

18th July 2023

The Manager - Listing
BSE Limited
BSE Code - 501455

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

Dear Sir/Madam,

Sub: Submission of Annual Report for the Financial Year 2022-23 along with the Business Responsibility and Sustainability Report and Notice of 104th Annual General Meeting of the Company

This is further to our letter dated 11th July 2023, wherein it was informed that the 104th Annual General Meeting ("AGM") of Greaves Cotton Limited ("the Company") is scheduled to be held on Thursday, 10th August 2023 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Pursuant to Regulation 30 and Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed the Annual Report for the Financial Year 2022-23 along with Business Responsibility and Sustainability Report and Notice of the 104th AGM.

In compliance with circulars issued by the SEBI and the Ministry of Corporate Affairs, the Annual Report and the Notice of AGM are being sent to the shareholders through electronic mode and are also available on the website of the Company at www.greavescotton.com and on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.

In terms of Section 108 of the Act read with Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing the facility to its Shareholders (holding shares either in physical or dematerialized form) to exercise their right to vote by electronic means on the businesses specified in the Notice convening the AGM ("Remote e-voting") and to cast their vote electronically during the AGM.

The calendar of events is as under:

Sr. No.	Particulars	Event Dates
1	Record date for Dividend	Thursday, 3 rd August 2023
2	Dividend payment date	On or before Friday, 8 th September 2023
3	Cut-off Date for Remote e-voting and e-voting at the AGM	Thursday, 3 rd August 2023
4	Commencement of Remote e-voting period	From 9:00 am (IST) on Monday, 7 th August 2023
5	End of remote e-voting	Upto 5:00 pm (IST) on Wednesday, 9 th August 2023
6	Annual General Meeting	Thursday, 10 th August 2023 at 3:00 pm (IST) through Video Conferencing / Other

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

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		Audio Visual Means
7	Announcement of Results of Remote e-voting together with e-voting done at the AGM	Within two working days or three days from the conclusion of the AGM (whichever is earlier)

Please take the same on record.

Thanking you,
Yours faithfully,
For Greaves Cotton Limited

Atindra Basu
Group General Counsel & Company Secretary

Encl.: a/a

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Corporate Office: Unit No.1A, 5th Floor, Tower 3, Equinox Business Park, LBS Marg,
Kurla West, Mumbai 400 070, India

Phone: 022-4171 1700; **E-mail:** investorservices@greavescotton.com; **Website:** www.greavescotton.com

NOTICE OF 104TH ANNUAL GENERAL MEETING

Notice is hereby given that the 104th Annual General Meeting of the Members of Greaves Cotton Limited will be held on Thursday, 10th August 2023 at 03:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statements and Reports thereon

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2023, together with the Reports of the Board of Directors and Auditors thereon, and
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2023, together with the Report of Auditors thereon.

2. Declaration of Dividend

To declare final dividend of ₹ 0.90 per equity share of face value of ₹ 2/- each as recommended by the Board of Directors of the Company for the Financial Year ended 31st March 2023.

3. Appointment of a Director in place of the one 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.

SPECIAL BUSINESS:

4. Re-designation of and remuneration payable to Mr. Nagesh Basavanhalli (DIN: 01886313) as Non-Executive Director and Vice-Chairman.

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

"**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing

Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to re-designate Mr. Nagesh Basavanhalli (DIN: 01886313) who shall be liable to retire by rotation as a Non-Executive Director and Vice-Chairman of the Board with effect from 12th May 2023.

RESOLVED FURTHER THAT pursuant to the provisions of sections 197, 198, and other applicable provisions of the Act read with the rules made thereunder, Regulation 17 and other applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, the members of the Company do hereby approve remuneration / benefits to Mr. Nagesh Basavanhalli (DIN: 01886313), Non-Executive Vice-Chairman, in the form of one Company Car along with driver for business use, Club Membership, Mediclaim and Life Insurance Benefits, Personal Accident Insurance, Telephone and other communication facilities for business use.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration of Mr. Nagesh Basavanhalli as Non-Executive Vice-Chairman, subject to the same not exceeding the overall limits under the Act and Listing Regulations and to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above.

