

29<sup>th</sup> August, 2023

The Manager - Listing  
BSE Limited  
BSE Code - 501455

The Manager - Listing  
National Stock Exchange of India Limited  
NSE Code - GREAVESCOT

Dear Sir/Madam,

**Subject: Notice of Postal Ballot of Greaves Cotton Limited**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), please find enclosed herewith the copy of Notice of Postal Ballot dated 25<sup>th</sup> August, 2023 (“**Notice**”) along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013, which has been sent through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories/ Registrar and Share Transfer Agent and whose names are recorded in the register of members / list of beneficial owners as on Friday, 18<sup>th</sup> August, 2023 (“Cut-Off date”), in compliance with the requirements of the MCA Circulars.

The Notice seeks approval of the members through an ordinary resolution for entering into a Consultancy Services Agreement with M/s Peak 15 Advisors LLP.

In compliance with Regulation 44 of the Listing Regulations and provisions of Section 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the relaxations and clarifications issued by Ministry of Corporate Affairs, the resolution appended in the enclosed Notice is proposed to be passed **only** through electronic voting (“**Remote e-voting**”).

The remote e-voting period will commence from Wednesday, 30<sup>th</sup> August, 2023 at 09:00 a.m. (IST) and will end on Thursday, 28<sup>th</sup> September, 2023 at 05:00 p.m. (IST). The results of the postal ballot will be declared on or before Saturday, 30<sup>th</sup> September 2023.

For the purpose of remote e-voting facility, the Company has engaged the services of KFin Technologies Limited, Registrar & Share Transfer Agent of the Company (“**KFintech**”).

Kindly take the above information on record.

Thanking You,  
Yours faithfully,  
For Greaves Cotton Limited

Atindra Basu  
Group General Counsel & Company Secretary  
Encl.: a/a

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**Greaves Cotton Limited**

**Email ID:** investorservices@greavescotton.com | **Website:** www.greavescotton.com

**Registered Office:** J-2, MIDC Industrial Area, Chikalthana, Aurangabad - 431210, India

**Corporate Office:** Unit No.1A, 5th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai - 400070, India

**Tel:** +91 22 41711700 | **CIN:** L99999MH1922PLC000987

ENGINEERING | E-MOBILITY | RETAIL | FINANCE | TECHNOLOGIES

# **GREAVES**

## **GREAVES COTTON LIMITED**

**CIN:** L99999MH1922PLC000987

**Registered Office:** J-2, MIDC Industrial Area, Chikalthana, Aurangabad-431210.

**Corporate Office:** Unit No. 1A, 5<sup>th</sup> Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai- 400 070; **Phone:** +91 (22) 41711700.

**E-mail:** [investorservices@greavescotton.com](mailto:investorservices@greavescotton.com); **Website:** [www.greavescotton.com](http://www.greavescotton.com)

**Contact Person:** Mr. Atindra Basu, Group General Counsel and Company Secretary

### **NOTICE OF POSTAL BALLOT**

[Pursuant to section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

Notice is hereby given pursuant to section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**") (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) read with General Circular Nos. 14/2020 dated 08<sup>th</sup> April, 2020 and 17/2020 dated 13<sup>th</sup> April, 2020 and subsequent circulars issued in this regard, the latest being 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**") and pursuant to other applicable laws and regulations, the proposed resolution along with explanatory statement setting out the material facts is appended below for seeking consent of the Members of Greaves Cotton Limited (the "**Company**") through postal ballot.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), provisions of section 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. Accordingly, hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only. The detailed instructions for remote e-voting forms part of this Postal Ballot Notice.

The e-voting will commence on Wednesday, 30<sup>th</sup> August, 2023 at 09:00 a.m. IST and ends on Thursday, 28<sup>th</sup> September, 2023 at 05:00 p.m. IST. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received. The Company has engaged the services of KFin Technologies Limited ("**KFintech**" or "**RTA**"), Registrar & Share Transfer Agent of the Company, for providing remote e-voting facilities to the Members, enabling them to cast their vote in a secure manner.

Mr. Sunny Gogiya having Membership No.: A56804 and Certificate of Practice No. 21563 or failing him Mr. Gaurav Sainani having Membership No.: A36600 and Certificate of Practice No. 24482, of SGG & Associates, Practising Company Secretaries, have been appointed as scrutinizers to scrutinize the remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast by way of remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Chairman. The results of voting by Postal Ballot (through the remote e-voting process) will be declared **on or before Saturday, 30<sup>th</sup> September, 2023**, by the Chairman of the Company or any other person authorized by the Chairman at the Registered Office at J-2, MIDC Industrial Area, Chikalthana, Aurangabad-431210 and at the Corporate Office at Unit No. 1A, 5<sup>th</sup> Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai-400070. The results shall also be communicated to the BSE Limited and National Stock Exchange of India Limited (together the "**Stock Exchanges**"), National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (together the "**Depositories**"), and the same along with the Scrutinizer's Report will be displayed on the Company's website at [www.greavescotton.com](http://www.greavescotton.com), on the website of KFintech at [www.kfintech.com](http://www.kfintech.com) as well as on Stock Exchanges' website viz [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, 28<sup>th</sup> September, 2023 i.e., the last date specified for remote e-voting.

