 000030), to conduct the audit of the cost records maintained by the Company for the Financial Year 2023-24.

RESOLVED FURTHER THAT the Managing Director and/or Group General Counsel & Company Secretary and/or Chief Financial Officer of the Company, be and are 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
General Counsel
& Company Secretary

Registered Office:

J-2, MIDC Industrial Area,
Chikalthana, Aurangabad-431210

Place: Ranipet

Date: 12th May 2023

Notes:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020, followed by General Circular 20/2020 dated 5th May 2020 and subsequent circulars issued in this regard, the latest being 10/2022 dated 28th December 2022 (collectively referred to as ‘MCA Circulars’) has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue.

Further, Securities and Exchange Board of India (‘SEBI’) vide its Circulars dated 12th May 2020, 15th January 2021, 13th May 2022 and 5th January 2023 (‘SEBI Circulars’) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In compliance with the provisions of the Companies Act, 2013 (“Act”), Listing Regulations and the 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 setting out material facts concerning the business with respect to Item No. 4 and 5 forms part of this Notice.
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 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, attendance slip and route map of AGM are not annexed to this Notice.
4. The relevant details of the Directors seeking appointment / re-appointment at this AGM, pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard 2 on General Meetings are enclosed as Annexure A.
5. Institutional shareholders / Corporate Members who are intending to appoint their authorised representatives pursuant to section 113 of the Act, to attend the AGM through VC / OAVM or to vote through remote e-voting are requested to send certified copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., to the Scrutinizer by email at sunny.gogiya@legalixir.com and at gaurav.sainani@legalixir.com with a copy marked to evoting@nsdl.co.in. Institutional

shareholders (i.e., other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution /Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under the "e-voting" tab in their login.

6. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 04th August 2023 to Thursday, 10th August 2023 (both days inclusive) for the purpose of determining the eligibility for payment of dividend, if declared by the Members at the 104th AGM.

7. The dividend as recommended by the Board of Directors, if declared by the members at the 104th AGM, will be paid, subject to deduction of income-tax at source, on or before Friday, 08th September 2023:

- a. In respect of shares held in dematerialised form, to the beneficial owners of the shares as at the end of the day on Thursday, 03rd August 2023 as per the details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.
- b. In respect of shares held in physical form, to the Members whose names appear in the Company's Register of Members as at the close of business hours on Thursday, 03rd August 2023.

8. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts will be sent out to their registered addresses through postal facility. To avoid delay in receiving the dividend, members who have not submitted their bank account details or in case of change in bank details or change in address are requested to furnish the same:

- a. In respect of shares held in dematerialised form, to their respective Depository Participants ('DPs') with which demat account is maintained.
- b. In respect of shares held in physical form, to the Company's Registrar and Share Transfer Agent – KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) ('KFintech and/or RTA') at einward.ris@kfintech.com by submitting:
 - i. Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <http://www.greavescotton.com/investors> and on the website of the RTA at www.kfintech.com
 - ii. Self-attested copy of PAN Card of all holders; and

- iii. Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

- iv. Cancelled cheque bearing the name of the member/first holder. In case the cancelled cheque leaf does not bear your name, please attach a copy of the bank pass-book statement, duly self-attested.

9. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.

The said forms can be downloaded from the Company's website at <http://www.greavescotton.com/investors>. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at einward.ris@kfintech.com in case the shares are held in physical form, quoting their folio no(s).

10. Compulsory transfer of Equity Shares to Investor Education and Protection Fund ('IEPF') Account:

In accordance with the provisions of sections 124 and 125 of the Act and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time ('IEPF Rules'), dividends which remain unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account shall be transferred by the Company to the IEPF Account and such shares in respect of which dividend entitlements remained unclaimed for seven consecutive years or more are also required to be transferred by the Company 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/dividend transferred to the IEPF Account can be claimed back by the concerned Members from IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

During the Financial Year 2022-23, unpaid or unclaimed dividend in respect of Final Dividend for the Financial Year 2014-15 and Interim dividend for the Financial Year 2015-16 have been transferred to the IEPF Account. Members who have not encashed or claimed the dividends in respect of final dividend for the Financial Year 2015-16 and onwards are

requested to approach the Company/Company's RTA at the earliest.

