



Greaves Cotton Limited

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

May 18, 2010

Dear Shareholders,

SUB : SCHEME FOR DISPOSAL OF ODD LOT SHARES HELD IN PHYSICAL FORM.

Please refer to our earlier communications sent to you informing you about the "Greaves Odd Lot Scheme – 2009" ("the Scheme") introduced by the Company for the benefit of small shareholders holding less than 50 shares in physical form.

The said Scheme was scheduled to close on March 20, 2010. Large number of shareholders participated in the said Scheme. The Company has been still receiving request from shareholders expressing their intention to participate in the Scheme.

Therefore, in order to provide another opportunity to the Shareholders who could not participate and avail benefit of the Scheme, this Scheme has been extended for a further period till December 31, 2010. The Scheme is once again enclosed for your ready reference.

In case you are still interested, you may follow the guidelines provided in the Scheme.

If you have lost your share certificate(s)/Transfer Deed, you may still approach us for necessary guidance to complete certain formalities.

Yours faithfully,
For **GREAVES COTTON LIMITED**

K.K.SARAF
Executive Vice President &
Company Secretary

Encl.: As Above





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GREAVES ODD LOT SCHEME-2009

1. OBJECTIVE OF THE SCHEME

Greaves Odd Lot Scheme – 2009 (“the Scheme”) has been framed by Greaves Cotton Limited to provide an opportunity to its Shareholders, if they so desire, to dispose off their small holding **i.e. less than 50 shares in physical form** in a manner that they realize the market value without having to go through the process of dematerialization of shares and cost to be incurred thereon.

2. ADMINISTRATION OF THE SCHEME

The Scheme, will be administered by the Trustees, appointed by the Company. The Company has appointed Mr. Krishna Kumar Saraf, Executive Vice President & Company Secretary and Mr. Anup Guha, Executive Vice President & Chief Financial Officer as Trustees for this purpose. The address of the Trustees are given below:

C/o. Greaves Cotton Limited
Industry Manor,
Appasaheb Marathe Marg,
Prabhadevi,
Mumbai 400 025

3. TERMS

- a. Shareholders, who are interested in disposing off the odd lot shares in accordance with the Scheme, should send the following documents in a sealed envelope superscribed as “Greaves Odd Lot Scheme - 2009” and addressed to The Company Secretary, Industry Manor, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025:
 - i. An application form attached herewith, duly signed.
 - ii. Share Certificate(s) in original and
 - iii. Transfer Deed duly signed by the Transferor(s) and witnessed.
- b. In case shares are held in joint names, all Shareholders are required to sign in the same order in which their names appear on the Share Certificates. If the shares are held in the name of a minor, his/her father/mother/natural guardian should sign on behalf of the minor. Separate Transfer Deed is required to be executed for each Folio. In the case of death of a joint holder, attested copy of Death Certificate should be attached.
- c. To provide safety from the possible loss of shares in transit, the names of the Trustees i.e. Mr. Krishna Kumar Saraf and Mr. Anup Guha must be put on the Transfer Deed as Transferees.
- d. The shareholders are not permitted to revoke the application once submitted to the Company.

- e. The shares along with requisite documents received upto the 20th of each month will be processed by the Registrar and if found in order, will be transferred in the name of the Trustees, who thereafter will have the same dematerialized. The Trustees will then arrange to sell the shares through a SEBI Registered Broker at the earliest opportunity at the prevailing market rate. The sale proceeds will be sent to the first named Shareholder by way of pay order/demand draft by 10th of the succeeding month.

No interest shall be paid in the event of any delay in receipt of sale proceeds by the shareholders.

