

GREAVES

GREAVES COTTON LIMITED

CIN: L99999MH1922PLC000987

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

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

E-mail: investorservices@greavescotton.com; **Website:** <https://greavescotton.com/>

Contact Person: Mr. Atindra Nath 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 08th April 2020, 17/2020 dated 13th April 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings 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 to 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 Friday, 10th January 2025 at 09:00 a.m. IST and ends on Saturday, 08th February 2025 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 M/s. SGGGS & 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 Monday, 10th February 2025, 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 inward.ris@kfintech.com as well as on Stock Exchanges' website viz www.bseindia.com and www.nseindia.com.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday, 08th February 2025 i.e., the last date of remote e-voting.

Item No. 1: Approve the Greaves Cotton Employee Stock Option Plan 2024 (“ESOP-2024” or “the New Scheme”)

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (“the **Act**”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any, of the Act read with rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“the **SEBI SBEBSE Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the **SEBI LODR Regulations**”), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed, the Foreign Exchange Management Act, 1999, and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019, as amended from time to time, and any other applicable laws for the time being in force, the Memorandum of Association and Articles of Association of the Company and subject to such other consents, permissions, sanctions and approvals as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as “the **Board**” which term shall be deemed to include the Nomination and Remuneration Committee to exercise the powers conferred by this Resolution), consent of the Members be and is hereby accorded to approve the ‘Greaves Cotton Employee Stock Option Plan 2024’ (“**ESOP-2024**” or “**the New Scheme**”), the salient features of which are detailed in the Explanatory Statement to this Notice, and on such terms and conditions as provided in the New Scheme.

RESOLVED FURTHER THAT the maximum number of employee stock options, to be granted to eligible employees on such terms and conditions as provided in the ESOP-2024 shall not exceed 2.00% of the paid-up share capital of the Company as on the date of approval of ESOP-2024 by the Shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares directly to the Employees upon exercise of Options from time to time in accordance with the ESOP-2024 and such equity shares shall rank *pari-passu* in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the shares of the Company are either subdivided or consolidated, then the number of shares to be allotted and the exercise price payable by the option grantees under the New Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- per equity share bears to the revised face value of the equity shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the Grantees.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board is authorised to formulate, evolve, decide upon and implement the ESOP-2024, determine the detailed terms and conditions of the aforementioned ESOP-2024 including but not limited to the quantum of the Options to be granted per Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Options, to such Employees of the Company, at such price, at such time and on such terms and conditions as set out in the ESOP-2024 and as the Compensation Committee in its absolute discretion think fit.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI SBEBSE Regulations for the purposes of administration of ESOP-2024.

RESOLVED FURTHER THAT the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOP-2024 as it may deem fit, from time to time or to suspend, withdraw or revive the ESOP-2024 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the equity shares allotted under the ESOP-2024 on the stock exchanges, where the shares of the Company are listed in accordance with the provisions of the SEBI SBEBSE Regulations, the SEBI LODR Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOP-2024 at any

stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company, to the end and intent, that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to such other Committees, with power to sub-delegate to Managing Director and/or Group General Counsel and Company Secretary and/or Chief Financial Officer and/or Group Chief Human Resource Officer of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.”

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

Atindra Basu
Group General Counsel & Company Secretary
Membership No.: A32389
Date: 09th January 2025
Place: Mumbai

Notes:

1. The explanatory statement pursuant to section 102 of the Act along with the details in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 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, 03rd January 2025. 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 only. 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/ investors/ shareholders’ has been used to denote Shareholders of Greaves Cotton Limited in this Postal Ballot Notice.

5. Shareholders may note that this notice is also available on the websites of the Company at <https://greavescotton.com/>, KFinTech at einward.ris@kfintech.com and the Stock Exchanges i.e., at www.bseindia.com and 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 of all holders;
- (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.

either at the office of KFin Technologies Limited (Unit: Greaves Cotton Limited) at 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.

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

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.

The said form is available on the website of the Company at <https://greavescotton.com/investor-relations/investor-information/> and on the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. 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)/DP ID & Client ID.

8. Pursuant to SEBI vide Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 07th May 2024, 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 submission of the above details.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf

9. SEBI vide its Master Circular 11th August 2023, has introduced Online Dispute Resolution ('ODR'), which is in addition to the existing SEBI Complaints Redress System ('SCORES') platform, which can be utilized 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

10. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed at a General Meeting of the shareholders.
11. The right of voting 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, 03rd January 2025 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 this postal ballot. A member may send a request to the Company at investorservices@greavescotton.com for the 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, 5th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai - 400070, Tel: +91 (22) 41711700 E-mail: 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 or
 - iii) Mr. Gaurav Sainani, Scrutinizer, Office 2415, Solus Building, Hiranandani Estate, Thane West, 400607; Tel: +91 8375070606; E-mail: gaurav.sainani@legalixir.com or

