

Greaves Cotton Limited

CIN: L99999MH1922PLC000987

Registered Office: Industry Manor, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025, Maharashtra, India

Telephone: +91 22 24397575 / 24365510 • Fax: +91 22 24377730 / 24379555

Email: investorservices@greavescotton.com • Website: www.greavescotton.com



NOTICE

Notice is hereby given that the Ninety-fifth 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, 31st July, 2014 at 3 p.m. to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of audited annual Accounts and Reports thereon

To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and the Auditors thereon.

2. Declaration of Dividend

To declare a Final Dividend on Equity Shares of the Company.

The Board of Directors has recommended a Final Dividend of ₹0.60 per Equity Share of ₹2, i.e. 30%.

3. Re-appointment of Statutory Auditors

To re-appoint Walker, Chandio & Co. LLP, Chartered Accountants, having Firm Registration Number 001076N, as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and authorise the Audit Committee to fix their remuneration.

4. 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 Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and authorise the Audit Committee to fix their remuneration.

SPECIAL BUSINESS:

5. To appoint Mr. Vikram Tandon as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement with the Stock Exchanges (including any statutory modification or re-enactment thereof), Mr. Vikram Tandon (DIN 01727251), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a consecutive term up to 17th November, 2018."

6. To appoint Dr. Clive Hickman as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement with the Stock Exchanges (including any statutory modification or re-enactment thereof), Dr. Clive Hickman

(DIN 02075540), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a consecutive term up to 31st March, 2019."

7. To appoint Mr. Navneet Singh as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement with the Stock Exchanges (including any statutory modification or re-enactment thereof), Mr. Navneet Singh (DIN 01896854), who was appointed as an Additional Director of the Company with effect from 1st August, 2013 and who holds office up to the date of this Annual General Meeting, and who has given a notice in writing under Section 160 of the Companies Act, 2013, signifying his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a consecutive term up to 31st March, 2019."

8. To appoint Mr. Arvind Kumar Singhal as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement with the Stock Exchanges (including any statutory modification or re-enactment thereof), Mr. Arvind Kumar Singhal (DIN 00709084), who was appointed as an Additional Director of the Company with effect from 1st November, 2013 and who holds office up to the date of this Annual General Meeting and who has given a notice in writing, under Section 160 of the Companies Act, 2013, signifying his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a consecutive term up to 31st March, 2019.

9. To appoint Mr. Vijay Rai as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement with the Stock Exchanges (including any statutory modification or re-enactment thereof), Mr. Vijay Rai (DIN 00075837), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a consecutive term up to 12th October, 2016."

10. To approve the remuneration of the Cost Auditors

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof), the remuneration of ₹6.90 lakhs, as recommended by the Audit Committee and approved by the Board of Directors of the Company, to be paid 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 2014-15, be and is hereby ratified.”

By Order of the Board of Directors
Greaves Cotton Limited



Monica Chopra

Company Secretary & Executive Vice President – Legal

Registered Office:

Industry Manor
Appasaheb Marathe Marg
Prabhadevi
Mumbai - 400025

Mumbai
27th June, 2014

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 Forms 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 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. Corporate members intending to send their authorised representatives to attend the 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.
7. Members / Proxies / Representatives should bring the Attendance Slip, duly filled in, for attending the Meeting.
8. Brief resume of the Directors seeking appointment, as required by Clause 49 VI A of the Listing Agreement entered into with the Stock Exchanges, is annexed to this Notice. The Directors have furnished the requisite consents / declarations in respect of their appointment.
9. The Annual Report 2013-14, Notice of the Annual General Meeting and Instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the Members whose email addresses are registered with the Company / 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 email addresses.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 22nd July, 2014 to Thursday, 31st July, 2014, both days inclusive, for the purpose of determining the eligibility for the Final Dividend, if declared by the Members at the Annual General Meeting.
11. 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 Friday, 22nd August, 2014:
 - In respect of shares held in dematerialised form, to the beneficial owners of the shares as at the close of business hours on Monday, 21st July, 2014, as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited.
 - In respect of shares held in physical form, to the Members whose names appear on the Company's Register of Members on Thursday, 31st July, 2014.
12. Members may please note that their bank details, as furnished to their respective Depository Participants and the Registrar and Share Transfer Agent – Sharepro Services (India) Private Limited, 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 are requested to furnish the same:
 - to their respective Depository Participants in respect of shares held in dematerialised form ; and
 - to the Registrar and Share Transfer Agent - Sharepro Services (India) Private Limited, in respect of shares held in physical form.
13. 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.
14. 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 2005-06, 1st and 2nd Interim Dividend for the financial year 2006-07 and unclaimed Fixed Deposits have been transferred to the IEPF.
15. Members who have not en-cashed the dividend warrants for the unclaimed dividends and matured deposits yet to be transferred to the IEPF Account, 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 30th July, 2013 (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.