- f. The documents, which are found not to be in order, will be returned by the Company to the first named Shareholder and such Shareholder will not be entitled to receive any amount under the Scheme either from the Company or the Trustees.
- g. The Company reserves the right to close the Scheme at any time prior to the scheduled date i.e. December 31, 2010. In such case, no separate intimation will be sent by the Company prior to the closure of the Scheme.
- h. Any shares/Documents received by the Company upon closure of the Scheme will be returned to the respective Shareholder(s) and such Shareholder(s) will have no claim of whatsoever nature against the Company or the Trustee.
- i. The Trustees will endeavour to realize price for the shares to the extent practicable in the market conditions prevailing at the time of sale. As such, the Shareholders will not be entitled to dispute the price at which the shares are sold by the Trustees.
- j. The Trustees, on receipt of the sale proceeds from the Broker, will distribute the same to the concerned Shareholders after deducting the brokerage and other statutory levies payable to the Broker and other administrative expenses which, in aggregate, will not exceed Rs. 3/- per share.
- k. The decision of the Trustees on all matters relating to sale of shares, will be final and binding on all Shareholders who have tendered shares pursuant to this Scheme.
- l. Neither the Company nor the Trustees will be liable for any shares or pay orders/demand drafts, lost in transit. In such case, it shall be the responsibility of the shareholder to obtain duplicate share certificate at his/her own cost. It is advisable to send the above referred documents preferably by registered post/courier.
- m. The Company or the Trustees will also not be responsible for any loss to the Shareholders, on account of fluctuation in the market price of the shares during the period the shares are sent by the Shareholders to the Company till the time the shares are sold by the Trustees.

This is not an invitation but a facility extended to small shareholders of the Company and it is absolutely voluntary and optional.

Mumbai, May 18, 2010.



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APPLICATION FORM FOR DISPOSAL OF EQUITY SHARES HELD IN PHYSICAL FORM IN ODD LOT

Folio No.

Name of the Shareholder(s)

Registered Address

PLEASE FILL IN SEPARATE FORM FOR EACH FOLIO

Date :

To,
The Trustees - GREAVES ODD LOT SCHEME - 2009
C/o. Greaves Cotton Limited
Industry Manor,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025.

Dear Sir,

SUB : SCHEME FOR DISPOSAL OF ODD LOT SHARES HELD IN PHYSICAL FORM

I/We have read the letter dated 9th December 2009, of Greaves Cotton Limited regarding the "Greaves Odd Lot Scheme - 2009" ("The Scheme") and accordingly submit my/our application for disposal of Shares held by me/us in physical form as per the details given below

Certificate Nos.	Distinctive Nos.		No. of shares
	From	To	

Bank Particulars for Remittance { Bank Account No. _____
Branch Name _____
Address : _____
Branch Code : _____

(P.T.O.)

ACKNOWLEDGEMENT SLIP

(In case of hand delivery)

Registered Folio No. _____

Received From Mr./Mrs/Ms. _____

an application for sale of _____ equity share(s) of _____ together with
_____ Certificate(s) and Transfer Deed (s) under Greaves Odd Lot Scheme-2009.

Date of receipt _____

Serial No. _____

(Signature and Rubber Stamp)

I/We enclose the following documents:

1. Transfer Deed duly completed and signed by all the shareholders (as per specimen signature(s) registered with the Company) and duly witnessed.
2. _____ (Nos.) share certificates as listed above.
3. I/We hereby confirm that -
 - a. I/We have read, understood and accepted the terms and conditions of the the Scheme.
 - b. I/We have unconditionally offered the above Shares under the Scheme.
 - c. I/We will not withdraw this application hereafter.
 - d. I/We have authorized you, as Trustees, to sell the shares lodged by me/us. I/We agree that your decision on all matters relating to sale of these shares will be final and binding on me/us. In case of the fulfilment of the pre-requisites and on your payment of the Amount Payable for the aforesaid shares to me/us, as per the Scheme, I/We agree and undertake unconditionally to indemnify you and keep you indemnified from and against any claims, payments, costs, charges, expenses losses, damages, compensations and actions resulting from or arising out of the sale of the aforesaid shares and also on account of any action initiated against you by any person on account of effecting the registration of the said shares on the basis of the Transfer Deed submitted to you.

You are requested to accept my/our application and arrange to send the Amount Payable to my/our address, as registered with you.

(First named Shareholder)

(1st Joint Holder)

(2nd Joint Holder)