**Resolution No. 1: To approve entering into a Consultancy Services Agreement with M/s Peak 15 Advisors LLP**

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

**“RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s policy on related party transactions and based on the recommendation of the Board of Directors including its committees, approval of the members be and is hereby accorded to enter into a Consultancy Services Agreement with M/s Peak 15 Advisors LLP, a related party within the meaning of section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on such terms and conditions as explained in the explanatory statement annexed to this notice and further the said agreement shall be on arm’s length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** any of the Director(s) and/or Group General Counsel & Company Secretary and/or Chief Financial Officer and/or Chief Human Resources Officer of the Company be and are hereby severally authorised to modify, sign and execute all such agreements, documents, deeds and writings, including filing the said documents and do all such acts, deeds and things and take such necessary steps as they in their absolute discretion deem necessary, desirable or expedient to give effect to this resolution

and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board  
For Greaves Cotton Limited**

**Atindra Basu  
Group General Counsel & Company Secretary  
Membership No.: ACS 32389**

Date: 25<sup>th</sup> August, 2023

Place: Mumbai

**Notes:**

1. The explanatory statement pursuant to sections 102 of the Act stating all material facts and the reason for the proposal is annexed herewith.
2. In terms of MCA circular, the Company is sending this Postal Ballot Notice to those members whose names have appeared in the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, 18<sup>th</sup> August, 2023. The Postal Ballot Notice is being sent to the members in electronic form at their e-mail addresses registered with their depository participants (in case of electronic shareholding) or the e-mail addresses registered with the KFintech (in case of physical shareholding).
3. In terms of the relaxation provided through MCA Circulars, the Company will send this postal ballot notice in electronic form. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
4. Shareholders may note that this notice is also available on the websites of the Company at [www.greavescotton.com](http://www.greavescotton.com), KFintech at <https://evoting.kfintech.com> and the Stock Exchanges i.e., at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
5. **Registration of e-mail address with Company / DP:**  
Members holding shares in physical mode and who have not registered/updated their email addresses with the Company/KFintech are requested to register/update their email addresses by submitting:

- (a) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <http://www.greavescotton.com/investors> and on the website of the RTA at [www.kfintech.com](http://www.kfintech.com).
- (b) Self-attested copy of the PAN card;
- (c) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.
- (d) Cancelled cheque bearing the name of the member/first holder. In case the cancelled cheque leaf does not bear your name, please attach a copy of the bank passbook statement, duly self-attested.

Members holding shares in dematerialised mode are requested to register/update their email addresses with their relevant depository participants.

In case of any queries, in this regard, Members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or contact RTA at toll free number: 1800-309-4001.

- 6. As per the provisions of section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.
- 7. Pursuant to SEBI circular dated 16<sup>th</sup> March 2023, issued in supersession of earlier circulars issued by SEBI dated 3<sup>rd</sup> November 2021 and 14<sup>th</sup> December 2021, respectively, SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 30<sup>th</sup> September 2023. The forms for updating the same are available at <https://www.greavescotton.com/investors/investor-information> in download forms section.

In case a holder of physical securities fails to furnish these details, RTA is obligated to freeze such folios. The securities in the frozen folios will be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31<sup>st</sup> December, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

- 8. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed at a General Meeting of the shareholders.
- 9. The vote in this Postal Ballot cannot be exercised through proxy.
- 10. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders as on Friday, 18<sup>th</sup> August, 2023 i.e., cut-off date. A person who is not a Member on the cut-off date should treat this Notice for information purposes only.