RESOLVED FURTHER THAT the Managing Director and/or Group General Counsel & Company Secretary and/or Chief Financial Officer and/or Chief Human Resource Officer of the Company, be and are hereby severally authorised to do all such acts, deeds and things and to finalise, sign & execute all the agreements, documents, forms, deeds, which may be deemed necessary or incidental to give effect to this resolution, including making the requisite entries / intimations / filings with the relevant statutory authorities and in the statutory

records and registers of the Company, as may be required or desired for the aforementioned purpose.”

5. Ratification of the remuneration of 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, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and basis the recommendation of the Audit Committee and approval by the Board of Directors of the Company, the Members hereby ratify the remuneration of ₹ 8,50,000 (Rupees Eight Lakhs and Fifty Thousand only) plus out of pocket expenses and taxes payable to M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration Number: 000030), to conduct the audit of the cost records maintained by the Company for the Financial Year 2023-24.

RESOLVED FURTHER THAT the Managing Director and/or Group General Counsel & Company Secretary and/or Chief Financial Officer of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

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

Atindra Basu
General Counsel
& Company Secretary

Registered Office:

J-2, MIDC Industrial Area,
Chikalthana, Aurangabad-431210

Place: Ranipet

Date: 12th May 2023

Notes:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020, followed by General Circular 20/2020 dated 5th May 2020 and subsequent circulars issued in this regard, the latest being 10/2022 dated 28th December 2022 (collectively referred to as ‘MCA Circulars’) has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue.

Further, Securities and Exchange Board of India (“SEBI”) vide its Circulars dated 12th May 2020, 15th January 2021, 13th May 2022 and 5th January 2023 (‘SEBI Circulars’) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In compliance with the provisions of the Companies Act, 2013 (“Act”), Listing Regulations and the MCA circulars, the AGM of the Company is being held through VC / OAVM. The proceedings of the AGM will be deemed to be conducted at the registered office of the Company which shall be the deemed venue of the AGM.

2. A Statement pursuant to Section 102(1) of the Act setting out material facts concerning the business with respect to Item No. 4 and 5 forms part of this Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this Notice.
4. The relevant details of the Directors seeking appointment / re-appointment at this AGM, pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard 2 on General Meetings are enclosed as Annexure A.
5. Institutional shareholders / Corporate Members who are intending to appoint their authorised representatives pursuant to section 113 of the Act, to attend the AGM through VC / OAVM or to vote through remote e-voting are requested to send certified copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., to the Scrutinizer by email at sunny.gogiya@legalixir.com and at gaurav.sainani@legalixir.com with a copy marked to evoting@nsdl.co.in. Institutional

- shareholders (i.e., other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution /Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under the "e-voting" tab in their login.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 04th August 2023 to Thursday, 10th August 2023 (both days inclusive) for the purpose of determining the eligibility for payment of dividend, if declared by the Members at the 104th AGM.
 7. The dividend as recommended by the Board of Directors, if declared by the members at the 104th AGM, will be paid, subject to deduction of income-tax at source, on or before Friday, 08th September 2023:
 - a. In respect of shares held in dematerialised form, to the beneficial owners of the shares as at the end of the day on Thursday, 03rd August 2023 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 in the Company's Register of Members as at the close of business hours on Thursday, 03rd August 2023.
 8. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts will be sent out to their registered addresses through postal facility. To avoid delay in receiving the dividend, 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:
 - a. In respect of shares held in dematerialised form, to their respective Depository Participants ('DPs') with which demat account is maintained.
 - b. In respect of shares held in physical form, to the Company's Registrar and Share Transfer Agent – KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) ('KFinTech and/or RTA') at einward.ris@kfintech.com by submitting:
 - i. 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
 - ii. Self-attested copy of PAN Card of all holders; and
 - iii. 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.
 - iv. 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 pass-book statement, duly self-attested.
 9. 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.

