

NOTICE

NOTICE is hereby given that the Ninety-Second Annual General Meeting of **GREAVES COTTON LIMITED** will be held on Wednesday, July 27, 2011, at 3.30 P.M. at Hall of Culture, Ground floor, Nehru Centre, Worli, Mumbai 400 018, to transact the following:

ORDINARY BUSINESS

1. Adoption of Annual Accounts

To receive, consider and adopt the Profit and Loss Account for nine month period ended March 31, 2011 and the Balance Sheet as at that date and the Report of the Directors and Auditors thereon.

2. Payment of Final Dividend

To approve the Final Dividend of ₹ 0.70 /- per share.

3. Re-appointment of Mr. Vijay Rai as a Director

To appoint a Director in place of Mr. Vijay Rai, who retires by rotation and being eligible, offers himself for re-appointment.

4. Re-appointment of Mr. Vikram Tandon as a Director

To appoint a Director in place of Mr. Vikram Tandon, who retires by rotation and being eligible, offers himself for re-appointment.

5. To appoint Auditors of the Company and the Branch Auditors

- a. To re-appoint Messrs. Walker, Chandio & Co., Chartered Accountants, as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to authorize the Audit Committee to fix their remuneration.
- b. To re-appoint Messrs. Wrigley Partington, U.K. as the Auditors in respect of Company's Branch at Cheshire, London (UK), as the Branch Auditors of the Company, to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to authorize the Audit Committee to fix their remuneration.

By Order of the Board of Directors

K.K. SARAF
Executive Vice President &
Company Secretary

Registered Office:

Industry Manor
Appasaheb Marathe Marg
Prabhadevi
Mumbai 400 025.

Dated: April 29, 2011

NOTE:

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- b. The Register of Members of the Company will remain closed from Tuesday, July 26, 2011 to Wednesday, July 27, 2011 (both days inclusive), for the purpose of determining the shareholders, who will be eligible to receive the Final Dividend. The above Dividend, upon approval by the shareholders, will be paid on August 10, 2011.
- c. The details, as required under Clause 49 of the Stock Exchange Listing Agreement in respect of Directors seeking re-appointment at the Annual General Meeting, are given in the Annexure.

- d. Members are requested to notify immediately any change of address:
- (i) to their Depository Participants (DPs) in respect of the shares held in electronic form, and
 - (ii) to the Company or its Registrar & Transfer Agents (RTA), in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.
- e. Members holding shares in identical order of names in more than one folio are requested to consolidate their holdings in one folio by sending the relevant share certificate along with the request letter as per the format available on the Company's website viz. www.greavescotton.com
- f. This Annual Report of the Company will be made available on the Company's website.
- g. Transfer of Unclaimed dividends to Investor Education & Protection Fund:-

Pursuant to Section 205C of the Companies Act, 1956, following dividend amounts will be transferred to Investor Education & Protection Fund (IEPF) on the respective due dates, if remain unclaimed

Dividend	Due dates for transfer
Financial year 2004-05	
1st Interim dividend	06.12.2011
2nd Interim dividend	23.02.2012
Final dividend	28.09.2012
Financial year 2005-06	
1st Interim dividend	18.11.2012
2nd Interim dividend	15.02.2013
3rd Interim dividend	04.05.2013
Final dividend	05.11.2013
Financial year 2006-07	
1st Interim dividend	17.11.2013
2nd Interim dividend	21.02.2014
3rd Interim dividend	29.03.2014
Final dividend	28.10.2014

Shareholders may please note that no claims shall lie either against IEPF or the Company in respect of dividends once transferred to IEPF.

ANNEXURE

Profile of the Directors seeking re-appointment at the Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	Mr. Vijay Rai	Mr. Vikram Tandon
Date of Birth	13.10.1946	18.11.1948
Date of appointment	21.03.2002	07.08.2007
Expertise in specific functional areas	Over 42 years experience in Industry. He specializes in manufacturing management and is a practicing consultant in Japanese management systems. He is also an Associate Director of Kaizen Institute, Japan.	Graduated from IIT Delhi in 1970 and joined Hindustan Lever Limited (HLL) as a Management Trainee. His early career was in manufacturing. He then worked in Corporate Development to identify and set up new core sector businesses for HLL, after which he managed the HLL's Fertilizer Business and then moved on to run the entire Chemicals business. He later moved to Unilever's Head Offices in London and Rotterdam, where he worked on Corporate Strategy for Unilever's global chemical businesses, in close conjunction with Dr. Arnaldo Hax, Sloan Professor of Management at Sloan School, MIT. He was also a member of Unilever's Technology Management Committee. He returned to India in 1994 as Head of Corporate Strategy for the Unilever Group of companies in India. In 1995, Mr. Tandon joined the Board of Pepsico India as the Executive Director for Operations with responsibility across South Asia. He was responsible for setting up the infrastructure and building the operating capability for Pepsico's beverages business over six years. He then moved to New York to Pepsico's Head office for 6 years, where he ran Pepsico's Worldwide Concentrate business. He retired from Pepsico and returned to India in 2007.
Qualifications	B. Tech in Mechanical Engineering from I.I.T., Kharagpur.	B. Tech (Hons.)
Directorships held in other companies (excluding Foreign Companies)	Chairman Akola Chemicals Ltd. Director English Indian Clays Ltd. Punjab Chemicals & Crop Protection Ltd. Greaves Leasing Finance Ltd. Navneet Publications (India) Ltd. Sri Biotech Laboratories India Ltd. Princeware International Pvt. Ltd. Polygel Industries Pvt. Ltd.	Director Esab India Ltd.
Committee position held in other Companies	Audit Committee As Chairman English Indian Clays Ltd. As Member Punjab Chemicals & Crop Protection Ltd.	Audit Committee As Member Esab India Ltd.
Relationships, if any, between Directors inter se	No	No
Shareholding (No. of Shares)	17,650	500

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