

# **GREAVES**

## **GREAVES COTTON LIMITED**

**CIN:** L99999MH1922PLC000987

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

**Corporate Office:** Unit No. 1A, 5<sup>th</sup> Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai- 400 070; **Phone:** +91 (22) 41711700.

**E-mail:** [investorservices@greavescotton.com](mailto:investorservices@greavescotton.com); **Website:** <https://greavescotton.com/>

**Contact Person:** Mr. Atindra Basu, Group General Counsel and Company Secretary

## **NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

Notice is hereby given pursuant to section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**") (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) read with General Circular Nos. 14/2020 dated 08<sup>th</sup> April, 2020 and 17/2020 dated 13<sup>th</sup> April, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated 25<sup>th</sup> September 2023 issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**") and pursuant to other applicable laws and regulations, the proposed special resolution along with explanatory statement setting out the material facts is appended below for seeking consent of the Members of Greaves Cotton Limited (the "**Company**") through postal ballot by remote e-voting process.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. Accordingly, hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only. The detailed instructions for remote e-voting forms part of this Postal Ballot Notice.

The e-voting commences on Tuesday, 28<sup>th</sup> May 2024 at 09:00 a.m. IST and ends on Wednesday, 26<sup>th</sup> June 2024 at 05:00 p.m. IST. The assent or dissent received after such date and time shall be treated as if, reply from the Member has not been received. The Company has engaged the services of KFin Technologies Limited ("**KFintech**" or "**RTA**"), Registrar & Share Transfer Agent of the Company, for providing remote e-voting facility to the Members, enabling them to cast their vote in a secure manner.

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, have been appointed as scrutinizers to scrutinize the remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast by way of remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Chairman. The results of voting by Postal Ballot (through the remote e-voting process) will be declared on or before Friday, 28<sup>th</sup> June 2024, by the Chairman of the Company or any other person authorized by the Chairman at the Registered Office and Corporate Office. The results along with the Scrutinizer's Report will be displayed on the Company's website at <https://greavescotton.com/>, on the website of KFintech at [www.kfintech.com](http://www.kfintech.com) as well as on Stock Exchanges' website viz [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, 26<sup>th</sup> June 2024 i.e., the last date of remote e-voting.

**Item No. 1: Appointment of Mr. Mangalath Unnikrishnan (DIN: 01460245) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company, Mr. Mangalath Unnikrishnan (DIN: 01460245), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 01<sup>st</sup> April 2024 and who is eligible for appointment and who has given a notice in writing signifying his candidature for the appointment as Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 01<sup>st</sup> April 2024 to 31<sup>st</sup> March 2029.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof), be and are hereby severally authorized to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all the matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company, to severally delegate all or any of the above powers to any Committee of the Board of Directors or any Director(s) and/or Company Secretary and/or the Chief Financial Officer of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to this resolution.”

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

**Atindra Basu  
Group General Counsel & Company Secretary  
Membership No.: A32389**

Date: 22<sup>nd</sup> May 2024

Place: Mumbai

**Notes:**

1. The explanatory statement pursuant to section 102 of the Act stating all material facts and the reason for the proposed resolution is annexed herewith.
2. In terms of MCA circular, the Company is sending this Postal Ballot Notice to those Members whose names have appeared in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (together the "**Depositories**") as on Friday, 24<sup>th</sup> May 2024. The Postal Ballot Notice is being sent to the Members in electronic form at their e-mail addresses registered with their depository participants (in case of electronic shareholding) or the e-mail addresses registered with the KFintech (in case of physical shareholding).
3. In terms of the relaxation provided through MCA Circulars, the Company will send this postal ballot notice in electronic form. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this postal ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
4. The term 'Members' has been used to denote Shareholders of Greaves Cotton Limited.
5. Shareholders may note that this notice is also available on the websites of the Company at <https://greavescotton.com/>, KFintech at <https://evoting.kfintech.com> and the Stock Exchanges i.e., at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
- 6. Registration of e-mail address with Company / DP:**  
Members holding shares in physical mode and who have not registered/updated their email addresses with the Company/KFintech are requested to register/update their email addresses by submitting:
  - (a) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <http://www.greavescotton.com/investors> in download forms section and on the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.
  - (b) Self-attested copy of the PAN card;

- (c) 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.
- (d) 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 passbook statement, duly self-attested.

Members holding shares in dematerialised mode are requested to register/update their email addresses with their relevant depository participants.

In case of any queries, in this regard, Members are requested to write to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) or contact RTA at toll free number: 1800-309-4001.