The said forms can be downloaded from the Company's website at <http://www.greavescotton.com/investors>. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at einward.ris@kfintech.com in case the shares are held in physical form, quoting their folio no(s).
 10. Compulsory transfer of Equity Shares to Investor Education and Protection Fund ('IEPF') Account:

In accordance with the provisions of sections 124 and 125 of the Act and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time ('IEPF Rules'), dividends which remain unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account shall be transferred by the Company to the IEPF Account and such shares in respect of which dividend entitlements remained unclaimed for seven consecutive years or more are also required to be transferred by the Company to the IEPF Account.

Members are requested to take note of the same and claim their unclaimed dividends immediately to avoid transfer of the underlying shares to the IEPF Account. The shares/dividend transferred to the IEPF Account can be claimed back by the concerned Members from IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

During the Financial Year 2022-23, unpaid or unclaimed dividend in respect of Final Dividend for the Financial Year 2014-15 and Interim dividend for the Financial Year 2015-16 have been transferred to the IEPF Account. Members who have not encashed or claimed the dividends in respect of final dividend for the Financial Year 2015-16 and onwards are

requested to approach the Company/Company's RTA at the earliest.

During the Financial Year 2022-23, the Company transferred 29,903 Equity Shares to IEPF Authority. After the end of Financial Year 2022-23, the Company transferred 14,337 Equity Shares to IEPF Authority on 11th April 2023.

11. Pursuant to SEBI circular dated 16th March 2023, issued in supersession of earlier circulars issued by SEBI dated 3rd November 2021 and 14th December 2021, respectively, SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 30th September 2023, and linking PAN with Aadhaar by 30th June 2023 or any other date as may be specified by the Central Board of Direct Taxes. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars KFinTech. 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 or link their PAN with Aadhaar before the aforementioned due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall 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 31st 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.

12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the web-link at <http://www.greavescotton.com/investor> and on the website of the Company's RTA at www.kfintech.com. It may be noted that any service request can be processed only after the folio is KYC compliant.
13. In accordance with Regulation 40 of the Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

14. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address, etc. to the RTA at the following address:
KFin Technologies Limited
(Formerly known as KFin Technologies Private Limited)
Selenium Tower B, Plot No.31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad, Telangana 500 032.

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc., should be furnished to their respective Depository Participants.

15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the identical order of names are requested to send the share certificates to the RTA – KFinTech along with requisite KYC documents for consolidation into a single folio. Request for consolidation of share certificates shall be processed in dematerialised form.
16. In case of joint holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Annual Report 2022-23, the Notice of the 104th AGM and the Instructions for e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Annual Report for 2022-23 and the Notice convening the AGM are also available on the Company's website at www.greavescotton.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited ("NSDL") (agency appointed for providing the Remote e-Voting facility) at www.evoting.nsdl.com.
18. The Members can join the AGM in the VC / OAVM mode 30 minutes before and 30 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.

19. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. The term ‘Members’ has been used to denote Shareholders of Greaves Cotton Limited.
21. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act are requested to write to the Company on or before Wednesday, 09th August 2023, through email on investorservices@greavescotton.com. The same will be replied by/on behalf of the Company suitably.

22. Voting through electronic means

- a. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility of “e-voting” to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below. The Company has engaged the services of NSDL, who will provide the e-voting facility for casting votes using remote e-voting system (e-voting from a place other than venue of the AGM) (“remote e-voting”) as well as e-voting during the proceeding of the AGM (“e-voting at the AGM”).
- b. The remote e-voting period commences on Monday, 07th August 2023 (09:00 A.M. IST) and ends on Wednesday, 09th August 2023 (05:00 P.M. IST). During

this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, 03rd August 2023 i.e. cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- c. The Board of Directors has appointed 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, as Scrutinizers to scrutinize the voting process in a fair and transparent manner.
- d. The details of the process and manner for remote e-voting are explained herein below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders / Corporate Members who are intending to appoint their authorised representatives pursuant to section 113 of the Act, to attend the AGM through VC / OAVM or to vote through remote e-voting are requested to send certified copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., to the Scrutinizer by email at sunny.gogiya@legalixir.com and at gaurav.sainani@legalixir.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution /Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 022- 4886 7000 and 022- 2499 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.co.in