During the Financial Year 2022-23, the Company transferred 29,903 Equity Shares to IEPF Authority. After the end of Financial Year 2022-23, the Company transferred 14,337 Equity Shares to IEPF Authority on 11th April 2023.

11. Pursuant to SEBI circular dated 16th March 2023, issued in supersession of earlier circulars issued by SEBI dated 3rd November 2021 and 14th December 2021, respectively, SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 30th September 2023, and linking PAN with Aadhaar by 30th June 2023 or any other date as may be specified by the Central Board of Direct Taxes. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars KFinTech. The forms for updating the same are available at <https://www.greaves cotton.com/investors/investor-information> in download forms section.

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the aforementioned due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31st December 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the web-link at <http://www.greaves cotton.com/investor> and on the website of the Company's RTA at www.kfintech.com. It may be noted that any service request can be processed only after the folio is KYC compliant.
13. In accordance with Regulation 40 of the Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

14. 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 Limited
(Formerly known as KFin Technologies Private Limited)
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.

15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the identical order of names are requested to send the share certificates to the RTA – KFinTech along with requisite KYC documents for consolidation into a single folio. Request for consolidation of share certificates shall be processed in dematerialised form.
16. 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.
17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Annual Report 2022-23, the Notice of the 104th 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 for 2022-23 and the Notice convening the AGM are also available on the Company's website at www.greaves cotton.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited ("NSDL") (agency appointed for providing the Remote e-Voting facility) at www.evoting.nsdl.com.
18. The Members can join the AGM in the VC / OAVM mode 30 minutes before and 30 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below 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 Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.

19. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. The term 'Members' has been used to denote Shareholders of Greaves Cotton Limited.
21. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act are requested to write to the Company on or before Wednesday, 09th August 2023, through email on investorservices@greavescotton.com. The same will be replied by/on behalf of the Company suitably.

22. Voting through electronic means

- a. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (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 herein below. The Company has engaged the services of NSDL, who will provide the e-voting facility for casting votes 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").
- b. The remote e-voting period commences on Monday, 07th August 2023 (09:00 A.M. IST) and ends on Wednesday, 09th August 2023 (05:00 P.M. IST). During

this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, 03rd August 2023 i.e. cut-off date, may cast their vote electronically. The remote 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.

- c. The Board of Directors has appointed Mr. Sunny Gogiya having Membership No. A56804 and Certificate of Practice No. 21563, or failing him Mr. Gaurav Sainani having Membership No. A36600 and Certificate of Practice No. 24482, of SGG & Associates, Practising Company Secretaries, as Scrutinizers to scrutinize the voting process in a fair and transparent manner.
- d. The details of the process and manner for remote e-voting are explained herein below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. 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*****.
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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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 digit 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 in 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.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders / Corporate Members who are intending to appoint their authorised representatives pursuant to section 113 of the Act, to attend the AGM through VC / OAVM or to vote through remote e-voting are requested to send certified copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., to the Scrutinizer by email at sunny.gogiya@legalixir.com and at gaurav.sainani@legalixir.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution /Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab in their login.
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 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 or call on toll free no.: 022- 4886 7000 and 022- 2499 7000 or send a request to Ms. Prajakta Pawle at 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/ updated with the Company/ KFinTech / Depository Participant(s) 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 who have not registered/updated their email address with the Company/RTA are requested to register/update the same by providing duly signed Form ISR-1 along with supporting documents to the to the Company's RTA, either at their office at KFin Technologies Limited (Unit: Greaves Cotton Limited) Selenium, Tower B, Plot No.: 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500032, Tel: (040) 6716 2222 / 6716 1511; or by email at einward.ris@kfintech.com with a copy to the Company at investorservices@greavescotton.com. The said form is available on the website of the Company at <https://greavescotton.com/wp-content/uploads/2023/04/Form-ISR-%E2%80%931.pdf>.
- b. In case shares are held in dematerialised mode, members are requested to register their email addresses with their relevant depositories through depository participants. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- c. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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 by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General

meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member 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.

