Annexure II

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To
The Board of Directors
Greaves Cotton Limited
3rd Floor MotilalOswal Tower
Junction of Gokhale & Sayani Road
Prabhadevi, Mumbai – 400025

We have conducted an audit of the records maintained by Sharepro Services (I) Private Limited (RTA) acting as Registrar and Share Transfer Agents of Greaves Cotton Limited (the Company) in terms of the order passed by the Securities and Exchange Board of India (SEBI) on 22nd March, 2016 with respect to payment of dividends on equity shares of the Company, transfer of securities (including transmission of shares, dematerialization of shares, name deletion, consolidation, sub-division (split), transposition, change of name as the case may be).The Audit was conducted in a manner that provided us a reasonable basis for evaluating the processes conducted by the RTA and statutory compliances and expressing our opinion thereon.

We have examined the relevant physical records, documents and papers produced before us by the RTA/ Company as also the system generated information and reports in respect of payment of dividends on equity shares of the Company, transfer of securities (including transmission of shares, dematerialization of shares, name deletion, consolidation, sub-division (split), transposition, change of name as the case may be) for a period of Ten years from 2005 to 2015.

During the process of our audit, we have relied upon the information provided by the RTA, the Company, its officers, agents and authorised representatives and the explanations given to us in connection with the same.

Based on our verification of the above records, we submit our report as under:

I] Verification of Physical Documents for transfer of securities etc.

We carried out the checking of the Shareholders' data with the Records of Transfers (SHT file) provided by the RTA/ Company for the years 2005 – 2015 as on the respective AGM Dates.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

However, we wish to draw your attention to the following:

1. Physical documents including transfer deeds were not made available by the RTA in respect of transfers of securities –59 cases -Yearwise details are annexed as **Annexure I.**
2. Supporting documents in respect of transmission of shares, consolidation of shares etc. were not made available by the RTA - 54 cases – Yearwise details are annexed as **Annexure II**.

During the course of our audit of physical documents, we have not come across any transfer of shares in favour of the persons named in the SEBI's Order dated 22nd March, 2016 .

In the course of verification of the records that were made available to us, other than the missing documents, we have not found any discrepancies in transfer of securities, etc.

II] Payment of Dividends on the Equity Shares of the Company

We have verified the Dividend Master File, the Benpos File for the 52 weeks of each year as provided by the RTA/ Company.

During the verification, we have not come across any deviation from the process of payment of dividend.

For **Parikh & Associates**
Company Secretaries

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

P. N. Parikh
FCS:327 CP:1228

Date: 07.07.2016

GREAVES COTTON LIMITED
ANNEXURE I - PHYSICAL DOCUMENTS INCLUDING TRANSFER DEEDS NOT FOUND

a) 2012- AGM DATE :- 30/07/2012

SR. NO	DATE	TRANSFER NO	TRANFEROR FOLIO	TRANFEROR	SHARES	TRANSFEREE FOLIO	TRANSFEREE
1	18/09/2012	10969	00161565	Clive Hickman	500	00161664	Bhavesh Shah

b) 2014- AGM DATE :- 31/07/2014

SR.NO	DATE	TRANSFER NO	TRANFEROR FOLIO	TRANFEROR	SHARES	TRANSFEREE FOLIO	TRANSFEREE
1	22/10/2014	11167	00149692	Mohd Ashfaq Ismail	30	00161991	Manal Ashfaq Merchant
2	07/11/2014	11168	00127382	Yeshwant Dattarehya Wartikar	20	00161999	Ramdas Wartikar
3	11/11/2014	11169	00144439	Krishan Kumar	20	00162001	Krishan Kumar Sharma
4	14/11/2014	11170	00127462	Bimala Chowdhary	20	00162003	Mahesh Chowdhary
5	01/11/2014	11171	00012865	Tushar Rashmikant Desai	270	00161994	Zeel
6	05/11/2014	11172	00005685	Arunkumar Bhagwat Patil	675	00161996	Neeta Lalwani
7	19/11/2014	11173	00123028	Usha Agarwal	20	00161990	Usha Agarwal
8	25/11/2014	11174	00034038	Avaan Aspi Marolia	325	00162009	Avaan Aspi Marolia
9.	25/11/2014	11175	00102523	Dasrath K. Karwa	10	00162010	Ramesh K. Karwa
10	25/11/2014	11176	00102524	Mukesh K. Karwa	10	00162010	Ramesh K. Karwa
11	26/11/2014	11177	00025479	Shailesh R. Shah	60	00162012	Shailesh Ramanlal Shah
12	11/12/2014	11178	00113947	Poonam Agarwal	10	00162014	Sohan Lal
13	11/12/2014	11179	00113948	Sudha Rani	10	00162014	Sohan Lal
14	11/12/2014	11180	00113949	Vineeta Rohatgi	10	00162014	Sohan Lal
15	11/12/2014	11181	00113946	Ratan Lal	10	00162014	Sohan Lal
16	30/12/2014	11182	00125571	Devi Chand Chopra	10	00162021	Meena Bafna
17	23/12/2014	11183	00106070	Usha Parekh	10	00162018	Parekh Praful Jamnadas
18	30/12/2014	11187	00125572	Mahavir Chopra	10	00162021	Meena Bafna
19	30/12/2014	11188	00032099	Bharti Devendra Shah	1270	00162022	Bharti D. Shah
20	27/12/2014	11189	00003919	Manoj Synghal	3770	00162020	Anuj Synghal