The Instructions for Members for e-voting on the day of the AGM are as under:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

Process for those Shareholders, whose Email IDs are not registered/ updated with the Company/ KFinTech / Depository Participant(s) for procuring User ID and Password and registration of Email IDs for e-voting for the resolutions set out in this Notice:

- a. In case shares are held in physical mode, members who have not registered/updated their email address with the Company/RTA are requested to register/update the same by providing duly signed Form ISR-1 along with supporting documents to the to the Company's RTA, either at their office at KFin Technologies Limited (Unit: Greaves Cotton Limited) Selenium, Tower B, Plot No.: 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500032, Tel: (040) 6716 2222 / 6716 1511; or by email at einward.ris@kfintech.com with a copy to the Company at investorservices@greavescotton.com. The said form is available on the website of the Company at <https://greavescotton.com/wp-content/uploads/2023/04/Form-ISR-%E2%80%931.pdf>.
- b. In case shares are held in dematerialised mode, members are requested to register their email addresses with their relevant depositories through depository participants. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- c. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

Instructions for Members for attending the AGM through VC / OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General

meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorservices@greavescotton.com from Thursday, 3rd August 2023 to Friday, 4th August 2023. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Information:

1. Dividend:

- a) In terms of the provisions of the Income-tax Act, 1961, dividend paid or distributed by a Company on or after 1st April, 2020 is taxable in the hands of its shareholders and therefore the Company is required to deduct income tax at source ("TDS") on the dividend paid to its shareholders at the prescribed rates. The shareholders are requested to update/register their PAN with the DP (if shares held in electronic form) and RTA/Company (if shares held in physical form).
- b) No tax shall be deducted on the dividend payable to a resident individual shareholder during FY 2023-24, if either of the below two conditions are fulfilled:
 - Total dividend paid/payable to a resident individual shareholder in the financial year 2023-24 does not exceed ₹ 5,000/-.

- The resident individual shareholder has provided duly filled and signed Form 15G (applicable to individuals) / Form 15H (applicable to an Individual above the age of 60 years) with valid PAN, provided all the prescribed eligibility conditions are met.

Resident shareholders whose Dividend is liable for deduction of TDS at a concessional or Nil rate as per Section 197 of the Income-tax Act, 1961 can submit the necessary documents as mentioned in the Communication to shareholders on Taxation of Dividend Distribution available on the Company's website at <http://www.greavescotton.com/investors/corporate-announcements> to avail the benefit of lower rate of deduction or non-deduction of tax at source.

As per Section 139AA of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to link the Aadhaar with PAN, the PAN will be treated as in-operative and TDS will be deducted at a higher rate of 20% as per section 206AA of the Income Tax Act.

- c) Non-resident shareholders including Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs) can avail beneficial rates under tax treaty between India and their country of residence, subject to providing the following documents:
- i. Self-attested copy of PAN card, if any, allotted by the Indian income tax authorities;
 - ii. Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident;
 - iii. Self-declaration in Form 10F (filed electronically), if all the details required in this form are not mentioned in the TRC and the shareholder has a PAN in India;
 - iv. Self-declaration by the non-resident shareholder not having PAN in India and not having any requirement to obtain PAN in India as per the provisions of Income Tax Act, 1961 along with manual Form 10F.
 - v. Self-declaration by the non-resident shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement.
 - vi. In case of Foreign Institutional Investors and Foreign Portfolio Investors, self-attested copy of SEBI registration certificate.
 - vii. In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent

authority or any other evidences demonstrating the non-applicability of Article 24- Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA)

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by non-resident shareholders and meeting requirement of Income Tax Act, 1961 Act read with applicable tax treaty. In absence of the same, the Company will not be obligated to apply the beneficial DTAA rates at the time of tax deduction on dividend amounts.

