Greaves Cotton Limited

Secretarial Dept. : Industry Manor, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, India.
Ph.: (91-22) 24397575, 24365510, Fax: (91-22) 24377730, 24370666

GREAVES
SINCE 1859

Ref. MC/PB/Notice
Date: 29th November, 2012

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex
Bandra (East)
Mumbai 400 050

By Fax (26598237 / 26598238)

Sub: **Notice of Postal Ballot**

Ref: **Scrip Code: GREAVECOT EQ**

Dear Sirs,

In compliance with the requirements of Clause 31 of the Listing Agreement, please find enclosed six copies of Postal Ballot Notice sent to the Members of the Company today seeking their approval by an Ordinary Resolution under Section 293(1)(a) of the Act to create mortgages / charges on the moveable and immoveable assets of the Company to secure the long term borrowings with the power to take over the substantial assets of the Company in certain events, by the lenders of such long term borrowings.

Yours faithfully,

For Greaves Cotton Limited

Monica Chopra
Company Secretary &
Vice President – Legal

Encl: a/a

Greaves Cotton Limited

Registered Office: Industry Manor, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025
Phone : 2439 7575 Fax : 2437 9555
Email : investorservices@greavescotton.com Website : www.greavescotton.com

GREAVES SINCE 1859

Postal Ballot Notice

(Pursuant to Section 192A of the Companies Act, 1956)

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 (the Act), read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time, that the Resolution appended below is proposed to be passed as an Ordinary Resolution by way of Postal Ballot.

Consent of the Members is requested under Section 293(1)(a) of the Act to authorize the Board of Directors of the Company to create mortgages / charges on the moveable and immoveable assets of the Company for an amount not exceeding Rs.200 Crores over and above the aggregate of the Paid-up Share Capital and the Free Reserves of the Company to secure the long term borrowings to be availed by the Company with the power to take over the substantial assets of the Company in certain events, by the lenders of such long term borrowings.

The Explanatory Statement pursuant to Sections 173 and 192A of the Act giving the material facts and reasons in respect of the proposed Resolution is annexed hereto along with this Postal Ballot Notice.

Creation of charges on the moveable and immoveable assets of the Company, both present and future, to secure long term borrowings:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"**RESOLVED** that the consent of the Members of the Company be and is hereby accorded under Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company to create mortgages / charges on such moveable and immoveable assets and properties of the Company, wherever situate, both present and future, and in such manner as the Board of Directors may deem fit for an amount not exceeding Rs.200 Crores over and above the aggregate of the Paid-up Share Capital and the Free Reserves of the Company to secure the rupee / foreign currency borrowings to be availed by the Company together with all interest thereon, liquidated damages, commitment charges, premia on pre-payment, costs, charges, expenses and all other monies payable by the Company with the power to take over the substantial assets of the Company in certain events, by the lenders of such rupee / foreign currency borrowings.

"**RESOLVED** further that the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto."

By order of the Board
For Greaves Cotton Limited

Monica Chopra
Company Secretary &
Vice President-Legal

Place : Mumbai
Date : 27th November, 2012

Notes:

1. The Explanatory Statement pursuant to Sections 173 and 192A of the Companies Act, 1956 (the Act) setting out the material facts and reasons in respect of the proposed Resolution is annexed hereto.
2. The Notice is being sent to all the Members by post (and electronically by e-mail to those Members whose e-mail ID is available with the Company), whose names appear on the Register of Members / List of Beneficial Owners, received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL), as on Saturday, 17th November, 2012.
3. Postal Ballot shall not be exercised by a Proxy.
4. Mr. Upendra Shukla, Practicing Company Secretary, has been appointed as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. In compliance with the provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and the Securities and Exchange Board of India Circular No. CIR/CFD/DIL/6/2012 dated Friday, 13th July, 2012, the Company offers e-voting facility through NSDL as an alternate, to enable the Members to cast their votes electronically instead of dispatching the Postal Ballot Form. E-voting is optional.

The instructions to the Members for e-voting are as under:

(a) In case of Members receiving e-mail from NSDL:

(i) Open e-mail and open PDF file viz; "Greaves Cotton e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

(iii) Click on "Shareholder - Login".

(iv) Put user ID and password as initial password noted in step (i) above. Click "Login".

(v) "Password Change Menu" appears. Change the password with new password of your choice with minimum 8 digits characters or combination thereof. Note the new password. Please do not share your password with any other person.

(vi) Home page of e-Voting opens. Click on "e-Voting: Active Voting Cycles".