11. All relevant documents referred to in the Explanatory Statement would be made available for inspection at the corporate office of the Company on all working days during normal business hours, except Saturdays, Sundays and holidays, up to the last date of remote e-voting for postal ballot. A member may also write to the Company at [investorservices@greavescotton.com](mailto:investorservices@greavescotton.com) requesting relevant documents as referred to in the Explanatory Statement.
12. Contact details of the person responsible to address the queries/grievances connected with the voting by electronic means are as under:
- i) Mr. Atindra Basu, Group General Counsel & Company Secretary, Unit No. 1A, 5<sup>th</sup> Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai - 400070, Tel: +91 (22) 41711700 E-mail: [investorservices@greavescotton.com](mailto:investorservices@greavescotton.com); or
  - ii) Mr. Sunny Gogiya, Scrutinizer, SB-16, High Street Corporate Center, Kapurbawdi, Thane West, 400607; Tel: +91 9922744338 / +91 9326644338; E-mail: [sunny.gogiya@legalixir.com](mailto:sunny.gogiya@legalixir.com) or
  - iii) Mr. Gaurav Sainani, Scrutinizer, SB-16, High Street Corporate Center, Kapurbawdi, Thane West, 400607; Tel: +91 8375070606; E-mail: [gaurav.sainani@legalixir.com](mailto:gaurav.sainani@legalixir.com) or
  - iv) KFin Technologies Limited, RTA, Tel: 1800 309 4001 (toll free); Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Additionally, members may refer the Frequently Asked Questions (FAQs) and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com>.
13. The details of the process and manner for remote e-voting are explained herein below:

**General information and instructions relating to e-voting:**

- i. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Friday, 18<sup>th</sup> August, 2023, shall only be entitled to avail the facility of e-voting.
- ii. The e-voting facility will be available during the following period:
  - a) Commencement of e-voting: 09:00 a.m. IST on Wednesday, 30<sup>th</sup> August, 2023
  - b) End of e-voting: 05:00 p.m. IST on Thursday, 28<sup>th</sup> September, 2023
- iii. Any shareholder who holds the shares as on the cut-off date may obtain the User ID and password in the manner as mentioned below.

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFinTech upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**iv. Instructions and other information relating to e-voting:**

**A. e-Voting procedure for Individual shareholders holding securities in Demat:**

As per the SEBI circular dated 09<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Method of Login individual shareholders holding the securities in demat mode is given below:**

NSDL	CDSL
<p>1. If you are already registered for IDeAS facility, follows the below steps:</p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li> <li>III. A new screen will open. You will need to enter your User ID and Password. After successful authentication, click on “Access to e-Voting” under Value Added Services section.</li> <li>IV. Click on ‘Access to e-Voting’ appearing on the left-hand side under e-Voting services and you will be able to see e-Voting page.</li> <li>V. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p>2. User not registered for IDeAS e-Services, follow the below steps:</p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Select “Register Online for IDeAS”</li> <li>III. Proceed with completing the required fields.</li> </ol> <p>OR</p> <ol style="list-style-type: none"> <li>I. click on link: <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for CDSL Easi / Easiest, they can login through their User id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login of Easi/Easiest the user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If user is not registered for Easi/Easiest: <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/new/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/new/Registration/EasiRegistration</a></li> </ol> <p>Or</p> </li> </ol>

<p>II. Proceed with completing the required fields.</p> <p>3. e-Voting website of NSDL</p> <p>I. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Once the home page of e-Voting system is launched, Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will need to enter User ID (i.e., 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p><a href="https://web.cdslindia.com/myeasiestnew/Registration/EasiestRegistration">https://web.cdslindia.com/myeasiestnew/Registration/EasiestRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>4. Alternatively, by visiting the e-Voting website of CDSL:</p> <p>I. Open web browser by typing the following URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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**Method of Login for individual Shareholders holding the securities in demat mode through their Depository Participants.**

Step 1: Shareholders can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility.

Step 2: Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication.

Step 3: Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important Note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders	Members facing any technical issue in login can contact



holding securities in demat mode with NSDL	NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B. e-Voting procedure for Institutional Shareholders and shareholders holding securities in Physical form:**

- i. The details of the process and manner for e-voting are given below:
  - a. Initial password is provided in the body of the email.
  - b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
  - c. Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with M/s KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
- ii. After entering the details appropriately, click on LOGIN.
- iii. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (09) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the EVENT i.e., Greaves Cotton Limited.
- vi. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- vii. Shareholders holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

- a) You may then cast your vote by selecting an appropriate option and click on "Submit" and also "Confirm" when prompted.
- b) Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have not voted on the Resolution(s).
- c) Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI, etc. ) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizers by email at [sunny.gogiya@legalixir.com](mailto:sunny.gogiya@legalixir.com) and at [gaurav.sainani@legalixir.com](mailto:gaurav.sainani@legalixir.com) with a copy marked KFintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). They may also upload the same in the e-voting module under their login. The scanned images of the above mentioned documents should be in the naming format "GREAVES COTTON EVENT NO.: 7568".

**Explanatory Statement pursuant to sections 102 of the Act read with provisions of Listing Regulations.**

**Item No. 1: To approve entering into a Consultancy Services Agreement with M/s Peak 15 Advisors LLP**

**Background, details, and benefits of the transaction**

Based on the recommendation of the relevant Committees including Audit Committee, the Board of Directors of the Company at its meeting held on 10<sup>th</sup> August, 2023 considered the proposal to enter into a Consultancy Services Agreement with M/s Peak 15 Advisors LLP (herein referred to as “**the LLP**” or “**the firm**”), subject to approval of the shareholders of the Company.