- d) As per provision of Section 206AB of the Income Tax Act, 1961 effective 1st July 2021, where shareholders have not filed their Income Tax Returns for FY 2021-22 and the aggregate of TDS and tax collected at source is ₹ 50,000 or more in the said year ('Specified Persons') the tax shall be deducted at source @ 20% at higher rates. The Central Board of Direct Taxes ('CBDT') has prescribed the functionality for determining whether a person fulfills the conditions of being a 'Specified Person' or not. Accordingly, the Company will verify from the above functionality provided by CBDT whether any Shareholder of the Company is qualified as a "Specified Person" prior to applying the relevant TDS rates. The provisions shall not apply to non-resident shareholders provided they do not have a Permanent Establishment in India.
- e) Benefit under Rule 37BA: In case where shares are held by intermediaries/Custodian and TDS is to be applied by the Company in the PAN of the beneficial shareholders, then intermediaries and beneficial shareholders will have to provide a declaration.
- f) Kindly note that the aforementioned documents should be uploaded with the Company's RTA at <https://ris.kfintech.com/form15/> or emailed to einward.ris@kfintech.com. You can also email the same to the Company at investorservices@greavescotton.com. The aforementioned documents and declarations need to be submitted by the Shareholders by 29th July 2023.
- g) For further details and formats of declaration, please refer to Communication to shareholders on Taxation of Dividend Distribution available on the Company's website at <http://www.greavescotton.com/investors/corporate-announcements>.
2. Those persons, who have acquired shares and have become Shareholders of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on the cutoff date i.e. Thursday, 03rd August 2023 shall be able to view the Notice of the AGM on the Company's website or on the website of NSDL.

Such persons may follow steps mentioned in the Notice under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode”. However, if he/she is already registered with NSDL for remote e-voting then he/she can cast his/her vote by using existing User ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022- 4886 7000 and 022- 2499 7000.

3. Voting rights of the Shareholders shall be in proportion to their shares in the paid- up equity share capital of the Company as on the cut-off date i.e. Thursday, 03rd August 2023. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
4. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser’s Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same. The result of e-voting will be declared within two working days or three days from the conclusion of the AGM (whichever is earlier), and the same, along with the consolidated Scrutiniser’s Report will be placed on the Company’s website at www.greavescotton.com and on the website of NSDL at <https://www.evoting.nsdl.com>. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Statement pursuant to the provisions of Section 102(1) of the Act.

The following statement sets out all the material facts relating to the special business mentioned under Item Nos. 4 and 5 of the accompanying Notice.

Item No. 4

Re-designation of and remuneration payable to Mr. Nagesh Basavanhalli (DIN: 01886313) as Non-Executive Director and Vice-Chairman

The Board, at the request of Mr. Nagesh Basavanhalli and based on the recommendation of the NRC and as a part of meeting its long term strategic objectives, and to effectively use Mr. Nagesh Basavanhalli’s services in accordance with the strategic plan of the Company, approved his re-designation from Executive Vice-Chairman to Non-Executive Director Vice-Chairman of the Board with effect from 12th May 2023.

Mr. Basavanhalli has nearly three decades of experience with the engineering and automobiles sector. He has been associated with the Company since 2016 and has also served as the Managing

Director and Group Chief Executive Officer of the Company. Mr. Basavanhalli’s extensive experience in the business segments of the Company has been instrumental in guiding the Company towards achieving the business objectives.

In the capacity of Non-Executive Vice-Chairman, Mr. Basavanhalli will continue to play a pivotal role in achieving the business objectives of the Company. He shall continue to serve as a member of the Board Committees and / or Management Boards of the Company / its subsidiaries and will be also responsible for mentoring all the senior leaders in the organisation and helping and supporting them to achieve their business objectives for the Company.