16. 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 – Sharepro Services (India) Private Limited, for consolidation into a single folio.
17. **Members who have not registered their email addresses so far are requested to register their email address with their respective Depository Participants, in case of shares held in dematerialised form and with the Registrar & Share Transfer Agent – Sharepro Services (India) 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.**
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 the PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Registrar and Share Transfer Agent – Sharepro Services (India) Private Limited.
19. 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 / 67720300 / 67720400
Fax No. +91 22 28591568

Email: gcl@shareproservices.com
Website: www.shareproservices.com
20. 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 – Sharepro Services (India) Private Limited.
21. 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 2013-14 are available on the Company's website www.greavescotton.com.
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. All documents referred to in the accompanying Notice and the 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.

Procedure for e-Voting

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the Ninety-fifth 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):

- I. The instructions for e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participant(s)]:
 - (i) Open email 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.
 - (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 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 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 email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy]:
 - (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 Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password / PIN for casting your vote.
- IV. 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).
- V. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Thursday, 26th June, 2014.
- VI. The e-voting period commences on Thursday, 24th July, 2014 at 9 a.m. and ends on Saturday, 26th July, 2014 at 6 p.m. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- VII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.greavescotton.com and on the website of NSDL within two working days of the AGM of the Company and communicated to the Stock Exchanges.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ('ACT')

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

Resolutions No. 5 and 6

Mr. Vikram Tandon and Dr. Clive Hickman, Directors of the Company, are due to retire by rotation at the ensuing Annual General Meeting as per the terms of their appointment. The Company has received notices in writing from Members along with the deposits of the requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Vikram Tandon and Dr. Clive Hickman for the office of Director of the Company.

In terms of Section 149 and other applicable provisions of the Act and Clause 49 of the Listing Agreement, it is proposed to appoint Mr. Tandon as an Independent Director for a consecutive term up to 17th November, 2018, in accordance with the retirement policy of the Company and Dr. Hickman as an Independent Director for a consecutive term up to 31st March, 2019.

Mr. Tandon and Dr. Hickman have informed the Company that they are not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given their consent to act as a Director. Mr. Tandon and Dr. Hickman have given the necessary declaration that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board of Directors of the Company, Mr. Tandon and Dr. Hickman fulfil the conditions for their appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Tandon and Dr. Hickman are independent of the Management.

As required under Clause 49 of the Listing Agreement, their brief resume, giving the nature of expertise, other directorships and committee memberships and shareholding in the Company, are furnished and form part of this Notice.

Copies of the draft respective letters of appointment as Independent Directors stating the terms and conditions, are 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 are also available on the website of the Company at www.greavescotton.com.

This Statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

Mr. Tandon and Dr. Hickman are interested in the Resolutions No. 5 and 6 with regard to their respective appointments. None of the other Directors, Key Managerial Personnel or their relatives, is concerned or interested in these Resolutions.

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

Resolution No. 7

The Board of Directors appointed Mr. Navneet Singh as an Additional Director of the Company effective 1st August, 2013 and he holds office till the date of this Annual General Meeting. The Company has received a notice in writing from Mr. Singh signifying his candidature for the office of Director under the provisions of Section 160 of the Act along with the requisite deposit.

