GREAVES
SINCE 1859

Ref. MC/hrh
Date: 9th September, 2016

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

Symbol: GREAVESCOT
Sub : Notice of 97th Annual General Meeting

Dear Sir/Madam,

Please find enclosed herewith the Notice of 97th Annual General Meeting of the Members of Greaves Cotton Limited scheduled to be held on Monday, 26th September, 2016 at 3.00 p.m. at the Hall of Culture, Nehru Centre, Worli, Mumbai - 400 018.

The entire Annual Report for the FY 2015-16 is available on the following link:

http://www.greavescotton.com/Upload/Investor/greaves_ar_2016

Please take the same on your record.

Yours faithfully,

For Greaves Cotton Limited

Monica Chopra
Executive Director – Legal &
Company Secretary

Encl.: a/a

GREAVES COTTON LIMITED

CIN: L99999MH1922PLC000987
Registered Office: 3rd Floor, Motilal Oswal Tower, Junction of Gokhale & Sayani Road, Prabhadevi, Mumbai - 400 025
Telephone: + 91 - 22 - 3355 1700 • Fax: +91 - 22 - 3381 2799
Email: investorservices@greavescotton.com • Website: www.greavescotton.com

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NOTICE

Notice is hereby given that the 97th Annual General Meeting of the Members of Greaves Cotton Limited will be held at the Hall of Culture, Nehru Centre, Worli, Mumbai - 400 018 on Monday, 26th September, 2016 at 3 p.m. to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Financial Statements and Reports thereon

To receive, consider and adopt:

a. the audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016, the Reports of Directors and Auditors thereon, and

b. the audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended 31st March, 2016 and the Report of Auditors thereon.

2. Declaration of Dividend

To declare a final dividend on the equity shares of the Company.

The Board of Directors has recommended a final dividend of ₹ 1 per equity share of ₹ 2, i.e. 50%.

3. Appointment of a Director in place of the one retiring by rotation

To appoint a Director in place of Mr. Karan Thapar (DIN 00004264), who retires by rotation and, being eligible, offers himself for re-appointment.

4. Ratification of appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members hereby ratify the appointment of Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration No. 117366W / W-100018), as the Statutory Auditors of the Company to hold office from the conclusion of this 97th Annual General Meeting until the conclusion of the 98th Annual General Meeting and that the Board of Directors be and is hereby authorised to fix their remuneration."

5. Re-appointment of Branch Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 143 (8) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Members hereby approve the re-appointment of Wrigley Partington, London, U.K., as Branch Auditors of the Company's branch in U.K. to hold office from the conclusion of this 97th Annual General Meeting until the conclusion of the 98th Annual General Meeting and that the Board of Directors be and is hereby authorized to fix their remuneration."

SPECIAL BUSINESS:

6. Appointment of Mr. Kewal Handa as an Independent Director

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

"RESOLVED THAT Mr. Kewal Handa (DIN 00056826) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 6th May, 2016 and who holds office up to the date of this 97th Annual General Meeting in terms of Section 161 of the Companies Act, 2013 ("the Act") and who is eligible for appointment and who has given a notice in writing under Section 160 of the Act, signifying his candidature for the appointment of Director, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Handa, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of five years from 6th May, 2016 to 5th May, 2021."

7. Re-appointment of Mr. Vijay Rai 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, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Vijay Rai (DIN 00075837), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment and who has given a notice in writing under Section 160 of the Act, signifying his candidature for the appointment of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a term of one year from 13th October, 2016 to 12th October, 2017."

8. Change in place of keeping Registers and Returns

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

"RESOLVED THAT in supersession of the Resolution passed by the Members at the 84th Annual General Meeting held on 20th November, 2003, and pursuant to the provisions of Section 94 of the Companies Act, 2013 ("the Act") and the Rules made thereunder, the Register of Members together with the Index of Members, etc. under Section 88 of the Act and copies of Annual Returns under Section 92 of the Act be kept at the Registered Office of the Company at Mumbai or the office premises of the Company's Registrar and Share Transfer Agent viz. Karvy Computershare Private Limited ("Karvy") at 24 B, Rajabahadur Mansion, Ground Floor, Ambalal Doshi Marg, Mumbai - 400 023 or at such other places within Mumbai where Karvy may have their offices."