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

c) 2015- AGM DATE :- 06/08/2015

SR.NO	DATE	TRANSFER NO	TRANFEROR FOLIO	TRANFEROR	SHARES	TRANSFEREE FOLIO	TRANSFEREE
1	10/01/2015	11184	00013336	Kalindi Singh	750	00162032	Narayan Patil
2	13/01/2015	11185	00149753	Sanjay Kumar	10	00162033	Raj Rani
3	13/01/2015	11186	00149710	Sanjay Kumar	30	00162033	Raj Rani
4	20/01/2015	11190	00113752	Sunita Gupta	10	00162039	Milind Laxman Gundala
5	03/01/2015	11191	00030808	Dhapubai C. Shah	75	00162027	Kishorkumar C. Shah
6	02/01/2015	11192	00111466	Praful S. Shah	10	00162024	Milan Babulal Parikh
7	06/01/2015	11193	00019727	Jawaharlal Shantilal Abad	60	00162029	Jawaharlal Shantilal Abad
8	06/01/2015	11194	00142831	Nimesh Shah	30	00162030	Kantilal V Shah
9	06/01/2015	11195	00144596	Nimesh Shah	20	00162030	Kantilal V Shah
10	13/01/2015	11196	00113088	Prem Lal Gupta	10	00162033	Raj Rani
11	13/01/2015	11197	00021986	Mukesh Bansal	120	00162034	Manuj Garg
12	13/01/2015	11198	00016557	Anand Saroop Bansal	620	00162034	Manuj Garg
13	14/01/2015	11199	00026067	Sunil Kumar Gupta	60	00162036	Sunil Kumar Gupta
14	29/01/2015	11200	00003796	Rokaiya Hassam Akhalwaya	25	00162044	Mahmed Abdulhai Akhalwaya
15	29/01/2015	11201	00003795	Hajra Abdulhai Akhalwaya	25	00162044	Mahmed Abdulhai Akhalwaya
16	29/01/2015	11202	00003080	Rokaiya Hassam Akhalwaya	25	00162044	Mahmed Abdulhai Akhalwaya
17	31/01/2015	11203	00030078	Sat Narayan Goel	60	00162045	Sushila Gupta
18	20/01/2015	11204	00103301	Anil Kumar Nahar	10	00162038	Gautam Chand Nahar
19	29/01/2015	11205	00003800	Hasina Abdulhay Akhalwaya	25	00162044	Mahmed Abdulhai Akhalwaya
20	16/02/2015	11206	00108363	Amrutlal B Patel	10	00162053	Ishwarbhai Patel
21	03/02/2015	11207	00024650	Rupalben Ramanlal Desai	60	00162048	Ajit Desai
22	24/02/2015	11208	00110333	G Ranganath	10	00162060	Udaya Kumar Gontla
23	24/02/2015	11209	00107845	Chandrakant D Khalas	10	00162061	Chandrakant Devidas Khalas
24	06/02/2015	11210	00006767	C T M Veerappan	375	00162049	Kala Veerappan
25	12/02/2015	11211	B0003116	Paresh Nath Banerjee	750	00162051	Bibekananda Roychowdhury
26	17/02/2015	11212	00132314	Shirish Kumar Dalal	20	00162056	Shirishkumar Kunjilal Dalal
27	19/02/2015	11213	00017761	M Veerappan	245	00162057	Kala Veerappan
28	24/02/2015	11214	00110334	G Uday Kumar	10	00162060	Udaya Kumar Gontla
29	25/02/2015	11215	00004737	Monica Suvarnakumar	75	00162063	Yash Ashvin Shah

