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

NOTICE

Notice is hereby given that the 96th 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 Thursday, 6th August, 2015 at 3 p.m. to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of annual audited Financial Statement and Reports thereon

To receive, consider and adopt:

a. the audited financial statement of the Company for the financial year ended 31st March, 2015, the Reports of Directors and Auditors thereon, and

b. the audited consolidated financial statement of the Company for the financial year ended 31st March, 2015.

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 ₹ 1.10 per equity share of ₹ 2, i.e.55%.

3. Appointment of Director in place of those 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. Appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors, Deloitte Haskins & Sells LLP, Chartered Accountants, having Firm Registration Number 117366W/W-100018, be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors, Walker Chandiok & Co LLP, Chartered Accountants, to hold office from the conclusion of this 96th Annual General Meeting till the conclusion of the 101st Annual General Meeting of the Company and that the Board of Directors be and is hereby authorised to fix their remuneration."

5. Re-appointment of Branch Auditors

To re-appoint Wrigley Partington, London, UK, as the Branch Auditors of the Company to hold office from the conclusion of this 96th Annual General Meeting till the conclusion of the 97th Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

6. To appoint Ms. Monica Chopra (DIN 05341124) as a Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof), Ms. Monica Chopra (DIN 05341124), who was appointed as an Additional Director of the Company with effect from 1st August, 2014 pursuant to Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this 96th Annual General Meeting and who has given a notice in writing under Section 160 of the Act, signifying her candidature for the office of Director along with the necessary deposit, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. To appoint Ms. Monica Chopra (DIN 05341124) as a Whole-time Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197, Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), the appointment of Ms. Monica Chopra (DIN 05341124) as a Whole-time Director designated as Executive Director - Legal & Company Secretary of the Company for a period of three years with effect from 1st August, 2014, on the terms and conditions as set out in the Statement attached to this Notice, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to the Nomination and Remuneration Committee of the Company."

8. To ratify the remuneration of the 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 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications(s) or re-enactment thereof), the Company hereby ratifies the remuneration, as recommended by the Audit Committee and approved by the Board of Directors of the Company, of ₹ 6.50 lakhs plus out of pocket expenses and taxes payable to M/s Dhananjay V. Joshi & Associates, Cost Accountants, for conduct of audit of the cost records maintained by the Company for the financial year 2015-16."

By Order of the Board of Directors

Greaves Cotton Limited



Monica Chopra
Executive Director - Legal &
Company Secretary

Registered Office:
3rd Floor, Motilal Oswal Tower
Junction of Gokhale & Sayani Road
Prabhadevi, Mumbai - 400025

Mumbai
9th June, 2015

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 ANNUAL GENERAL 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 Annual General 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/authority, as applicable.

5. During the period beginning 24 hours before the time fixed for the commencement of the Annual General 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' notice in writing of the intention to so inspect, is given to the Company.

6. A profile of the Directors seeking re-appointment / appointment, as required by Clause 49 VIII E of the Listing Agreement, is given in this Notice.

   These Directors have furnished the requisite consents / declarations in respect of their re-appointment / 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 Saturday, 1st August, 2015 to Thursday, 6th August, 2015, both days inclusive, for the purpose of determining the eligibility for the final dividend, if declared by the Members at the Annual General Meeting.

8. The Final Dividend, as recommended by the Board of Directors, if declared by the Members at the Annual General Meeting, will be paid at par on or after Wednesday, 2nd September, 2015:

   a. In respect of shares held in dematerialised form, to the beneficial owners of the shares as at the close of business hours on Friday, 31st July, 2015 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 on the Company's Register of Members on Thursday, 6th August, 2015.

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 to their respective Depository Participants. Members holding shares in physical form can submit their details to the Registrar and Share Transfer Agent.

10. Pursuant to the provisions of Section 124 of the Companies Act, 2013, 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 and the Final Dividend for the financial year 2006 - 07, 1st and 2nd Interim Dividend for the financial year 2007 - 08 and the unclaimed Fixed Deposits have been duly transferred to the IEPF.