9. Ratification of the remuneration of Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members hereby ratify the remuneration of ₹ 7.00 lakhs plus out of pocket expenses and taxes payable to Dhananjay V. Joshi & Associates, Cost Accountants, for conduct of audit of the cost records maintained by the Company for the financial year 2016 - 17, as recommended by the Audit Committee and approved by the Board of Directors."

By Order of the Board of Directors
For Greaves Cotton Limited

Chopra

Monica Chopra
Executive Director - Legal &
Company Secretary

Registered Office:
3rd Floor, Motilal Oswal Tower
Junction of Gokhale & Sayani Road
Prabhadevi, Mumbai - 400 025

Mumbai
1st August, 2016

Notes:

1. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the items of Special Business given in this Notice, is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

3. A person can act as a Proxy on behalf of not exceeding 50 Members and holding, in the aggregate, not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as a Proxy for any other Member.

4. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution.

5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days' of notice in writing of the intention to so inspect, is given to the Company.

6. A profile of the Directors seeking appointment / re-appointment, as required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given in this Notice.

   These Directors have furnished the requisite consents / declarations in respect of their appointment / re-appointment. None of these Directors is related to any Director or to any Key Managerial Personnel of the Company.

7. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 20th September, 2016 to Monday, 26th September, 2016, both days inclusive, for the purpose of determining the eligibility for the Final Dividend, if declared by the Members at the 97th Annual General Meeting.

8. The final dividend, as recommended by the Board of Directors, if declared by the Members at the 97th Annual General Meeting, will be paid at par on or after Thursday, 20th October, 2016:

   a. In respect of shares held in dematerialised form, to the beneficial owners of the shares as at the close of business hours on Monday, 19th September, 2016 as per the details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

   b. In respect of shares held in physical form, to the Members whose names appear in the Company's Register of Members on Monday, 26th September, 2016.

9. Members may please note that their bank details, as furnished to their respective Depository Participants / the Registrar and Share Transfer Agent will be mandatorily printed on their dividend warrants as advised by the Securities and Exchange Board of India. Members who have not submitted their bank account details or in case of change in bank details or change in address are requested to furnish the same:

   (a) In respect of shares held in dematerialised form, to their respective Depository Participants

   (b) In respect of shares held in physical form, to the Registrar and Share Transfer Agent.

10. Pursuant to the applicable provisions, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government. Accordingly, unpaid or unclaimed dividend in respect of the 3rd interim dividend for the financial year ended 31st March, 2008, 1st and 2nd interim dividend for the financial year ended 31st March, 2009 and unclaimed fixed deposits have been transferred to the IEPF.

11. Members who have not encashed the dividend warrants for the financial year 2009 - 10 and onwards, are requested to contact the Company's Registrar and Share Transfer Agent - Karvy Computershare Private Limited, at the earliest. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 6th August, 2015 (date of the last Annual General Meeting) on the Company's website www.greavescotton.com and also on the Ministry of Corporate Affairs website www.mca.gov.in.

12. The Company is also extending facility of ECS / NECS for the receipt of dividend. Members holding shares in physical form may send duly completed and signed ECS / NECS mandate form to the Registrar and Share Transfer Agent – Karvy Computershare Private Limited (ECS / NECS mandate form can be downloaded from the Company's website www.greavescotton.com). Members holding shares in dematerialised form may contact their respective Depository Participants.

13. The Annual Report 2015 - 16, the Notice of the 97th Annual General Meeting and the Instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants unless the Member has requested for a physical copy of the same. Hard copies of the above mentioned documents are being sent by the permitted mode to those Members who have not registered their e-mail addresses.