- iv) KFin Technologies Limited, RTA, Tel: 1800 309 4001 (toll free); Email: inward.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, 03rd January 2025, 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: Friday, 10th January 2025 at 09:00 a.m. IST
 - b) End of e-voting: Saturday, 08th February 2025 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/0155 dated 11th November 2024 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
1. If you are already registered for IDeAS facility, follows the below steps: <ol style="list-style-type: none"> i. Visit https://eservices.nsd.com URL: ii. Once the home page of e-Services is launched, click on the 	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

<p>“Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</p> <ol style="list-style-type: none"> III. A new screen will open. You will need to enter your User ID and Password. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. 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. 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. <p>2. User not registered for IDeAS e-Services, follow the below steps:</p> <ol style="list-style-type: none"> I. Option to register is available at https://eservices.nsdl.com II. Select “Register Online for IDeAS” III. Proceed with completing the required fields. <p>OR</p> <ol style="list-style-type: none"> I. click on link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields. <p>3. e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ II. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. 	<p>login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password.</p> <ol style="list-style-type: none"> 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. 3. If user is not registered for Easi/Easiest: <ol style="list-style-type: none"> I. Option to register for Easi/Easiest is available at CDSL website www.cdslindia.com. You will have to click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, by visiting the e-Voting website of CDSL: <ol style="list-style-type: none"> I. Open web browser by typing the following URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. 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.
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<p>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.</p>	
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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 evoting@nsdl.co.in or call at 022 - 4886 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 022-23058738 or 022-23058542-43

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., 8594 - 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 and at gaurav.sainani@legalixir.com with a copy marked KFintech at 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 " 8594 - Greaves Cotton Limited".

Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Item No. 1: Approve the Greaves Cotton Employee Stock Option Plan 2024 (“ESOP-2024” or “the New Scheme”) of the Company.

Background:

Greaves Cotton Limited firmly believes that stock options enable the alignment of personal goals of the employees with organizational objectives by allowing their participation in the ownership of the Company. Accordingly, the Company believes in rewarding its employees, for their continuous hard work, dedication and support, which has led the Company on the growth path.

The Company in the past had implemented ‘Greaves Cotton - Employees Stock Option Plan 2020’ (“**ESOP 2020/Plan**”) which was approved by the Members through Postal Ballot on 11th July 2020 for 46,24,135 stock options (representing 2.00% of the paid-up share capital of the Company as appearing on the date of the approval of the shareholders) as the maximum quantum of options to be granted under the Plan. As per the terms & conditions of the ESOP 2020, the Nomination and Remuneration Committee (“**NRC**”) granted stock options to the eligible employees, on such terms and condition as it may deem fit, from time to time, within the overall framework of the Plan. The ESOP 2020 will continue to operate for the grants made under the said Plan.

New Scheme – “Greaves Cotton Employee Stock Option Plan 2024”

Based on the recommendation of the NRC and subject to the approval of the Members, the Board of Directors of the Company, at its meeting held on 08th August 2024, approved the “Greaves Cotton Employee Stock Option Plan 2024” (“**ESOP-2024**” or “**the New Scheme**”) which will be different from the ESOP 2020 Plan on various parameters as mentioned specifically hereunder including but not limited to introduction of different vesting mix for Group and business CEO’s with other corporate functions, change the vesting time schedule from 25% each year to 50% vesting in alternate year and different performance parameters including the revenue and profitability of each business units and the Company. The purpose is to ensure eligible employees are adequately rewarded for their performance and time committed to the Company.

Brief Description of the New Scheme and Disclosures pursuant to the SEBI SBEBSE Regulations and the Act are as under:

a) Brief Description of the New Scheme:

This New Scheme shall be called the “Greaves Cotton Employee Stock Option Plan 2024” and shall be implemented through direct route. The objectives of the Company for providing Employee Incentive Scheme are to:

- a. create a sense of ownership and value creation for the Employees;
- b. motivate the Employees with incentives and reward opportunities;
- c. drive an entrepreneurship mindset of value creation for the organization;
- d. provide means to enable the Company to attract and retain appropriate talent; and
- e. achieve sustained growth of the Company and create shareholder value by aligning the interests of the Employees with the long-term interests of the Company.

b) The total number of options to be granted:

The total number of options that may be granted shall not exceed 2.00% of the paid-up share capital of the Company (relating to the shares) ("**New Scheme Pool**") as on the date of the approval of this New Scheme by the Members of the Company.

Each Option when exercised would be converted into one fully paid-up equity share.