In terms of Section 149 and other applicable provisions of the Act and Clause 49 of the Listing Agreement, it is proposed to appoint Mr. Singh as an Independent Director for a consecutive term up to 31st March, 2019.

Mr. Singh has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Singh has given a declaration that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board of Directors of the Company, Mr. Singh fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Singh is independent of the Management.

As required under Clause 49 of the Listing Agreement, his brief resume, giving nature of expertise, other directorships and committee memberships and shareholding in the Company, are furnished and forms part of this Notice.

A copy of the draft letter of appointment of Mr. Singh 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 website of the Company at www.greavescotton.com.

This Statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

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

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

Resolution No. 8

The Board of Directors appointed Mr. Arvind Kumar Singhal as an Additional Director of the Company effective 1st November, 2013 and he holds office till the date of this Annual General Meeting. The Company has received a notice in writing from Mr. Singhal signifying his candidature for the office of Director of the Company under the provisions of Section 160 of the Act along with the requisite deposit.

In terms of Section 149 and other applicable provisions of the Act and Clause 49 of the Listing Agreement, it is proposed to appoint Mr. Singhal as an Independent Director for a consecutive term up to 31st March, 2019.

Mr. Singhal has informed the Company that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Singhal has given a declaration that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board of Directors of the Company, Mr. Singhal fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Singhal is independent of the Management.

As required under Clause 49 of the Listing Agreement, his brief resume giving nature of expertise, other directorships and committee memberships and shareholding in the Company, are furnished and forms part of this Notice.

A copy of the draft letter of appointment of Mr. Singhal 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 website of the Company at www.greavescotton.com.

This Statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

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

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

Resolution No. 9

Mr. Vijay Rai was appointed as a Director of the Company liable to retire by rotation under the provisions of the Companies Act, 1956.

In accordance with the provisions of Sections 149, 152 and other applicable provisions of the Act and Clause 49 of the Listing Agreement, it is proposed to appoint Mr. Rai as the Independent Director of the Company for a term up to 12th October, 2016, in accordance with the retirement policy of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act along with the requisite deposit from a Member proposing the candidature of Mr. Rai for the office of Director of the Company.

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 and has given his consent to act as a Director. Mr. Rai has given a declaration that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board of Directors of the Company, Mr. Rai fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Rai is independent of the Management.

In terms of Clause 49 of the Listing Agreement, his brief resume giving nature of expertise, other directorships and committee memberships and shareholding in the Company, is furnished and forms part of this Notice.

Copy of the draft letter of appointment 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 are also available on the website of the Company at www.greavescotton.com.

This Statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

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. 10

The Ministry of Corporate Affairs, vide the Cost Accounting Record Rules and Cost Audit Report Rules 2011 read with Section 233B of the Companies Act, 1956, requires the Company to maintain cost records in respect of all products falling under a particular excise classification and these cost records are required to be audited by a Cost Accountant.

At the recommendation of the Audit Committee, the Board of Directors has approved the appointment and remuneration 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 2014-15 at a remuneration of ₹6.90 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.

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 2014-15.

None of the Directors, Key Managerial Personnel or their relatives, is in anyway, concerned or interested in the Resolution.