14. As a measure of austerity, copies of the Annual Report 2015 - 16 will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the Meeting. The Annual Report 2015-16 and the Notice convening the 97th Annual General Meeting are available on the Company's website www.greavescotton.com.

15. Members / Proxies / Representatives should bring the Attendance Slip, duly filled in, for attending the Meeting.

16. Members who have not registered their e-mail addresses so far are requested to register the same with their respective Depository Participants, in case of shares held in dematerialised form and with the Registrar and Share Transfer Agent - Karvy Computershare Private Limited, in case of shares held in physical form so that all communication including Annual Report, Notices, Circulars, etc. can be sent to them electronically.

17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent - Karvy Computershare Private Limited for consolidation into a single folio.

18. SEBI has mandated submission of Permanent Account Number ("PAN") by every Member of the Company. Members who have not submitted their PAN so far are requested to submit the same to their respective Depository Participants in case of shares held in dematerialised form and to the Registrar and Share Transfer Agent - Karvy Computershare Private Limited, in case of shares held in physical form.

19. As per the provisions of the Companies Act, 2013, nomination facility is available to the Members in respect of the shares held by them. Members holding shares in single name and physical form may send duly completed and signed nomination form to the Registrar

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and Share Transfer Agent – Karvy Computershare Private Limited (nomination form can be downloaded from the Company's website www.greavescotton.com). Members holding shares in dematerialised form may contact their respective Depository Participants.

20. For any assistance or information about shares, dividend, etc. Members may contact the Registrar and Share Transfer Agent, as follows:

Karvy Computershare Private Limited
[UNIT: Greaves Cotton Limited]
Karvy Selenium Tower B
Plot 31-32 Gachibowli, Financial District
Nanakramguda, Hyderabad - 500 032
Phone: 040 6716 2222
Fax: 040 2342 0814
Email: einward.ris@karvy.com

21. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested as maintained under Section 170 and Section 189 of the Companies Act, 2013, respectively, will be available for inspection by the Members at the venue of the 97th Annual General Meeting.

22. Members desirous of getting any information about the Accounts and Operations of the Company are requested to address their queries to the Company Secretary at the Registered Office of the Company or by email to investorservices@greavescotton.com at least seven days in advance of the Meeting so that the information required can be made readily available at the Meeting.

23. Corporate members intending to send their authorised representatives to attend the 97th Annual General Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

24. Procedure for e-Voting

I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members with the facility to exercise their right to vote on Resolutions proposed to be considered at the 97th Annual General Meeting ("AGM") by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Private Limited ("Karvy").

The process and manner for remote e-voting is as under:

A. Members whose email IDs are registered with the Company / Depository Participant ("DPs") will receive an email from Karvy informing them of their User-ID and password. Once the Member receives the email, he/she will need to go through the following steps to complete the e-voting process:

(i) Launch internet browser by typing the URL: https://evoting.karvy.com

(ii) Enter the login credentials i.e. User ID and Password. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit https://evoting.karvy.com or contact toll free number 1-800-3454-001 for your existing password.

(iii) After entering these details appropriately, click on "LOGIN".

(iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. After changing the password, you need to login again with the new credentials.

(v) On successful login, the system will prompt you to select the e-voting Event. Select Event of Greaves Cotton Limited.

(vi) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. Monday, 19th September, 2016, under "FOR / AGAINST" alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / 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) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

(viii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as "Abstained".

(ix) You may then cast your vote by selecting an appropriate option and click on "Submit".

(x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(xi) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: ucshukla@rediffmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "GREAVESCOTTON_EVENT NO."

B. In case a Member receives a physical copy of the Notice of AGM [for Members whose email IDs are not registered or have requested for a physical copy]:

a) Initial password is provided in below format at the bottom of the Attendance Slip for the AGM:

EVEN (e -voting event number)	USER ID	PASSWORD/PIN
-	-	-

b) Members are requested to follow all steps from Sl. No. (i) to Sl. No. (xi) above to cast vote.

II. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication.

III. The voting rights of Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on the Cut-off Date i.e. Monday, 19th September, 2016.