- 7. 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.
- 8. Pursuant to SEBI vide Master Circular dated 17<sup>th</sup> May 2023 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated 26<sup>th</sup> September 2023 and SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17<sup>th</sup> November 2023, all holders of physical securities are mandatorily required to submit PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers.

With reference to the above, the Shareholders are requested to submit the aforesaid details to KFintech. The forms for updating the same are available at <https://greavescotton.com/investor-relations/investor-information/> in download forms section.

As per the SEBI Circular, the Company/ RTA can entertain a shareholder's service request only upon completion of the KYC, registration of PAN and Nomination.

- 9. SEBI vide its Master Circular 11<sup>th</sup> August 2023, has introduced Online Dispute Resolution ('ODR'), which is in addition to the existing SEBI Complaints Redress System ('SCORES') platform, which can be utilised by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The SMART ODR Portal can be accessed at <https://smartodr.in/login>.

The detailed circulars and process are also available on the website of the Company at [https://greavescotton.com/wp-content/uploads/2023/09/Microsoft-Word-SEBI-Circular\\_ODR\\_Final\\_clean.pdf](https://greavescotton.com/wp-content/uploads/2023/09/Microsoft-Word-SEBI-Circular_ODR_Final_clean.pdf)

- 10. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed at a General Meeting of the shareholders.

11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders as on Friday, 24<sup>th</sup> May 2024 i.e., cut-off date. A person who is not a member on the cut-off date should treat this Notice for information purpose only.
13. All relevant documents referred to in the Explanatory Statement would be made available for electronic inspection without any fee by the Members during business hours up to the last date of remote e-voting for postal ballot. A member may send a request to the Company at [investorservices@greavescotton.com](mailto:investorservices@greavescotton.com) for relevant documents as referred to in the Explanatory Statement.
14. Contact details of the persons responsible to address the queries/grievances connected with the voting by electronic means are as under:
  - i) Mr. Atindra Basu, Group General Counsel & Company Secretary, Unit No. 1A, 5<sup>th</sup> Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai - 400070, Tel: +91 (22) 41711700 E-mail: [investorservices@greavescotton.com](mailto:investorservices@greavescotton.com); or
  - ii) Mr. Sunny Gogiya, Scrutinizer, Office 2415, Solus Building, Hiranandani Estate, Thane West, 400607; Tel: +91 9922744338 / +91 9326644338; E-mail: [sunny.gogiya@legalixir.com](mailto:sunny.gogiya@legalixir.com) or
  - iii) Mr. Gaurav Sainani, Scrutinizer, Office 2415, Solus Building, Hiranandani Estate, Thane West, 400607; Tel: +91 8375070606; E-mail: [gaurav.sainani@legalixir.com](mailto:gaurav.sainani@legalixir.com) or
  - iv) KFin Technologies Limited, RTA, Tel: 1800 309 4001 (toll free); Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Additionally, Members may refer the Frequently Asked Questions (FAQs) and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com>.
15. The details of the process and manner for remote e-voting are explained herein below:

**General information and instructions relating to e-voting:**

- i. A person whose name is recorded in the register of Members or in register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Friday, 24<sup>th</sup> May 2024, shall only be entitled to avail the facility of e-voting.
- ii. The e-voting facility will be available during the following period:
  - a) Commencement of e-voting: Tuesday, 28<sup>th</sup> May 2024 at 09:00 a.m. IST
  - b) End of e-voting: Wednesday, 26<sup>th</sup> June 2024 at 05:00 p.m. IST
- iii. Any shareholder who holds the shares as on the cut-off date may obtain the User ID and password in the manner as mentioned below.

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFinTech upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

iv. **Instructions and other information relating to e-voting:**

**A. e-Voting procedure for Individual shareholders holding securities in Demat:**

As per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July 2023 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 / Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Method of Login for individual shareholders holding the securities in demat mode is given below:**

NSDL	CDSL
<ol style="list-style-type: none"> <li>1. If you are already registered for IDeAS facility, follows the below steps:               <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li> <li>III. A new screen will open. You will need to enter your User ID and Password. After successful authentication, click on “Access to e-Voting” under Value Added Services section.</li> <li>IV. Click on ‘Access to e-Voting’ appearing on the left-hand side under e-Voting services and you will be able to see e-Voting page.</li> <li>V. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li>2. User not registered for IDeAS e-Services, follow the below steps:               <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Select “Register Online for IDeAS”</li> <li>III. Proceed with completing the required fields.</li> </ol> </li> </ol>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for CDSL Easi / Easiest, they can login through their 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</li> <li>2. After successful login of Easi/Easiest the user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting 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. 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.</li> <li>3. If user is not registered for Easi/Easiest:               <ol style="list-style-type: none"> <li>I. Option to register for Easi/Easiest is available at CDSL website</li> </ol> </li> </ol>