(vii) Select "EVEN" of Greaves Cotton Limited.

(viii) Now you are ready for e-Voting as "Cast Vote" page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the Resolution, you will not be allowed to modify your vote.

(xii) Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter, etc. together with attested specimen signature of the persons who are duly authorized to vote to the Scrutinizer through e-mail gclpb2012@greavescotton.com with a copy marked to evoting@nsdl.co.in

(xiii) You may contact NSDL on (022) 2499 4600 for any further details on e-Voting.

(b) In case of Members receiving Postal Ballot Form by post:

(i) Initial password is provided as below:

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast your vote.

Greaves Cotton Limited

Registered Office: Industry Manor, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025
Phone : 2439 7575 Fax : 2437 9555
Email : investorservices@greavescotton.com Website : www.greavescotton.com

Postal Ballot Notice

(Pursuant to Section 192A of the Companies Act, 1956)

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 (the Act), read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time, that the Resolution appended below is proposed to be passed as an Ordinary Resolution by way of Postal Ballot.

Consent of the Members is requested under Section 293(1)(a) of the Act to authorize the Board of Directors of the Company to create mortgages / charges on the moveable and immoveable assets of the Company for an amount not exceeding Rs.200 Crores over and above the aggregate of the Paid-up Share Capital and the Free Reserves of the Company to secure the long term borrowings to be availed by the Company with the power to take over the substantial assets of the Company in certain events, by the lenders of such long term borrowings.

The Explanatory Statement pursuant to Sections 173 and 192A of the Act giving the material facts and reasons in respect of the proposed Resolution is annexed hereto along with this Postal Ballot Notice.

Creation of charges on the moveable and immoveable assets of the Company, both present and future, to secure long term borrowings:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"**RESOLVED** that the consent of the Members of the Company be and is hereby accorded under Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company to create mortgages / charges on such moveable and immoveable assets and properties of the Company, wherever situate, both present and future, and in such manner as the Board of Directors may deem fit for an amount not exceeding Rs.200 Crores over and above the aggregate of the Paid-up Share Capital and the Free Reserves of the Company to secure the rupee / foreign currency borrowings to be availed by the Company together with all interest thereon, liquidated damages, commitment charges, premia on pre-payment, costs, charges, expenses and all other monies payable by the Company with the power to take over the substantial assets of the Company in certain events, by the lenders of such rupee / foreign currency borrowings.

"**RESOLVED** further that the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto."

By order of the Board
For Greaves Cotton Limited

Monica Chopra
Company Secretary &
Vice President-Legal

Place : Mumbai
Date : 27th November, 2012

(c) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and the e-Voting User Manual for Members available in the downloads section of www.evoting.nsdl.com

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

(e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

(f) Click on to the "Resolution File Link" if you wish to view the entire Postal Ballot Notice.

6. Members whose IDs are registered with the Company for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs, are being sent Notice of Postal Ballot by e-mail and others are sent by post along with the Postal Ballot Form.

7. Members who have received the Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the link www.evoting.nsdl.com or www.greavescotton.com or seek a duplicate Postal Ballot Form from the Registrar & Transfer Agent, Sharepro Services (India) Pvt. Limited, 13 AB Samhita Warehousing Complex, 2nd floor, Off. Andheri Kurla Road, Sakinaka Telephone Exchange, Sakinaka, Andheri (East), Mumbai 400 072 or Greaves Cotton Limited, Industry Manor, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, fill in the details and send the same to the Scrutinizer.

8. The envelopes containing the Postal Ballot Form including from those Members who have requested for the duplicate Forms, should reach the Scrutinizer not later than the close of business hours on Friday, 28th December, 2012. The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received.

9. Kindly note that the Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Members cast their vote by physical ballot as well as by e-voting, then voting done through a valid physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

10. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Posal Ballot Form duly completed and signed in the enclosed self addressed Business Reply Envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted.

11. Voting rights shall be reckoned on the paid-up value of Shares registered in the name of the Members as on Saturday, 17th November, 2012.

12. The voting period commences on and from Thursday, 29th November, 2012 and ends on the close of business hours on Friday, 28th December, 2012. The e-voting module shall also be disabled by NSDL for voting thereafter.

13. The Scrutinizer will submit his report to the Managing Director or the Company Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms. The result of the Postal Ballot will be announced at the Registered Office of the Company situated at Industry Manor Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 at 4.30 pm on Monday, 7th January, 2013. The result of the Postal Ballot will be displayed at the Registered Office of the Company and posted on the Company's website www.greavescotton.com and communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will be published in one English newspaper and one Marathi newspaper and will also be announced at the next Annual General Meeting of the Company.