IV. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the Cut-off Date i.e. Monday, 19th September 2016, may obtain the User ID and password by sending a request at evoting@karvy.com or call Karvy's toll free number 1-800-3454-001.

However, if a Member is already registered with Karvy for remote e-voting platform, then he / she can use the existing User ID and password for casting the vote through remote e-voting.

V. The remote e-voting period commences on Thursday, 22nd September, 2016 at 9:00 am and ends on Sunday, 25th September, 2016 at 5:00 pm. Thereafter, the remote e-voting module shall be disabled by Karvy for voting.

VI. The facility for voting through ballot paper shall also be made available at the AGM and Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.

VII. A person, whose name is recorded in the Register of Members or in the records maintained by the Depositories as on the Cut-off Date, viz., Monday, 19th September, 2016, only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.

VIII. A Member may participate in the AGM even after exercising his / her voting right through e-voting but will not be allowed to vote again at the AGM.

IX. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.greavescotton.com and on the Karvy's website http://evoting.karvy.com forthwith after the declaration of result by the Chairman or by a person duly authorised. The results shall also be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

X. Mr. Upendra Shukla, a Company Secretary in whole-time practice, (Registration Number F2727) will be acting as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

XI. A Member can opt for only one mode i.e. either through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then the voting done through remote e-voting shall prevail and the voting at the AGM shall be treated as invalid.

XII. At the AGM, the Chairman shall, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIII. The Scrutiniser shall after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

XIV. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, Members will need to go through "Forgot Password" option available on the site to reset the same.

XV. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website https://evoting.karvy.com or contact Mr. V Rajendra Prasad, Manager, Karvy on e mail at rajendra.v@karvy.com or on the telephone number 040 – 67162222.

25. All documents referred to in the Notice and accompanying Statement are open for inspection at the Registered Office of the Company on all working days of the Company between 10 a.m. and 12 noon upto the date of the AGM.

Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 ("the Act")

This Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Resolution No. 6

Appointment of Mr Kewal Handa as an Independent Director

Considering Mr. Kewal Handa's (DIN 00056826) educational and professional background, his in-depth knowledge of finance and wide industry experience, the Nomination and Remuneration Committee at its Meeting held on 6th May, 2016, recommended to the Board of Directors the appointment of Mr. Handa as an Additional (Independent) Director.

The Board of Directors at its Meeting held on 6th May, 2016, appointed Mr. Kewal Handa as an Additional Director of the Company effective 6th May, 2016 and he holds office upto the date of this 97th Annual General Meeting pursuant to the provisions of Section 161 (1) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Mr. Handa as an Independent Director for a term of five consecutive years from 6th May, 2016 to 5th May, 2021. Pursuant to the provisions of Section 149 (13), Mr. Handa will not be liable to retire by rotation.

The Company has received a notice in writing from Mr. Handa under the provisions of Section 160 of the Act along with the requisite deposit signifying his candidature for the office of Director. Mr. Handa has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Handa has given a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board of Directors, Mr. Handa fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Handa is independent of the Management.

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, his brief resume, giving nature of expertise, disclosure of relationships between directors inter se and other directorships and committee memberships and shareholding in the Company, are furnished and form part of this Notice.

A copy of the draft letter of appointment of Mr. Handa as an Independent Director stating the terms and conditions is available for inspection by the Members at the Registered Office of the Company between 10 a.m. and 12 noon on any working day of the Company and the same is also available on the Company's website www.greavescotton.com.

As per Section 152 of the Companies Act, 2013 and the Rules thereunder, an Independent Director can be appointed with the approval of the Members in the general meeting. Accordingly, the approval of the Members is sought for the appointment of Mr. Handa as an Independent Director.

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

The Directors recommend the Resolution for the approval of the Members.

Resolution No. 7

Re-appointment of Mr. Vijay Rai as an Independent Director

Mr Vijay Rai (DIN 00075837) was appointed as an Independent Director for a consecutive term upto 12th October, 2016 by the Members at the 95th Annual General Meeting held on 31st July, 2014.