Mr. Basavanhalli will continue to invest considerable time in reviewing the operations and performance of the Company, interacting with senior leaders and guide them to achieve growth and long-term sustainability of the Company and maximizing the stakeholder value. The Board, based on the recommendation of NRC and Audit Committee, deems it appropriate and fair to provide him with the following remuneration in his Non-Executive Vice-Chairman capacity:

Perquisites:

- One Company Car along with driver for business use
- Club Membership
- Mediclaim and Life Insurance benefits
- Personal Accident Insurance
- Telephone and other communication facilities for business use

Mr. Basavanhalli is not disqualified to continue as a Director in terms of Section 164 of the Act and has given his consent to act as a Non-Executive Director of the Company. He is not debarred from holding the office of a Director by virtue of any order of the SEBI or any other such authority.

The consent of the shareholders through ordinary resolution has been sought for the following:-

- A. To re-designate Mr. Nagesh Basavanhalli as a Non-Executive Vice Chairman.
- B. To approve the remuneration payable to Mr. Nagesh Basavanhalli as a Non-Executive Vice Chairman, which is necessitated by Section 197 of the Act and Regulation 17 of the Listing Regulations.

He will not be entitled to profit based commission and sitting fees as payable to other Non-Executive Directors of the Company.

The balance 6,08,199 stock options granted to Mr. Basavanhalli during his tenure as Managing Director and Group CEO by NRC pursuant to the Greaves Cotton - Employees Stock Option Scheme 2020 will continue to vest as per the terms approved by NRC.

Brief profile of Mr. Basavanhalli, nature of his expertise in Specific functional areas and other disclosures required under Regulation 36 of Listing Regulations, read together with Secretarial Standards – 2 are provided in the attached **Annexure A**.

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. 4 of this Notice.

The Board of Directors recommends the Item no. 4 as set out in this Notice for the approval of the Members as an Ordinary Resolution.

Item No. 5

Ratification of the remuneration of Cost Auditors

The Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, mandate audit of the cost accounting records of the Company in respect of certain products. Accordingly, the Board of Directors, based on the recommendation of the Audit Committee, at its Meeting held on 12th May 2023, appointed M/s. Dhananjay V. Joshi & Associates, Cost Accountants, as the Cost Auditors for the Financial Year 2023-24 at a remuneration of ₹ 8,50,000/- (Rupees Eight Lakhs and Fifty Thousand only) plus applicable taxes and out of pocket expenses, if any, incurred in connection with the audit.

In terms of Section 148 (3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors should be ratified by the Members of the Company. Accordingly, approval of the Members is sought for ratification of the remuneration payable to the Cost Auditors for auditing the cost records of the Company for the Financial Year 2023-24, as stated above.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution proposed in Item No. 5.

The Board of Directors recommends the Item No. 5 as set out in this Notice for the approval of the Members as an Ordinary Resolution.

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

Atindra Basu
General Counsel &
Company Secretary

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

Place: Ranipet
Date: 12th May 2023

ANNEXURE A
PROFILE OF THE DIRECTORS

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name	Mr. Nagesh Basavanhalli (DIN: 01886313)	Mr. Karan Thapar (DIN: 00004264)
Date of Birth / Age	23 rd February 1966/ 57 years	20 th March 1957/ 66 years
Qualification	B.E. (Mechanical), M.S, University of Texas, MBA - University of Chicago Booth School of Business	Chartered Accountant
Date of first appointment	27 th September 2016	26 th September 1991
Expertise in Specific functional areas	Business & Product Strategy, Building New Businesses & Brands, Strategic tie-ups & Partnerships, Capability Development Initiatives & Multicultural Global Exposure.	Finance, Business & Product Strategy, Global Economics, Developing Business Vision, Mergers & Acquisitions, Strategic tie-ups & Partnerships and developing new business across various sectors.
Experience	More than 25 years of rich experience of working with multiple OEMs (FIAT Chrysler, Daimler Chrysler, Chrysler) & PE backed companies like ATG heading businesses for emerging markets	More than 35 years of rich experience across different industries including industrial engineering, precision gears and e-mobility, and also managing companies (private and public) in diversified areas.
Terms and Conditions for appointment	Re-designated as Vice Chairman in the capacity of Non-Executive Director liable to retire by rotation	Re-appointed as Non- Executive Director liable to retire by rotation
Remuneration sought to be paid	Please Refer the resolution in the Notice above	Please Refer Corporate Governance Report
Remuneration last drawn	Please Refer Corporate Governance Report	Please Refer Corporate Governance Report
Directorships held in other companies	<ul style="list-style-type: none"> • Greaves Electric Mobility Private Limited • Greaves Technologies Limited • Breach Candy Hospital Trust 	<ul style="list-style-type: none"> • EICL Limited • Premium Transmission Private Limited • Karun Carpets Private Limited • Greaves Electric Mobility Private Limited
Memberships/ Chairmanships of Committees across other Boards	Greaves Electric Mobility Private Limited <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination and Remuneration Committee (Member) 	EICL Limited <ul style="list-style-type: none"> • Share Transfer / Shareholders Grievance Committee (Member) Premium Transmission Private Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee (Member) Karun Carpets Private Limited <ul style="list-style-type: none"> • Audit Committee (Chairman) • Nomination and Remuneration Committee (Chairman) • Risk Management Committee (Chairman) • Asset Liability Management Committee (Chairman)