14. In the event the Resolution is assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of the result of Postal Ballot shall be deemed to be the date of passing of the said Resolution.

15. The Board of Directors has appointed Ms. Monica Chopra, Company Secretary & Vice President – Legal and Mr. Sunil Pahilajani, Managing Director & CEO as the persons severally responsible for the entire Postal Ballot process.

16. All documents referred to in the Notice and the accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days of the Company between 10.30 a.m. to 5.00 p.m. up to the date of the closure of the Postal Ballot.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 173(2) AND 192A OF THE COMPANIES ACT, 1956

At the 75th Annual General Meeting of the Company held on 19th August, 1994, the Members accorded their approval under Section 293(1)(d) of the Companies Act, 1956 (the Act) to the Board of Directors (Board) to avail of long term borrowings from time to time of a sum not exceeding Rs.200 Crores over and above the aggregate of the Paid-up Share Capital and the Free Reserves of the Company. At the same Annual General Meeting held on 19th August, 1994, the Members accorded their approval under Section 293(1)(a) of the Act for creation of mortgages / charges on the assets of the Company up to Rs.400 Crores to secure the long term borrowings.

The Board proposes to obtain the consent of the Members under Section 293(1)(a) of the Act, in order to bring the approval granted by the Members for creation of a charges on the assets of the Company at par with the approval granted by the Members for long term borrowings, i.e., a sum not exceeding Rs.200 Crores over and above the aggregate of the Paid-up Share Capital and the Free Reserves of the Company. This enabling Resolution will provide flexibility to the Board to avail of secured borrowings, as and when required.

In view of the above, the Board of Directors recommends this Resolution as an Ordinary Resolution to enhance its power to offer security for long term borrowings, as and when required, in line with the limit on the authority to avail long term borrowings.

None of the Directors of the Company is interested in this Resolution except to the extent of the shareholding in the Company.

By order of the Board
For Greaves Cotton Limited

Monica Chopra
Company Secretary &
Vice President-Legal

Place : Mumbai
Date : 27th November, 2012

Postal Ballot Form 7.5" x 11"

GREAVES
SINCE 1859

Greaves Cotton Limited

Registered Office: Industry Manor, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

POSTAL BALLOT FORM
(To be returned to the Scrutinizer appointed by the Company)

Sr. No. : 00001

1. Name(s) of Member(s)
   (Including joint holders, if any)

2. Registered address of the
   sole / first named Member

3. Registered Folio Number /
   DP Id / Client Id

4. Number of Shares held

5. I / We hereby exercise my / our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice by sending my / our assent or dissent to the said Resolution by placing a tick (✓) mark in the appropriate box below:

Description	Number of Shares held	I / We assent to Resolution (For)	I / We dissent to Resolution (Against)
Resolution under Section 293(1)(a) of the Companies Act, 1956 for creation of charges on the moveable and immoveable assets of the Company to secure long term borrowings.			

Orient Press Ltd. 2366 1251

(Signature of the Member)

Place:

Date:

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	User ID	Password / PIN

Note : Kindly read the instructions printed overleaf before filing the Form. Last date for receipt of the Postal Ballot Forms by the Scrutinizer is Friday, 28th December, 2012.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Upendra Shukla, Practicing Company Secretary, in the enclosed self addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing the Postal Ballot Form, if sent by courier or registered /speed post at the expense of the Member will also be accepted.

2. The enclosed self addressed Business Reply Envelope bears the address of the Scrutinizer.

3. This Potal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company /Depository Participants). In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.

4. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than Friday, 28th December, 2012. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.

5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).

6. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board / Trust Resolution or Authority Letter.

7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the closure of the business hours on the last date of receipt of Postal Ballot Forms, i.e., Friday, 28th December, 2012.

8. Voting rights shall be reckoned on the paid-up value of Shares registered in the name of the Members as on Saturday, 17th November, 2012.

9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

10. Members need not use all the votes nor cast all the votes in the same way.

11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

13. The result of the Postal Ballot will be announced at the Registered Office of the Company situated at Industry Manor, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 at 4.30 pm on Monday, 7th January, 2013. The result of the Postal Ballot will be displayed at the Registered Office of the Company and posted on the Company's website www.greavescotton.com. It will be communicated to the stock exchanges where the Company's shares are listed, published in one English newspaper and one Marathi newspaper and will also be announced at the next Annual General Meeting of the Company.

14. The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.

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