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

SR.NO	DATE	TRANSFER NO	TRANFEROR FOLIO	TRANFEROR	SHARES	TRANSFEREE FOLIO	TRANSFEREE
				Sheth			
30	26/02/2015	11216	00000976	Priya Brata Ray	1650	00162065	Mandira Mazumder
31	24/02/2015	11217	00002831	Sushila Mulshanker Thaker	4800	00162062	Sushilaben Mulshanker Thaker
32	28/02/2015	11218	00161856	Rukmani K Sobhani	250	00162067	Jugal Vinod Sobhani
33	11/03/2015	11219	00148535	Sachin Kumar Aggarwal	100	00162072	Pulkit Gupta
34	11/03/2015	11220	00146906	Sachin Kumar Aggarwal	500	00162072	Pulkit Gupta
35	18/03/2015	11221	00025884	Subhash Bangad	60	00162075	Shriniwas Bangad
36	18/03/2015	11222	00025755	Shriniwas Bangad	60	00162075	Shriniwas Bangad
37	18/03/2015	11223	00026335	Subhash Bansilal Bangad	60	00162075	Shriniwas Bangad
38	24/03/2015	11224	00034161	Usha Chandra	25	00162077	Harish Chandra



GREAVES COTTON LIMITED

Annexure-II - Supporting documents for transmission, consolidation of shares etc not found

a) 2005- AGM DATE:- 27/09/2005

Sr. No	Transfer No	Date	Transferor Folio No	Transferor	No. of Shares	Transferee Folio No	Transferee	Remarks
1	810055	18/05/2005	00131583	Pricilla Pereira	250	P0008700	Pricilla Pereira	Physical documents not available (Consolidation of Shares)
2	810056	27/05/2005	00018670	Gian Chand Malhotra	12	00004874	Gian Chand Malhotra	Physical documents not available (Consolidation of Shares)
3	810057	27/05/2005	00137720	Anju Bhatia	2	00158285	Anju G. Bhatia	Physical documents not available (Consolidation of Shares)
4	810058	03/06/2005	00033859	Kaushik Kapadia	50	00141612	Kaushik Kapadia	Physical documents not available (Consolidation of Shares)
5	810059	02/06/2005	00136026	D N Chowdhry	4	C0003187	D N Chowdhry	Physical documents not available (Consolidation of Shares)
6	810060	09/06/2005	00029068	Sorabji Darasha Masalawalla	12	00015442	Sorabji Darasha Masalawalla	Physical documents not available (Consolidation of Shares)
7	810061	11/06/2005	00137406	Sorabji Darasha Masalawalla	4	00015442	Sorabji Darasha Masalawalla	Physical documents not available (Consolidation of Shares)
8	810062	17/08/2005	00158679	Rameshchandra Chhotalal Shah	2	00153093	Rameshchandra Chhotalal Shah	Physical documents not available (Consolidation of Shares)
9	810063	17/08/2005	00136625	Anil M. Nimbalkar	4	00012909	Anil M. Nimbalkar	Physical documents not available (Consolidation of Shares)
10	810064	19/10/2005	00130623	Suresh Vasant Joshi	4	00132253	Suresh Vasant Joshi	Physical documents not available (Consolidation of Shares)

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Sr. No	Transfer No	Date	Transferor Folio No	Transferor	No. of Shares	Transferee Folio No	Transferee	Remarks
11	810065	19/10/2005	X0002101	Suresh Vasant Joshi	100	00132253	Suresh Vasant Joshi	Physical documents not available (Consolidation of Shares)
12	810066	19/10/2005	00130541	Suresh Vasant Joshi	4	00132253	Suresh Vasant Joshi	Physical documents not available (Consolidation of Shares)
13	810067	19/10/2005	00151504	Suresh Vasant Joshi	4	00132253	Suresh Vasant Joshi	Physical documents not available (Consolidation of Shares)
14	810068	19/10/2005	00138164	Sarika Suresh Joshi	4	00132253	Suresh Vasant Joshi	Physical documents not available (Consolidation of Shares)
15	810069	19/10/2005	00131636	Sarika Suresh Joshi	4	00013825	Sarika Suresh Joshi	Physical documents not available (Consolidation of Shares)
16	810070	19/10/2005	00138164	Sarika Suresh Joshi	4	00013825	Sarika Suresh Joshi	Physical documents not available (Consolidation of Shares)
17	820012	04/11/2005	00008020	Pravin Prabhakar Oke Madhavi Pravin Oke	75	00159056	Madhavi Pravin Oke Pravin Prabhakar Oke	Physical documents not available (Transposition)