11. Members who have not en-cashed the dividend warrants for the unclaimed dividends and matured deposits from the financial year 2008-09, are requested to contact the Company's Registrar and Share Transfer Agent - Sharepro Services (India) 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 31st July, 2014 (date of the last Annual General Meeting) on the website of the Company www.greavescotton.com and also on the website of the Ministry of Corporate Affairs.

12. The Company is also extending facility of ECS / NECS for the receipt of dividend. In case you wish to avail this facility, please send duly completed and signed ECS / NECS mandate form (blank forms can be obtained from www.greavescotton.com). Members holding shares in electronic form may forward their details to their respective Depository Participants.

13. The Annual Report 2014-15, the Notice of the 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 will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the Meeting. The Notice convening the Annual General Meeting and Annual Report 2014-15 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 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 for consolidation into a single folio.

18. SEBI has mandated submission of Permanent Account Number (PAN) by every Member of the Company. Members holding shares in dematerialised form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Registrar and Share Transfer Agent.

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 can obtain the nomination forms from the Company's website www.greavescotton.com or its Registrar and Share Transfer Agent.

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

    Sharepro Services (India) Private Limited
    [UNIT: Greaves Cotton Limited)

    13 AB Samhita Warehousing Complex, 2nd floor
    Off. Andheri-Kurla Road, Sakinaka Telephone Exchange Lane,
    Sakinaka, Andheri (East), Mumbai - 400 072
    Phone Nos. +91 22 67720344 I 67720300 I 67720400
    Fax No. +91 22 28591568
    Email:gcl@shareproservices.com
    Website: www.shareproservices.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 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 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**

    Details of e-voting platform as per Clause 35 B of Listing Agreement Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide Members a facility to exercise their right to vote at the forthcoming Annual General Meeting (AGM) by electronic means and all the businesses may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

A. In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company / Depository Participant(s)]:

   (i) Open e-mail and open PDF file viz; "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 the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.

   (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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

   (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 Shareholders (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 duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to ucshukla@rediffmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company / Depository Participant(s) or who have requested a physical copy]:

1. (a) Initial password is provided at the bottom of the Attendance Slip for the AGM, as given below:

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

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

C. If you are already registered with NSDL for e-voting then you can use your existing user ID and password I PIN for casting your vote.

D. 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).

E. The voting rights of Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on Friday, 31st July, 2015 (Cut-off Date).

F. The e-voting period commences on Monday, 3rd August, 2015 at 9 a.m. and ends on Wednesday, 5th August, 2015 at 5 p.m. The e-voting module shall be disabled by NSDL for voting thereafter.

G. The Members of the Company holding shares of the Company as on the Cut-off Date, either in physical form or in dematerialised form, may opt for the e-voting facility.

H. A Member may participate in the Annual General Meeting of the Company even after exercising his / her voting right through e-voting but will not be allowed to vote again at the Annual General Meeting of the Company.

I. The Results declared along with the Scrutinizer's Report will be placed on the Company's website www.greavescotton.com and on the website of NSDL within days of the Annual General Meeting of the Company and communicated to the Stock Exchanges.

J. 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.

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

L. At the Annual General Meeting, 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 Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

M. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting 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, not later than 3 days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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

O. In case of any queries pertaining to e-voting, please refer to the Frequently Asked Questions (FAQ) for Shareholders and E-Voting User Manual for Shareholders available in the downloads section of www.evoting.nsdl.com or contact Mr. Rajiv Ranjan, Assistant Manager, NSDL on e-mail at evoting@nsdl.co.in or on the telephone numbers: 022-24994738 or Toll Free 1800-222-990

25. **Resolution No. 4**

The Statutory Auditors, Walker Chandiok & Co LLP who have completed one term of five years and are due to retire at the forthcoming Annual General Meeting, have expressed their unwillingness to be re-appointed as the Auditors of the Company. A special notice under the provisions of Section 140(4)(i) read with Section 115 of the Companies Act, 2013 has been received from a Member proposing the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors in place of the retiring Auditors, Walker Chandiok & Co LLP. A copy of the special notice has been sent to Walker Chandiok & Co LLP.