GREAVES

Name	Mr. Nagesh Basavanhalli (DIN: 01886313)	Mr. Karan Thapar (DIN: 00004264)
Resignations from the listed entities in the past 3 years	None	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Number of Meetings of the Board of Directors attended during the year	Please refer to Corporate Governance Report	Please refer to Corporate Governance Report
Shareholding in the Company (as on date of notice)	4,28,856 equity shares of ₹ 2/- each	Nil
Justification of Appointment	Please refer explanatory statement to the notice	Not Applicable

GREAVES

Empowering Partner

Democratising
Sustainable Mobility



GREAVES COTTON LIMITED ANNUAL REPORT 2022-23



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To get this report online and for any other information, log on to www.greavescotton.com

FORWARD-LOOKING STATEMENT

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This Report and other statements – written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the Management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe, we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

For over 160 years, we have been shaping engineering solutions for a better world. As the demand for sustainable transportation solutions grows to protect our environment, we repurposed our organisation to help address the changing needs and make a material difference in the lives of millions of people.

Leveraging our rich legacy of engineering excellence, purposeful strides have been taken to power clean technology solutions, with a strong focus on electric mobility. Enabling us to emerge as India's most complete ecosystem player, our capabilities encompass in-house designing, engineering, product development, manufacturing, retail and finance for sustainable last-mile mobility.

Staying steadfast to our commitment to making carbon-neutral transportation a reality for the masses, significant steps were undertaken in the past year. Some of the notable achievements included drawing in foreign investment, teaming up with a worldwide technology leader to produce electric powertrains domestically, initiating an acquisition to bolster our electronic expertise, reinforcing our financing options for electric vehicles (EVs), introducing captivating EVs for two and three-wheelers, and expanding our retail network.

We continue our journey towards becoming an electric, electronic and mechatronics-based mobility technology company that is solving the 21st-century challenges in clean and affordable last-mile mobility. This is how we are empowering lives and democratising sustainable mobility.



Chairman's Letter



Dear Shareholders,

I am pleased to share with you the progress our Company has made in its transformation journey towards providing clean technology products and solutions. Over the past year, we have focused on positioning ourselves as a formidable player in India's last-mile sustainable mobility ecosystem.

While global economic uncertainties persist, we have witnessed positive consumer sentiments and encouraging macroeconomic indicators that have supported the strong growth of our various business units. Our successful transition from a predominantly B2B company to a B2B+B2C model has been fuelled by the exceptional performance of our three key verticals: Greaves Engineering, Greaves Retail, and Greaves Electric Mobility. However, it is essential to note that our commitment to a fuel-agnostic strategy, encompassing multiple fuel options such as electric vehicles (EVs) and other alternative fuels, remains a key focus for the organisation.