Considering Mr. Rai's in-depth knowledge and years of experience in the business, the Nomination and Remuneration Committee at its Meeting held on 6th May, 2016 recommended to the Board of Directors the re-appointment of Mr. Rai as an Independent Director for a term of one year from 13th October, 2016 to 12th October, 2017.

In terms of Section 149 and other applicable provisions of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Mr. Rai for a second term as an Independent Director for one year from 13th October, 2016 to 12th October, 2017. Pursuant to the provisions of Section 149 (13), Mr. Rai will not be liable to retire by rotation.

The Company has received a notice in writing from Mr. Rai under the provisions of Section 160 of the Act along with the requisite deposit signifying his candidature for the office of Director. Mr. Rai has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Rai has given a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board of Directors, Mr. Rai fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Rai is independent of the Management.

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, his brief resume, giving nature of expertise, disclosure of relationships between directors inter se and other directorships and committee memberships and shareholding in the Company, are furnished and form part of this Notice.

A copy of the draft letter of appointment of Mr. Rai as an Independent Director stating the terms and conditions is available for inspection by the Members at the Registered Office of the Company between 10 a.m. and 12 noon on any working day of the Company and the same is also available on the Company's website www.greavescotton.com.

As per Section 149 of the Companies Act, 2013 and the Rules thereunder, an Independent Director can be re-appointed for a second term on passing a Special Resolution in the general meeting. Accordingly, the approval of the Members is sought for the appointment of Mr. Rai as an Independent Director.

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

The Directors recommend the Resolution for the approval of the Members.

Resolution No. 8

Change in place of keeping Registers and Returns

The Company had appointed Sharepro Services (India) Private Limited ("Sharepro") as its Registrar and Transfer Agent ("R&T Agent") in the year 2003. The Securities and Exchange Board of India ("SEBI") had vide its Order dated 22nd March, 2016, inter alia, advised clients of Sharepro to carry out / switchover their activities related to registrar to an issue and share transfer agent, either in-house or through another registrar to an issue and share transfer agent registered with SEBI.

Accordingly, the Company has appointed Karvy Computershare Private Limited ("Karvy") as its R&T Agent in place of Sharepro.

As per Section 94 (1) of the Act, the Registers required to be kept and maintained by a Company under Section 88 and copies of the Annual Return filed under Section 92 shall be kept at the Registered Office of the Company. Such Registers or copies of Return may also be kept at any other place in India in which more than one-tenth of the total number of Members entered in the Register of Members reside, if approved by a Special Resolution passed at a general meeting of the Company.

More than one-tenth of the total number of Members entered in Register of Members resides in Mumbai, where the Registered office of the Company is situated. Consequent to the appointment of Karvy as the R&T Agent in place of Sharepro, it is proposed to keep the Register of Members together with the Index of Members, etc. under Section 88 of the Act and copies of Annual Return under Section 92 of the Act at the Registered Office of the Company at Mumbai or the office premises of the Karvy at 24 B, Rajabahadur Mansion, Ground Floor, Ambalal Doshi Marg, Mumbai - 400 023 or at such other places within Mumbai where Karvy may have their offices.

Accordingly, the approval of the Members is sought for passing a Special Resolution for change in place of keeping the Registers and Returns. As required pursuant to Section 194(1) of the Act, a copy of the Special Resolution is being given to the Registrar.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in this Resolution.

The Directors recommend the Resolution for the approval of the Members.

Resolution No.9

Ratification of the remuneration of Cost Auditors

Dhananjay V. Joshi & Associates, Cost Accountants (Firm), has been conducting the audit of the cost accounting records of the Company for the past many years. The Firm has, as required under Section 141 of the Companies Act, 2013, confirmed its eligibility to conduct the audit of the cost accounting records of the Company for the financial year 2016-17 and has consented to act as the Cost Auditor of the Company.

At the recommendation of the Audit Committee, the Board of Directors at its Meeting held on 6th May, 2016, approved the appointment of Dhananjay V. Joshi & Associates, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2016-17 at a remuneration of ₹ 7 lakhs.

Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditor) Rules, 2014, requires the remuneration payable to the Cost Auditors to be ratified by the Members of the Company. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year 2016-17.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in this Resolution.

The Directors recommend the Resolution for the approval of the Members.

By Order of the Board of Directors
For Greaves Cotton Limited

Chopra

Monica Chopra
Executive Director - Legal &
Company Secretary

Registered Office:
3rd Floor, Motilal Oswal Tower
Junction of Gokhale & Sayani Road
Prabhadevi, Mumbai - 400 025

Mumbai
1st August, 2016

Profile of the Directors seeking re-appointment / appointment:

Name	Mr. Karan Thapar	Mr. Kewal Handa	Mr. Vijay Rai
Date of Birth	20th March, 1957	22nd August, 1952	13th October, 1946
Qualification	C.A.	M.Com, ACMA, ACS PfizerLeadership - Harvard USA Marketing Programme - Colombia, USA Sr. Management Residential - IIM Ahmedabad	B. Tech. (Mechanical) IIT - Kharagpur
Date of Appointment	26th September, 1991	6th May, 2016	21st March, 2002
Expertise in specific functional areas	Managing companies, both private and public, having interest in diversified areas	Business strategy and planning, finance, people management and managing enterprises	Manufacturing management and agro inputs marketing
Directorships held in other listed companies	None	1. Mukta Arts Limited 2. Clariant Chemicals (India) Limited	Punjab Chemicals and Crop Protection Limited
Committee position held in other listed companies	None	Mukta Arts Limited: 1. Audit Committee - Chairman 2. Nomination and Remuneration Committee - Chairman 3. Stakeholders Relationship Committee - Chairman 4. Share Transfer Committee - Member 5. Risk Management Committee - Member Clariant Chemicals (India) Limited: 1. Audit Committee - Member 2. Nomination and Remuneration Committee - Member	Punjab Chemicals and Crop Protection Limited: 1. Shareholder Committee - Member 2. Audit Committee - Chairman
Relationships, if any, with other Directors	None	None	None
Number of Meetings of the Board of Directors attended during the year 2015 - 16	4/4	N.A.	4/4
Shareholding (Number of equity shares)	Nil	Nil	18,150

Greaves Cotton Limited

Form No. MGT-11

GREAVES SINCE 1859

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN : L99999MH1922PLC000987
Name of the Company : Greaves Cotton Limited
Registered Office : 3rd Floor, Motilal Oswal Tower, Junction of Gokhale & Sayani Road, Prabhadevi, Mumbai - 400 025

Name of the Member(s):
Registered address:
E-mail ID:
Folio Number / Client Id:
DP ID:

I / We, being the Member(s) of _____ Shares of the above named company, hereby appoint:

(1)	or failing number (1)	or failing number (2)
Name:	Name:	Name:
Address:	Address:	Address:
Email ID:	Email ID:	Email ID:
Signature:	Signature:	Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 97th Annual General Meeting of the Company, to be held on Monday, 26th September, 2016 at 3 p.m. at Hall of Culture, Nehru Centre, Worli, Mumbai - 400 018 and at any adjournment thereof in respect of such Resolutions as are indicated below:

No.	Resolution	For*	Against*
1	Adoption of : a. the audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016, the Reports of Directors and Auditors thereon, and b. the audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended 31st March, 2016 and the Report of Auditors thereon.		
2	Declaration of a Final Dividend on Equity Shares		
3	Appointment of a Director in place of the one retiring by rotation		
4	Ratification of the appointment of Statutory Auditors		
5	Re-appointment of Branch Auditors		
6	Appointment of Mr. Kewal Handa as an Independent Director		
7	Re-appointment of Mr. Vijay Rai as an Independent Director		
8	Change in place of keeping Registers and Returns		
9	Ratification of the remuneration of Cost Auditors		

Signed on this _____day of _____ 2016.