<p>OR</p> <ol style="list-style-type: none"> <li>I. click on link: <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>II. Proceed with completing the required fields.</li> </ol> <p>3. e-Voting website of NSDL</p> <ol style="list-style-type: none"> <li>I. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>III. A new screen will open. You will need to enter User ID (i.e., 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>IV. Post 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>	<p><a href="http://www.cdslindia.com">www.cdslindia.com</a>. You will have to click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, by visiting the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> <li>I. Open web browser by typing the following URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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**Method of Login for individual Shareholders holding the securities in demat mode through their Depository Participants.**

Step 1: Shareholders can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility.

Step 2: Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication.

Step 3: Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 1800 1020 990 / 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B. e-Voting procedure for Institutional Shareholders and shareholders holding securities in Physical form:**

- i. The details of the process and manner for e-voting are given below:
  - a. Initial password is provided in the body of the email.
  - b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
  - c. Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with M/s KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
- ii. After entering the details appropriately, click on LOGIN.
- iii. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (09) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the EVENT i.e., 7996 - Greaves Cotton Limited.
- vi. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.



- vii. Shareholders holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- viii. You may then cast your vote by selecting an appropriate option and click on "Submit" and also "Confirm" when prompted.
- ix. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have not voted on the Resolution(s).
- x. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI, etc. ) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizers by email at [sunny.gogiya@legalixir.com](mailto:sunny.gogiya@legalixir.com) and at [gaurav.sainani@legalixir.com](mailto:gaurav.sainani@legalixir.com) with a copy marked KFintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). They may also upload the same in the e-voting module under their login. The scanned images of the above-mentioned documents should be in the naming format "7996 - Greaves Cotton Limited".

**Explanatory Statement pursuant to Sections 102 and 110 of the Act read with provisions of Listing Regulations.**

**Item No. 1: Appointment of Mr. Mangalath Unnikrishnan (DIN: 01460245) as an Independent Director**

Basis the recommendation of Nomination and Remuneration Committee ('NRC'), the Board of Directors had appointed Mr. Mangalath Unnikrishnan (DIN: 01460245) as an Additional Director, designated as an Independent Director of the Company, for a period of 5 (five) years with effect from 01<sup>st</sup> April 2024, subject to approval of shareholders of the Company.

Mr. Mangalath Unnikrishnan is the CEO of IITB-Monash Research Academy, a research institute dedicated to a PhD program in cutting edge technologies and management, jointly promoted by IIT Bombay and the Monash University of Australia. He has previously held the position of Managing Director & CEO of Thermax Group for over 13 years and played a pivotal role in the growth, professionalisation and globalisation of the company. He serves as a director of IIT Palakkad Technology Innovation Hub Foundation and on the board of several other listed and unlisted companies. He is also a member of the Apex Council for the selection and mentoring of the Prime Minister's Research Fellowship for Doctoral Research. He is a graduate in Mechanical Engineering from VNIT, Nagpur, and has also completed his Advanced Management Program from the Harvard Business School, Boston, USA. He continues to be a keen student of energy, environment, and management.

The Company has received:

- (a) consent in writing from Mr. Unnikrishnan to act as a Director,
- (b) a notice in writing from Mr. Unnikrishnan under the provisions of Section 160 of the Act signifying his candidature for the office of Director,
- (c) a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act,
- (d) a declaration to the effect that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations,
- (e) a disclosure of interest in form MBP-1 under Section 184 of the Act.

Basis the recommendation of the NRC and in the opinion of the Board of Directors, Mr. Unnikrishnan fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and is Independent of the management. The Board noted that Mr. Unnikrishnan's skills, background and experience are aligned to the desired attributes identified by the NRC and that he is eligible for appointment as an Independent Director.

Pursuant to amended Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Unnikrishnan has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

A copy of the letter for the appointment of Mr. Unnikrishnan as an Independent Director setting out the terms and conditions, and all the material documents referred to in the Notice and Explanatory Statement are available for electronic inspection without any fee by the Members during business hours up to the last date of remote e-voting for postal ballot.