2. Members are encouraged to join the Meeting through Laptops for better experience.
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 from Thursday, 3rd August 2023 to Friday, 4th August 2023. 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 Information:

1. Dividend:

- a) In terms of the provisions of the Income-tax Act, 1961, dividend paid or distributed by a Company on or after 1st April, 2020 is taxable in the hands of its shareholders and therefore the Company is required to deduct income tax at source ("TDS") on the dividend paid to its shareholders at the prescribed rates. The shareholders are requested to update/register their PAN with the DP (if shares held in electronic form) and RTA/Company (if shares held in physical form).
- b) No tax shall be deducted on the dividend payable to a resident individual shareholder during FY 2023-24, if either of the below two conditions are fulfilled:
 - Total dividend paid/payable to a resident individual shareholder in the financial year 2023-24 does not exceed ₹ 5,000/-.

- The resident individual shareholder has provided duly filled and signed Form 15G (applicable to individuals) / Form 15H (applicable to an Individual above the age of 60 years) with valid PAN, provided all the prescribed eligibility conditions are met.

Resident shareholders whose Dividend is liable for deduction of TDS at a concessional or Nil rate as per Section 197 of the Income-tax Act, 1961 can submit the necessary documents as mentioned in the Communication to shareholders on Taxation of Dividend Distribution available on the Company's website at <http://www.greavescotton.com/investors/corporate-announcements> to avail the benefit of lower rate of deduction or non-deduction of tax at source.

As per Section 139AA of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to link the Aadhaar with PAN, the PAN will be treated as in-operative and TDS will be deducted at a higher rate of 20% as per section 206AA of the Income Tax Act.

- c) Non-resident shareholders including Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs) can avail beneficial rates under tax treaty between India and their country of residence, subject to providing the following documents:
- i. Self-attested copy of PAN card, if any, allotted by the Indian income tax authorities;
 - ii. Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident;
 - iii. Self-declaration in Form 10F (filed electronically), if all the details required in this form are not mentioned in the TRC and the shareholder has a PAN in India;
 - iv. Self-declaration by the non-resident shareholder not having PAN in India and not having any requirement to obtain PAN in India as per the provisions of Income Tax Act, 1961 along with manual Form 10F.
 - v. Self-declaration by the non-resident shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement.
 - vi. In case of Foreign Institutional Investors and Foreign Portfolio Investors, self-attested copy of SEBI registration certificate.
 - vii. In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent

authority or any other evidences demonstrating the non-applicability of Article 24- Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA)

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by non-resident shareholders and meeting requirement of Income Tax Act, 1961 Act read with applicable tax treaty. In absence of the same, the Company will not be obligated to apply the beneficial DTAA rates at the time of tax deduction on dividend amounts.

- d) As per provision of Section 206AB of the Income Tax Act, 1961 effective 1st July 2021, where shareholders have not filed their Income Tax Returns for FY 2021-22 and the aggregate of TDS and tax collected at source is ₹ 50,000 or more in the said year ('Specified Persons') the tax shall be deducted at source @ 20% at higher rates. The Central Board of Direct Taxes ('CBDT') has prescribed the functionality for determining whether a person fulfills the conditions of being a 'Specified Person' or not. Accordingly, the Company will verify from the above functionality provided by CBDT whether any Shareholder of the Company is qualified as a "Specified Person" prior to applying the relevant TDS rates. The provisions shall not apply to non-resident shareholders provided they do not have a Permanent Establishment in India.
 - e) Benefit under Rule 37BA: In case where shares are held by intermediaries/Custodian and TDS is to be applied by the Company in the PAN of the beneficial shareholders, then intermediaries and beneficial shareholders will have to provide a declaration.
 - f) Kindly note that the aforementioned documents should be uploaded with the Company's RTA at <https://ris.kfintech.com/form15/> or emailed to einward.ris@kfintech.com. You can also email the same to the Company at investorservices@greavescotton.com. The aforementioned documents and declarations need to be submitted by the Shareholders by 29th July 2023.
 - g) For further details and formats of declaration, please refer to Communication to shareholders on Taxation of Dividend Distribution available on the Company's website at <http://www.greavescotton.com/investors/corporate-announcements>.
2. 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 Members or Register of beneficial holders as on the cutoff date i.e. Thursday, 03rd August 2023 shall be able to view the Notice of the AGM on the Company's website or on the website of NSDL.