Affix Revenue Stamp

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
* 2. Please put a 'X' in the Box in the appropriate column against the respective Resolutions. If you leave the 'For' or 'Against' column blank against any or all the Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
3. A person can act as a Proxy on behalf of not exceeding 50 Members and holding, in the aggregate, not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as a Proxy for any other Member.

Greaves Cotton Limited

CIN : L99999MH1922PLC000987
Registered Office: 3rd Floor, Motilal Oswal Tower, Junction of Gokhale & Sayani Road
Prabhadevi, Mumbai - 400025
Telephone: + 91 - 22 - 33551700 • Fax: +91 - 22- 33812799
Email: investorservices@greavescotton.com • Website: www.greavescotton.com

GREAVES
SINCE 1859

ATTENDANCE SLIP
97TH ANNUAL GENERAL MEETING

Serial No. :

Folio Number / DP ID / Client ID :

Number of Shares :

Name of the attending Member / Proxy (in BLOCK LETTERS) :

I / We hereby record my / our presence at the 97th Annual General Meeting of the Company on Monday, 26th September, 2016 at 03:00 p.m. at the Hall of Culture, Nehru Centre, Worli, Mumbai - 400018.

Member's / Proxy's Signature

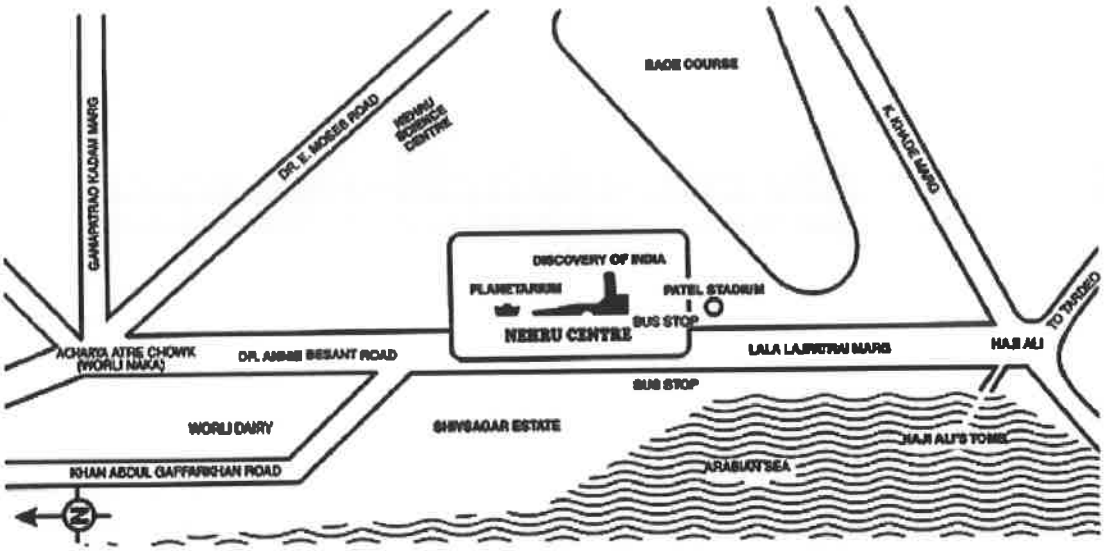
Members / Proxy Holders are requested to bring the Attendance Slip at the Meeting and hand over the same at the entrance after signing.

ELCTRONIC VOTING PARTICULARS

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

Note: Please read the complete instructions given under the Notes (Procedure for e-voting through electronic means) to the Notice of the 97th Annual General Meeting. The voting time starts from 9 a.m. on 22nd September, 2016 and ends at 5 p.m. on 25th September, 2016. The voting module shall be disabled for voting thereafter.

Please see overleaf for the Route Map for the venue of the 97th Annual General Meeting.



Location Map of Nehru Centre

Best way to reach

Nehru Centre

The centre is located in Worli and is accessible by taxi, BEST bus or local train. You can either arrive at Mumbai Central or Mahalaxmi Railway Station for reaching the venue.