*Brief Profile:*

M/s Peak 15 Advisors LLP is a Limited Liability Partnership incorporated in India. The main objective of the firm is to provide comprehensive strategic guidance and advisory services to businesses across various industries and in assisting clients for formulating and executing strategies that drive growth, innovation, and sustainable success.

M/s Peak 15 Advisors LLP focuses inter alia on the following:

- Developing and implementing Strategy: Assisting businesses in formulating robust strategies and seamless execution that align with the vision and goals of the organisations.
- Evaluation of long-term objectives: Support in evaluating initiatives of strategic and long-term significance and helping towards taking an informed decision to achieve the market presence and competitiveness.

- Policy Guidance and Advocacy: Offering insights into policy making to navigate regulatory landscapes effectively and to actively engage with government agencies and stakeholders, advocating for organisations interests while participating in crucial policy discussions.
- Sales, Marketing, and distribution expertise: Providing expert advisory in sales, marketing and distribution strategies and to help shaping external market dynamics, enhancing organisations brand visibility and market penetration.
- Stakeholders Relationship Building: Providing guidance in fostering and maintaining relationships with various stakeholders, including customers, partners, investors, and communities, fostering mutual trust and collaboration.

Since, Mr. Nagesh Basavanhalli, Non-Executive Vice Chairman, is the Designated Partner of the LLP, availing of services from the LLP falls under the ambit of related party transaction. Accordingly, in terms of section 188 of the Act and the rules framed thereunder, prior approval of shareholders is sought through ordinary resolution for entering into a related party transaction with the LLP, as the value of the transaction exceeds the limit of monthly fees of rupees two and a half lakh.

The management inter-alia provided the Audit Committee and Board of Directors with the below mentioned details of the proposed related party transaction including rationale and material terms. Post discussion and deliberations, the Audit Committee and Board of Directors granted its approval for entering into such related party transaction. The Audit Committee has noted that the said transaction will be on an arm's length basis and in the ordinary course of business of the Company.

Details of the related party transaction(s) with the LLP are as follows:

Sr. No.	Particulars	Remark
1	Name of the related party	M/s Peak 15 Advisors LLP
2	Name of the director or key managerial personnel who is related, if any	Mr. Nagesh Basavanhalli, Non-Executive Vice Chairman
3	Nature of relationship	A Limited Liability Partnership, in which a director is a designated partner.
4	Nature, material terms, monetary value and particulars of the contract or arrangements	<p>Nature of transaction: It is proposed to enter into a Consultancy Services Agreement effective from 10<sup>th</sup> August, 2023 ('Effective Date') with M/s. Peak 15 Advisors LLP where Mr. Basavanhalli is a Designated Partner.</p> <p>Material scope and terms: The LLP will provide professional advisory services to the Company and its subsidiaries as mentioned below:</p>

		<ul style="list-style-type: none"> <li>• Strategic guidance and oversight, aiding strategy formulation and business plan execution.</li> <li>• Evaluation of significant initiatives with recommendations for success.</li> <li>• Policy insights and stakeholder engagement for favorable outcomes.</li> <li>• Advisory on sales, marketing, supplier relationships and external landscape.</li> <li>• Building positive stakeholder relationships and representing the organization.</li> <li>• Mentorship for senior leaders, supporting them in achieving business goals.</li> <li>• Other services as may be required by the Company from time to time.</li> </ul> <p>Duration of the transaction: The Consultancy Services Agreement shall commence from the Effective Date and shall remain in force for a period of 2 (two) years, unless terminated earlier in accordance with the provisions of the said Agreement.</p> <p>Monetary value: The Company shall pay Rs. 4 Crore per financial year and in proportion thereof to the LLP as the consideration for availing the professional advisory services.</p>
5	The percentage of GCL annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual	0.15% of the annual consolidated turnover of the Company for the financial year 2022-23.

	turnover on a standalone basis shall be additionally provided	
6	Justification as to why the RPT is in the interest of the listed entity	Please refer to the 'Background, details, and benefits of the transaction' which forms part of the explanatory statement as mentioned above.

*Benefits*

Availing services from this LLP will collectively contribute to elevating organizational growth trajectories, enhancing strategic decision-making, and ensuring the realization of business objectives through an empowered leadership team and optimized resource allocation.

Except for Mr. Basavanhalli and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution proposed in Item No. 1.

The Board of Directors recommends passing of the resolution as set out in item no. 1 of this Notice as an Ordinary Resolution.

**By Order of the Board  
For Greaves Cotton Limited**

**Atindra Basu  
Group General Counsel & Company Secretary  
Membership No.: ACS 32389**

Date: 25<sup>th</sup> August, 2023

Place: Mumbai