b) 2006- AGM DATE:- 19/10/2006

Sr. No	Transfer No	Date	Transferor Folio No	Transferor	No. of Shares	Transferee Folio No	Transferee	Remarks
1	810071	02/01/2006	00158943	Maria Dora Trescilla Baptista	10	00036564	Maria Dora Trescilla Baptista	Physical documents not available (Consolidation of Shares)
2	840059	06/01/2006	00004406	Kesari Shakunthala Parvatesan	60	001591938	Kesari Parvatesan	Physical documents not available (Transmission)
3	820013	18/01/2006	00159138	Mrudula Devendra Ashar Devendra	55	00159205	Devendra Doongarsey Ashar Mrudula	Physical documents not available (Transpositi

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Sr. No	Transfer No	Date	Transferor Folio No	Transferor	No. of Shares	Transferee Folio No	Transferee	Remarks
				Doongarsey Ashar			Devendra Ashar	on)
4	810072	17/02/2006	00035657	Purnima Chandravadan Thakkar	50	00148960	Purnima C. Thakkar	Physical documents not available (Consolidation of Shares)
5	810073	16/05/2006	00127654	V. Narayanswamy	4	00005469	V. Narayanswamy	Physical documents not available (Consolidation of Shares)
6	810074	23/05/2006	00128509	Atul Jodhwani	4	00012032	Atul Jodhwani	Physical documents not available (Consolidation of Shares)
7	840075	14/06/2006	00001107	Margaretha Henrica Maria Wadia Hendriks	1200	00159530	Marco Philippus Ardeshir Wadia	Physical documents not available (Transmission)
8	810075	22/06/2006	00158692	Kamlaben Pravinchandra Mehta	32	00020291	Kamlaben Pravinchandra Mehta	Physical documents not available (Consolidation of Shares)
9	810076	22/06/2006	00136163	Kamlaben Pravinchandra Mehta	2	00020291	Kamlaben Pravinchandra Mehta	Physical documents not available (Consolidation of Shares)
10	810077	10/07/2006	00021992	Marykutty Varughese	24	00007039	Marykutty Varughese	Physical documents not available (Consolidation of Shares)
11	810078	10/07/2006	00026492	Subi George	24	00007038	Subi George	Physical documents not available (Consolidation of Shares)
12	810079	04/11/2006	00129836	Padmani Advani	4	00023083	Padmani Advani	Physical documents not available (Consolidation of Shares)
13	810080	04/11/2006	00129835	Harkishin Advani	4	00019065	Harkishin Advani	Physical documents not available

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Sr. No	Transf er No	Date	Transfer or Folio No	Transferor	No. of Share s	Transfere e Folio No	Transferee	Remarks
								(Consolidati on of Shares)

c) 2007- AGM DATE:- 18/10/2007

Sr. No	Transfer No	Date	Transferor Folio No	Transferor	No. of Shares	Transferee Folio No	Transferee	Remarks
1	810081	04/06/2007	00136323	Siyaram Katiyar	4	00025816	Siyaram Katiyar	Physical documents not available (Consolidation of Shares)
2	820014	16/10/2007	00031171	Sadhana Gadia Mahendra Gadia	1	00032016	Mahendra Gadia Sadhana Gadia	Physical documents not available (Transposition)
3	810082	10/12/2007	00151531	Amritlal Bhatia	2	00025394	Amritlal Bhatia	Physical documents not available (Consolidation of Shares)

d) 2008- AGM DATE :- 24/10/2008

Sr. No	Transfe r No	Date	Transfer or Folio No	Transferor	No. of Shares	Transfere e Folio No	Transfere e	Remarks
1	840141	24/01/2008	00000002	Karam Chand Thapar & Bros. Ltd.	280009 5	00160188	KCT Chemicals & Electricals Limited	Attachment not available & Transfer No differs from Physical Copy –as per Court Order (Scheme of Amalgamation)
2	840142	24/01/2008	00000004	Modern Agencies Limited	763455	00160188	KCT Chemicals & Electricals Limited	Attachment not available & Transfer No differs from Physical Copy –as per Court Order (Scheme of Amalgamation)
3	840143	24/01/2008	00015236	Karam Chand Thapar & Bros. Ltd.	489999	00160188	KCT Chemicals & Electricals Limited	Attachment not available & Transfer No differs from Physical Copy –as per Court Order (Scheme of Amalgamation

PRARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Sr. No	Transfer No	Date	Transferor Folio No	Transferor	No. of Shares	Transferee Folio No	Transferee	Remarks
								)
4	840144	24/01/2008	00015237	Modern Agencies Ltd	489999	00160188	KCT Chemicals & Electricals Limited	Attachment not available & Transfer No differs from Physical Copy –as per Court Order (Scheme of Amalgamation)
5	840145	24/01/2008	00022315	Modern Agencies Ltd	247999	00160188	KCT Chemicals & Electricals Limited	Attachment not available & Transfer No differs from Physical Copy– as per Court Order (Scheme of Amalgamation)
6	840146	24/01/2008	00015733	Gupkar Investments & Holding Ltd	120000	00160188	KCT Chemicals & Electricals Limited	Attachment not available & Transfer No differs from Physical Copy –as per Court Order (Scheme of Amalgamation)
7	810083	15/10/2008	00000210	C V Ravindran	300	R0002242	C V Ravindran	Physical documents not available (Consolidation of Shares)
8	810084	15/12/2008	00029297	Ratan Lal Mohta	5	00160408	Ratan Lal Mohta	Physical documents not available (Consolidation of Shares)
9	810085	15/12/2008	00117892	Ratan Lal Mohta	2	00160408	Ratan Lal Mohta	Physical documents not available (Consolidation of Shares)

e) 2010- AGM DATE :- 19/10/2010

Sr. No	Transfer No	Date	Transferor Folio No	Transferor	No. of Shares	Transferee Folio No	Transferee	Remarks
1	810096	30/10/2010	00147611	Gopal Gogia	2	00034910	Gopal Gogia	Physical documents not available (Consolidation of Shares)
2	820025	28/12/2010	00012861	Rashmi V.	250	00015657	Vinod C.	Physical

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

				Shah Vinod C. Shah			Shah Rashmi V. Shah	documents not available (Transposition)

f) 2011- AGM DATE :- 27/07/2011

Sr. No	Transfer No	Date	Transferor Folio No	Transferor	No. of Shares	Transferee Folio No	Transferee	Remarks
1	810097	14/02/2011	B0002123	Sanjoy Banerjee	500	00008264	Sanjoy Banerjee	Physical documents not available (Consolidation of Shares)
2	820026	23/02/2011	00153647	Satish Jayantilal Shah Bhavana Jayantilal Shah	1500	00161111	Bhavana Jayantilal Shah Satish Jayantilal Shah	Physical documents not available (Transposition)
3	840229	13/06/2011	00005967	Sukhbir Chand Jain	1350	00161287	Mohini Devi Jain	Physical documents not available. (Transmission of Shares)

g) 2013- AGM DATE :- 30/07/2013

Sr. No	Transfer No	Date	Transferor Folio No	Transferor	No. of Shares	Transferee Folio No	Transferee	Remarks
1	810098	11/03/2013	00159649	Rashmi Navin Chovatia	255	00160694	Rashmi Navin Chovatia	Physical documents not available (Consolidation of Shares)
2	810099	02/04/2013	00025792	Silloo Patel	60	00000896	Silloo Dorabji Patel	Physical documents not available (Consolidation of Shares)
3	810100	08/07/2013	00008058	Saramma Alexander	45375	00161787	Alexander Saramma	Physical documents not available (Consolidation of Shares)
4	810101	08/07/2013	00160412	Saramma Alexander	7990	00161787	Alexander Saramma	Physical documents not available (Consolidation of Shares)
5	850032	12/11/2013	00161787	Alexander Saramma	58540	00161844	Saramma Alexander	Physical documents not available (Name Change)

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

h) 2014- AGM DATE :- 31/07/2014

Sr. No	Transfer No	Date	Transferor Folio No	Transferor	No. of Shares	Transferee Folio No	Transferee	Remarks
1	850033	21/05/2014	00007845	Leila Lal	260	00161757	Lila Lall	Physical documents not available (Name Change)
2	850034	20/11/2014	00009179	Grandleas Finance Ltd	1250	00162006	CF Technologies Limited	Physical documents not available (Name Change)