Deloitte Haskins & Sells LLP have confirmed that the appointment, if made, would be acceptable to them and would be in compliance with the statutory requirements under the Companies Act, 2013 and the Listing Agreement.

The Audit Committee has recommended to the Board of Directors, the appointment of Deloitte Haskins & Sells LLP as the Statutory Auditors as their qualifications and experience have been found to be commensurate with the size and requirements of the Company.

The Board of Directors considered the matter and has recommended the appointment of Deloitte Haskins & Sells LLP as the Statutory Auditors in place of the retiring Auditors, Walker Chandiok & Co LLP.

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

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

26. 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 up to the date of the Annual General Meeting.

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

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

Resolutions No. 6 and 7

As recommended by the Nomination and Remuneration Committee, the Board of Directors approved the appointment of Ms. Monica Chopra, as an Additional Director with effect from 1st August, 2014 to hold office till the conclusion of the forthcoming Annual General Meeting of the Members of the Company.

Ms. Chopra, in addition to being the Company Secretary and Compliance Officer, looks after the legal and the internal audit functions of the Company. Being in the whole-time employment of the Company, Ms. Chopra's appointment as a Director is considered as appointment of a Whole-time Director. Accordingly, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Ms. Chopra as a Whole-time Director, designated as Executive Director - Legal & Company Secretary, for a term of three years, subject to the approval of the Members. Ms. Chopra will continue to function as the Company Secretary of the Company in addition to her other responsibilities.

Ms. Chopra possesses appropriate skills and the necessary experience and knowledge, inter alia, in secretarial, compliance and legal matters. A brief profile of Ms. Chopra, as stipulated under Clause 49 of the Listing Agreement is given as an annexure to this Notice.

Ms. Chopra has conveyed her consent to act as a Director of the Company and made the necessary disclosures and declarations. The Company has received a notice in writing from her signifying her candidature for the office of Director of the Company along with a deposit of the requisite amount under Section 160 of the Companies Act, 2013. Ms. Chopra is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Though in the ordinary course of business and at an arm's length, the appointment, being a transaction with a Related Party / Key Managerial Person, was approved by the Audit Committee. The present terms and conditions of appointment of Ms. Chopra, as approved by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, are as under:

I. Tenure : 3 years with effect from 1st August, 2014

(in ₹ per annum)

II.	Remuneration		
a)	Basic Salary	:	31,13,844
b)	Ad-hoc Allowance	:	18,03,864

c) Perquisites:

i. House Rent Allowance @ 50% of Basic Salary

ii. Other perquisites

Leave Travel Allowance, medical reimbursement for domiciliary and hospitalisation, Mediclaim insurance, car or an allowance in lieu of a car, driver's salary, reimbursement of fuel expenses at actuals, communication facility, long service award, use of corporate club membership, etc. as per Rules of the Company. Communication expenses and provision of car for use on the Company's business shall not be considered as Perquisites.

Perquisites and Allowances shall be valued as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, Perquisites shall be valued at actual cost.

d) Retirals

Company's contribution to Provident Fund, Superannuation or Annuity Fund, and Gratuity payable to the extent the same are not taxable under the Income Tax Act, 1961 and encashment of leave at the end of tenure, shall not be included for the purpose of computation of the overall ceiling of remuneration laid down in Section 197 of the Companies Act, 2013.

e) Reimbursement of Expenses

Expenses incurred for travelling, boarding and lodging during business trips, entertainment expenses actually and properly incurred for the Company's business.

f) Performance Linked Incentive

Based on her performance measured against the specific annual goals mutually set and approved by the Nomination and Remuneration Committee @ 15% of cost to company.

g) Long Term Incentive

Based on the specific goals mutually set and approved by the Nomination and Remuneration Committee, from time to time.

h) Ms. Chopra shall be entitled to such increments and increases in remuneration as may be approved by the Nomination & Remuneration Committee, from time to time.

i) Minimum Remuneration

Notwithstanding anything hereinabove, where in any financial year during the currency of Ms. Chopra's tenure as a Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay the remuneration that she is then entitled to Minimum Remuneration to her.

j) Ms. Chopra shall not be entitled to sitting fees for attending the Meetings of the Board of Directors or any committee thereof.