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

By Order of the Board of Directors
Greaves Cotton Limited



Monica Chopra
Company Secretary & Executive Vice President - Legal

Registered Office

Industry Manor
Appasaheb Marathe Marg
Prabhadevi
Mumbai - 400025

Mumbai
27th June, 2014

Profile of the Directors

Name	Vikram Tandon	Dr. Clive Hickman	Navneet Singh	Arvind Kumar Singhal	Vijay Rai
Date of Birth	18 th November, 1948	19 th November, 1954	2 nd September, 1950	10 th August, 1958	13 th October, 1946
Qualification	B. Tech (Hons) from IIT Delhi	B.Sc., MBA, PhD, DSc, Fellow Member of Institute of Mechanical Engineers, UK	FCA (England and Wales); ACA (India); BA Honours (Economics)	B. E (Elec. & Comm.) from IIT, Roorkee; MBA (Fin. & Mkt.) from UCLA (USA)	B. Tech in Mechanical Engineering from IIT Kharapur
Date of Appointment	7 th August, 2007	1 st March, 2012	1 st August, 2013	1 st November, 2013	21 st March, 2002
Expertise in specific functional areas	Over 38 years of experience in to several functions ranging from manufacturing, corporate development to corporate strategy in the Indian and international arena.	Over 36 years of experience. Held variety of leadership positions in Indian as well as European companies across automotive, research and development Industries.	Over 39 years of experience in banking and regulatory compliances. Held leadership positions in reputed international banks.	Over 36 years of experience in retail marketing strategy and expertise in strategic business planning	Over 45 years of experience. Expertise in manufacturing and agro inputs marketing.
Directorships held in other companies	ESAB India Limited	The Manufacturing Technology Centre Ltd.	Nil	- The Mobile Store Limited - Premium Transmission Limited - Welspun India Limited	- EICL Limited - Punjab Chemicals & Crop Protection Limited - Greaves Leasing Finance Limited
		D Millington Limited		- Technopak Advisors Private Limited - Avensa Chemical Solutions Private Limited - Foley Designs Private Limited	- Sri Biotech Laboratories India Limited - Akola Chemicals (India) Limited - Princeware International Private Limited
				- Mahindra Retail Private Limited - Convergence IT Solutions Private Limited	- Pimex India Private Limited - South India Research Institute Private Limited
				- Vertebrand Management Consulting Private Limited - Caleffi Bed and Bath (India) Private Limited	
				- Amrylis Farmworks Private Limited	
				- Stylenama Retail Private Limited	
Committee position held in other companies	Member of Audit Committee and Chairman of Shareholders / Investors Grievances Committee of Esab India Limited	Nil	Nil	Member of Strategy & Risk Review and Corporate Social Responsibility Committee of Premium Transmission Limited	Member of Strategy, Risk Review and Corporate Social Responsibility Committee of EICL Limited
Relationships, if any, between Directors inter se	Nil	Nil	Nil	Nil	Nil
Shareholding (Number of Shares of ₹2 each)	500 Equity Shares	Nil	Nil	Nil	18,150 Equity Shares

Greaves Cotton Limited

CIN: L99999MH1922PLC000987

Registered Office: Industry Manor, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025, Maharashtra, India

Telephone: +91 22 24397575 / 24365510 • Fax: +91 22 24377730 / 24379555

Email: investorservices@greavescotton.com • Website: www.greavescotton.com



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: Industry Manor, Appasaheb Marathe Marg, 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

Name: _____

Address: _____

E-mail ID: _____

Signature: _____

Or failing him /her

Name: _____

Address: _____

E-mail ID: _____

Signature: _____

Or failing him /her

Name: _____

Address: _____

E-mail ID: _____

Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Ninety-fifth Annual General Meeting of the Company, to be held on Thursday, 31st July, 2014 at 3 p.m. at the Hall of Culture, Nehru Centre, Worli, Mumbai - 400 018 and at any adjournment thereof in respect of the Resolutions as are indicated below:

No.	Resolution	For*	Against*
1	Consider and adopt audited annual Accounts and Reports thereon		
2	Declaration of Dividend		
3	Appointment of Statutory Auditors and fixing their remuneration		
4	Appointment of Branch Auditors and fixing their remuneration		
5	Appointment of Mr. Vikram Tandon as an Independent Director		
6	Appointment of Dr. Clive Hickman as an Independent Director		
7	Appointment of Mr. Navneet Singh as an Independent Director		
8	Appointment of Mr. Arvind Kumar Singhal as an Independent Director		
9	Appointment of Mr. Vijay Rai as an Independent Director		
10	Approval of the remuneration of the Cost Auditors		

Signed this..... day of, 2014

Signature _____

Affix
Revenue
Stamp

Note:

- *1 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.
- 2 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.
- 3 This instrument 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 Meeting.