Such persons may follow steps mentioned in the Notice under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode”. 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. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022- 4886 7000 and 022- 2499 7000.

3. 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, 03rd August 2023. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
4. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser’s Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same. The result of e-voting will be declared within two working days or three days from the conclusion of the AGM (whichever is earlier), and the same, along with the consolidated Scrutiniser’s Report will be placed on the Company’s website at www.greavescotton.com and on the website of NSDL at <https://www.evoting.nsdl.com>. 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 Act.

The following statement sets out all the material facts relating to the special business mentioned under Item Nos. 4 and 5 of the accompanying Notice.

Item No. 4

Re-designation of and remuneration payable to Mr. Nagesh Basavanhalli (DIN: 01886313) as Non-Executive Director and Vice-Chairman

The Board, at the request of Mr. Nagesh Basavanhalli and based on the recommendation of the NRC and as a part of meeting its long term strategic objectives, and to effectively use Mr. Nagesh Basavanhalli’s services in accordance with the strategic plan of the Company, approved his re-designation from Executive Vice-Chairman to Non-Executive Director Vice-Chairman of the Board with effect from 12th May 2023.

Mr. Basavanhalli has nearly three decades of experience with the engineering and automobiles sector. He has been associated with the Company since 2016 and has also served as the Managing

Director and Group Chief Executive Officer of the Company. Mr. Basavanhalli’s extensive experience in the business segments of the Company has been instrumental in guiding the Company towards achieving the business objectives.

In the capacity of Non-Executive Vice-Chairman, Mr. Basavanhalli will continue to play a pivotal role in achieving the business objectives of the Company. He shall continue to serve as a member of the Board Committees and / or Management Boards of the Company / its subsidiaries and will be also responsible for mentoring all the senior leaders in the organisation and helping and supporting them to achieve their business objectives for the Company.

Mr. Basavanhalli will continue to invest considerable time in reviewing the operations and performance of the Company, interacting with senior leaders and guide them to achieve growth and long-term sustainability of the Company and maximizing the stakeholder value. The Board, based on the recommendation of NRC and Audit Committee, deems it appropriate and fair to provide him with the following remuneration in his Non-Executive Vice-Chairman capacity:

Perquisites:

- One Company Car along with driver for business use
- Club Membership
- Mediclaim and Life Insurance benefits
- Personal Accident Insurance
- Telephone and other communication facilities for business use

Mr. Basavanhalli is not disqualified to continue as a Director in terms of Section 164 of the Act and has given his consent to act as a Non-Executive Director of the Company. He is not debarred from holding the office of a Director by virtue of any order of the SEBI or any other such authority.

The consent of the shareholders through ordinary resolution has been sought for the following:-

- A. To re-designate Mr. Nagesh Basavanhalli as a Non-Executive Vice Chairman.
- B. To approve the remuneration payable to Mr. Nagesh Basavanhalli as a Non-Executive Vice Chairman, which is necessitated by Section 197 of the Act and Regulation 17 of the Listing Regulations.

He will not be entitled to profit based commission and sitting fees as payable to other Non-Executive Directors of the Company.

The balance 6,08,199 stock options granted to Mr. Basavanhalli during his tenure as Managing Director and Group CEO by NRC pursuant to the Greaves Cotton- Employees Stock Option Scheme 2020 will continue to vest as per the terms approved by NRC.

Brief profile of Mr. Basavanhalli, nature of his expertise in Specific functional areas and other disclosures required under Regulation 36 of Listing Regulations, read together with Secretarial Standards – 2 are provided in the attached **Annexure A**.

Except for Mr. Basavanhalli and his relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution proposed in Item no. 4 of this Notice.

The Board of Directors recommends the Item no. 4 as set out in this Notice for the approval of the Members as an Ordinary Resolution.