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

Except Ms. Chopra, none of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the Resolution.

Resolution No. 8

As per Notification dated 31st December, 2014 issued by the Ministry of Corporate Affairs, the Companies (Cost Records and Audit) Rules, 2014, provisions relating to auditing of cost accounting records are applicable to the Company with effect from 1st April, 2015. Accordingly, the audit of cost accounting records of the Company is mandatory for the financial year 2015-16.

M/s Dhananjay V. Joshi and Associates, Cost Accountants (Firm), has been conducting the audit of the cost accounting records of the Company since 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 2015-16 and has consented to act as the Cost Auditor of the Company.

At the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s 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 2015-16 at a remuneration of ₹ 6.50 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, the approval of the Members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2015-16.

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

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

By Order of the Board of Directors

Greaves Cotton Limited



Monica Chopra
Executive Director - Legal &
Company Secretary

Registered Office:
3rd Floor, Motilal Oswal Tower
Junction of Gokhale & Sayani Road
Prabhadevi, Mumbai - 400025

Mumbai
9th June, 2015

Profile of the Directors seeking re-appointment / appointment

Name	Mr. Karan Thapar	Ms. Monica Chopra
Date of Birth	20th March, 1957	16th July,1964
Qualification	C.A	LL.B, C.S.
Date of Appointment	26th September, 1991	1st August, 2014
Expertise in specific functional areas	Possesses rich experience of over 31 years in successfully managing companies both private and public having interest in diversified areas.	Over 22 years of in-depth and varied experience in the secretarial, legal, compliance and corporate governance fields.
Directorships held in other companies	1. EICL Ltd. 2. Bharat Starch Products Ltd. 3. Premium Transmission Ltd. 4. DBH International Pvt. Ltd. 5. Karun Carpets Pvt. Ltd. 6. DBH Consulting Ltd. 7. Premium Transmission Co-Operative Ltd. UA. 8. DBH Stephean Ltd.	1. Breach Candy Hospital Trust (Director and Trustee) 2. Dee Greaves Ltd.
Committee position held in other companies	1. In EICL Ltd. (a) Member of Nomination & Remuneration Committee (b) Chairman of Strategy, Risk Review & CSR Committee (c) Member of Share Transfer / Shareholders Grievance Committee 2. In Premium Transmission Ltd. (a) Member of Nomination & Remuneration Committee (b) Chairman of Strategy, Risk Review & CSR Committee	None
Relationships, if any, with other Directors and Key Managerial Personnel	None	None
Number of Meetings of the Board of Directors attended during the year	5 / 5	3 / 3
Shareholding (Number of shares)	1,000 Equity Shares	500 Equity Shares

Greaves Cotton Limited

Form No. MGT-11

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 - 400025

Name of the Member(s):
Registered address:
E-mail ID:
Folio No. / 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:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 96th Annual General Meeting of the Company, to be held on Thursday, 6th August, 2015 at 3.00 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	Consider and adopt annual audited stand alone financial statement and Reports thereon and the consolidated financial statement for the year ended 31st March, 2015		
2	Declaration of a Final Dividend on Equity Shares		
3	Appointment of a Director in place of those retiring by rotation		
4	Appointment of Statutory Auditors		
5	Re-appointment of Branch Auditors		
6	Appointment of Ms. Monica Chopra as a Director of the Company		
7	Appointment of Ms. Monica Chopra as a Whole-time Director of the Company		
8	Ratification of the remuneration of the Cost Auditors		

Signed on this _____day of _____ 2015.

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

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.