The New Scheme Pool shall be subject to corresponding adjustment(s) for any corporate action as per the SEBI SBEBSE Regulations.

c) Identification of classes of employees entitled to participate and be beneficiaries in the New Scheme:

The class of employees for whose benefit the New Scheme is being implemented are the beneficiaries of the New Scheme. The term 'employee' has been defined under the New Scheme and shall mean:

- (i) a permanent employee of the Company who has been working in India or outside India; or
- (ii) a Director of the Company, whether a whole-time director or not but excluding an independent director;

but does not include:

- (i) an Employee/Director who is a Promoter or a person belonging to the Promoter group of the Company;
- (ii) a Director who either himself or through his relative or through any body corporate directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

The options may be granted to the employees as may be determined by NRC at its discretion.

d) Requirements of vesting, period of vesting and the maximum period within which the options shall be vested:

- The Vesting criteria could either be time-based and/or performance-based (of the Company and/or the Employee) or mix of both for the Options Granted to Eligible Employees and shall be determined by the NRC.

- There shall be a minimum period of one year between the grant of options and vesting of options and a maximum period of ten years. The NRC may also vary or alter the terms of vesting of the options already granted but not yet Exercised, as it may deem fit; provided however, that such variation shall not be to the disadvantage of the Option Holder.

e) Exercise price/Pricing formula:

The exercise price for the purpose of the grant of options will be decided by the NRC, which shall not be less than the face value of equity shares of the Company.

f) Exercise period and process of exercise:

On the expiry of the Vesting Period, the employee will have option to convert the options into equity shares within the time mentioned in their Letter of Grant provided by the NRC which in no event shall be more than 8 years from the Vesting Date (hereinafter referred to as Exercise Period).

The options holder may exercise the options by submitting the exercise form (which will include making applications online using any ESOP administration software) accompanied by the Exercise price (including applicable taxes) to the Company. NRC may determine the procedure for exercise from time to time.

In the event the option holder fails to exercise his/her vested options within the exercise period, then such vested options shall lapse and revert to the New Scheme Pool.

g) Appraisal Process for determining the eligibility of Employees for the New Scheme:

The Company has established a well-governed and structured performance appraisal system that evaluates employee performance annually based on various functional and managerial criteria. This appraisal process is regularly updated to align with emerging trends.

Eligible employees are granted stock options based on criteria such as the Employee's performance appraisal, seniority, period of service, role of the employee, the present and potential contribution to the growth of the Company and/or by any such criteria that may be determined by the NRC.

h) Maximum number of options to be issued per Employee and in the aggregate:

The maximum number of Options that may be granted to any specific employee under the New Scheme, whether in one or more tranches, shall be decided by the NRC and during any one financial year it shall not exceed one percent of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option, unless a prior specific approval from the Members of the Company through a special resolution to this effect has been obtained.

The total number of options to be granted under the New Scheme in aggregate shall not exceed the New Scheme Pool as stated in point (b) above.

i) Maximum quantum of benefits to be provided per employee under the New Scheme:

The maximum quantum of benefits to be granted to an employee under the New Scheme, will be the difference between the fair value of shares as on the date of exercise and Exercise Price paid by the Employee, subject to the adjustments of applicable taxes.

j) Whether the New Scheme is to be implemented and administered directly by the Company or through a trust:

The New Scheme will be implemented and administered directly by the Company through NRC.

k) Whether New Scheme involves new issue of shares by the Company or Secondary acquisition by the trust:

The New Scheme will involve only new issue of equity shares by the Company.

l) The amount of loan to be provided for implementation of the New Scheme by the company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable, as the New Scheme will not be implemented through Trust.

m) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the New Scheme:

Not Applicable, as the New Scheme will not be implemented through Trust.

n) A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of SEBI SBEBSE Regulations:

The Company conforms to the applicable accounting policies in accordance with and subject to Regulation 15 of the SEBI SBEBSE Regulations prescribed by SEBI and/ or any other appropriate regulatory authority, from time to time.

o) Method of Valuation:

The Company follows fair value method of valuation for the options granted and will follow applicable accounting standards and other requirements as are applicable to the Company.

p) Period of Lock In:

The Equity Shares allotted upon exercise of Stock Options under the New Scheme are not subject to any lock in period.

q) Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Not applicable.

The New Scheme will be administered by the NRC within the overall framework of the New Scheme, and its decisions and interpretations will be final and binding for all Eligible Employees. Each granted Option will be documented with a grant letter that outlines the specific terms and conditions set by the NRC.

As per the provisions of Regulation 6(1) of the SEBI SBEBSE Regulations, every share-based incentive scheme is required to be approved by the Members of a Company by way of a Special Resolution. In addition, as per the provisions of Section 62(1)(b) of the Act and the rules made thereunder, consent of the Members by way of a Special Resolution is required for issuance of shares under employee stock option schemes.

Accordingly, the Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

The New Scheme will be available for inspection, without any fee, to Members from the date of circulation of the Notice up to the closure of the voting period. Members seeking to inspect the New Scheme can send an e-mail to investorservices@greavescotton.com.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of grant of options that may be made to them, if any, under the New Scheme.

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

Atindra Basu
Group General Counsel & Company Secretary
Membership No.: A32389
Date: 09th January 2025
Place: Mumbai