Item No. 5

Ratification of the remuneration of Cost Auditors

The Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, mandate audit of the cost accounting records of the Company in respect of certain products. Accordingly, the Board of Directors, based on the recommendation of the Audit Committee, at its Meeting held on 12th May 2023, appointed M/s. Dhananjay V. Joshi & Associates, Cost Accountants, as the Cost Auditors for the Financial Year 2023-24 at a remuneration of ₹ 8,50,000/- (Rupees Eight Lakhs and Fifty Thousand only) plus applicable taxes and out of pocket expenses, if any, incurred in connection with the audit.

In terms of Section 148 (3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors should be ratified by the Members of the Company. Accordingly, approval of the Members is sought for ratification of the remuneration payable to the Cost Auditors for auditing the cost records of the Company for the Financial Year 2023-24, as stated above.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution proposed in Item No. 5.

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

By Order of the Board of Directors
For **Greaves Cotton Limited**

Atindra Basu
General Counsel &
Company Secretary

Registered Office:
J-2, MIDC Industrial Area,
Chikalthana, Aurangabad-431210

Place: Ranipet
Date: 12th May 2023

ANNEXURE A

PROFILE OF THE DIRECTORS

[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. Nagesh Basavanhalli (DIN: 01886313)	Mr. Karan Thapar (DIN: 00004264)
Date of Birth / Age	23 rd February 1966/ 57 years	20 th March 1957/ 66 years
Qualification	B.E. (Mechanical), M.S, University of Texas, MBA - University of Chicago Booth School of Business	Chartered Accountant
Date of first appointment	27 th September 2016	26 th September 1991
Expertise in Specific functional areas	Business & Product Strategy, Building New Businesses & Brands, Strategic tie-ups & Partnerships, Capability Development Initiatives & Multicultural Global Exposure.	Finance, Business & Product Strategy, Global Economics, Developing Business Vision, Mergers & Acquisitions, Strategic tie-ups & Partnerships and developing new business across various sectors.
Experience	More than 25 years of rich experience of working with multiple OEMs (FIAT Chrysler, Daimler Chrysler, Chrysler) & PE backed companies like ATG heading businesses for emerging markets	More than 35 years of rich experience across different industries including industrial engineering, precision gears and e-mobility, and also managing companies (private and public) in diversified areas.
Terms and Conditions for appointment	Re-designated as Vice Chairman in the capacity of Non-Executive Director liable to retire by rotation	Re-appointed as Non- Executive Director liable to retire by rotation
Remuneration sought to be paid	Please Refer the resolution in the Notice above	Please Refer Corporate Governance Report
Remuneration last drawn	Please Refer Corporate Governance Report	Please Refer Corporate Governance Report
Directorships held in other companies	<ul style="list-style-type: none"> • Greaves Electric Mobility Private Limited • Greaves Technologies Limited • Breach Candy Hospital Trust 	<ul style="list-style-type: none"> • EICL Limited • Premium Transmission Private Limited • Karun Carpets Private Limited • Greaves Electric Mobility Private Limited
Memberships/ Chairmanships of Committees across other Boards	Greaves Electric Mobility Private Limited <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination and Remuneration Committee (Member) 	EICL Limited <ul style="list-style-type: none"> • Share Transfer / Shareholders Grievance Committee (Member) Premium Transmission Private Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee (Member) Karun Carpets Private Limited <ul style="list-style-type: none"> • Audit Committee (Chairman) • Nomination and Remuneration Committee (Chairman) • Risk Management Committee (Chairman) • Asset Liability Management Committee (Chairman)

Name	Mr. Nagesh Basavanhalli (DIN: 01886313)	Mr. Karan Thapar (DIN: 00004264)
Resignations from the listed entities in the past 3 years	None	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Number of Meetings of the Board of Directors attended during the year	Please refer to Corporate Governance Report	Please refer to Corporate Governance Report
Shareholding in the Company (as on date of notice)	4,28,856 equity shares of ₹ 2/- each	Nil
Justification of Appointment	Please refer explanatory statement to the notice	Not Applicable