The profile and specific areas of expertise of Mr. Unnikrishnan and other relevant information as required under Listing Regulations and Secretarial Standard-2 are provided in Annexure A.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 and 25 of the Listing Regulations, the approval of the Members is sought for the appointment of Mr. Unnikrishnan as an Independent Director of the Company, as a special resolution as set out above.

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

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

**Atindra Basu  
Group General Counsel & Company Secretary  
Membership No.: A32389**

Date: 22<sup>nd</sup> May 2024  
Place: Mumbai

## Annexure A

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

<b>Name</b>	<b>Mr. Mangalath Unnikrishnan</b>
<b>Date of Birth / Age</b>	27 <sup>th</sup> July 1960 / 63 years
<b>Qualification</b>	Mr. Unnikrishnan is a graduate in Mechanical Engineering from VNIT, Nagpur, he has also completed his Advanced Management Program from the Harvard Business School, Boston, USA.
<b>Date of first appointment</b>	01 <sup>st</sup> April 2024
<b>Expertise in Specific functional areas</b>	Business & Product strategy, Developing Business Vision, Building New Businesses & Brands, Strategic tie-ups and partnerships, Multicultural global exposure, Human Resource and Mergers & Acquisitions.
<b>Experience</b>	Mr. Mangalath Unnikrishnan is the CEO of IITB-Monash Research Academy, a research institute dedicated to a PhD program in cutting edge technologies and management, jointly promoted by IIT Bombay and the Monash University of Australia. He has previously held the position of Managing Director & CEO of Thermax Group for over 13 years and played a pivotal role in the growth, professionalisation and globalisation of the company. He serves as a director of IIT Palakkad Technology Innovation Hub Foundation and on the board of several other listed and unlisted companies. He is also a member of the Apex Council for the selection and mentoring of the Prime Minister's Research Fellowship for Doctoral Research.
<b>Skills and capabilities required for the role and manner in which the Director meets the same</b>	Business, Strategy, Management, Energy and Environment Proficiency, Technology & Mergers and Acquisitions.
<b>Terms and Conditions for appointment/ re-appointment</b>	As per the resolution of this Notice read with the explanatory statement thereto.  A draft letter for the appointment of Mr. Unnikrishnan as an Independent Director setting out the terms and conditions is available at the website of the Company at <a href="https://greavescotton.com/wp-content/uploads/2023/04/GCL-Terms-and-conditions-of-Appointment-of-Independent-Director.pdf">https://greavescotton.com/wp-content/uploads/2023/04/GCL-Terms-and-conditions-of-Appointment-of-Independent-Director.pdf</a>

<b>Remuneration sought to be paid</b>	Independent Directors are paid remuneration as per the criteria set by the Board from time to time in accordance with the shareholders' approval obtained in this regard. The detailed criteria is available in the Remuneration Policy of the Company. The said policy is available at <a href="https://greavescotton.com/wp-content/uploads/2023/04/GCL-Remuneration-Policy_04.05.2021.pdf">https://greavescotton.com/wp-content/uploads/2023/04/GCL-Remuneration-Policy_04.05.2021.pdf</a>
<b>Remuneration last drawn and number of Meetings attended</b>	It is proposed to appoint Mr. Unnikrishnan as Independent Director for his first term on the Board and hence, these details are not applicable.
<b>Directorships held in other companies</b>	<p><b>Public/Private Limited Companies</b></p> <ul style="list-style-type: none"> <li>• KEC International Limited</li> <li>• Kirloskar Brothers Limited</li> <li>• Ground Screw Private Limited</li> <li>• Livguard Energy Technologies Private Limited</li> </ul> <p><b>Section 8 Companies</b></p> <ul style="list-style-type: none"> <li>• IIT Palakkad Technology IHUB Foundation</li> <li>• Vnit Nagpur Alumni Association</li> </ul>
<b>Memberships/ Chairmanships of committees across other companies</b>	<p><b>Kirloskar Brothers Limited</b></p> <p>Audit Committee – Member Nomination and Remuneration Committee – Member Risk Management Committee – Chairman</p> <p><b>KEC International Limited</b></p> <p>Audit Committee – Member Nomination and Remuneration Committee – Member Risk Management Committee – Chairman Finance Committee - Member</p>
<b>Resignations from the listed entities in the past 3 years</b>	None
<b>Relationship with other Directors, and other Key Managerial Personnel of the Company</b>	None
<b>Number of Meetings of the Board of Directors attended during the financial year 2023-24.</b>	Not Applicable

<b>Shareholding in the Company including the shareholding as a beneficial owner (as on date of notice)</b>	Nil
<b>Justification of Appointment</b>	Please refer explanatory statement to the notice