We have achieved several significant developments in our e-mobility business in line with this vision. We secured a substantial investment of ₹ 1,171 Crore from Abdul Latif Jameel in our subsidiary, Greaves Electric Mobility, strengthening our business and enhancing our brand value, especially as the EV industry is poised for significant growth. Additionally, we have collaborated with UK-based design company ETA Green Power to introduce 'Made in India' electric powertrain solutions supported by world-class technology. Expanding our business into ePowertrain solutions is a strategic diversification that complements our growth in the core business segment. By venturing into developing and producing electric powertrain solutions, we are capitalising on the rapidly evolving market trends and customer preferences for clean and sustainable mobility options.

One of the year's notable achievements was the significant expansion of our retail network, which now encompasses more than 700 stores. This expansion has played a pivotal role in our success, allowing us to reach a broader customer base and provide convenient access to our products and services. Our electric vehicle (EV) scooters also achieved remarkable retail sales, surpassing the year's milestone of one lakh units. Auto Expo 2023 marked a significant milestone as our talented in-house design engineering teams showcased their prowess by unveiling six new electric two-wheelers and three-wheelers. These vehicles were designed and wholly manufactured in India, showcasing our commitment to the "Make in India" initiative.

We have also taken strategic steps to grow our legacy business in automotive and non-automotive engines. One notable achievement was the acquisition of a majority stake in Excel Controlinkage Private Ltd., a leading Indian manufacturer of mechanical and electronic motion control systems. Excel's products are exported to over 80 countries, strengthening our global presence. By integrating Excel into our operations, Greaves Cotton aims to leverage synergies, enhance its capabilities, and explore new avenues for growth. Furthermore, Greaves Finance Ltd. introduced "evfin", an innovative financial platform aimed at transforming electric vehicle (EV) financing and beyond.

At Greaves Cotton, we are committed to continuous improvement in environmental, social, and governance aspects. Our efforts include various programmes aimed at enhancing the skills and employability of individuals from underprivileged communities. Additionally, we focus on tree plantation drives, water conservation initiatives, and e-waste reduction, all of which contribute to minimising our environmental impact.

Looking ahead, we believe that the megatrends of urbanisation and sustainability will drive the demand for clean vehicles. As an early mover in e-mobility, we are well-positioned to capitalise on these opportunities and partner with India in shaping a sustainable future.

On behalf of the Board of Directors, I would like to express our gratitude to our customers, business partners, vendors, employees, and shareholders for their unwavering support and patience throughout our transformation journey. The momentum we have built reinforces our confidence in our strategy, and we remain dedicated to delivering sustained value.

Karan Thapar
Chairman

Corporate Information

BOARD OF DIRECTORS

Mr. Karan Thapar

Chairman

Mr. Nagesh Basavanhalli

Non-Executive Vice Chairman

(w.e.f 12th May, 2023)**Dr. Arup Basu**

Managing Director

(w.e.f 12th August, 2022)**Mr. Arvind Kumar Singhal****Mr. Kewal Handa**(resigned w.e.f 05th April, 2023)**Ms. Sree Patel****Mr. Firdose Vandrevala****Mr. Ravi Kirpalani**(w.e.f. 12th May 2022)**Mr. Raja Venkataraman**(w.e.f 09th February, 2023)

CHIEF FINANCIAL OFFICER

Mr. Dalpat Raj Jain(resigned w.e.f. 12th June, 2023)**Mrs. Akhila Balachandar**(w.e.f. 13th June, 2023)

COMPANY SECRETARY

Mr. Atindra Basu

STATUTORY AUDITORS

Deloitte Haskins & Sells LLP

COST AUDITORS

Dhananjay V. Joshi & Associates

INTERNAL AUDITORS

Ernst & Young LLP

BANKERS

State Bank of India

ICICI Bank

HDFC Bank

Kotak Mahindra Bank

REGISTRAR & SHARE TRANSFER AGENT

KFin Technologies Limited

(Formerly known as KFin Technologies
Private Limited)

Selenium Tower B,

Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032

Phone: 040 - 6716 2222

Fax: 040 - 2342 0814

Email: einward.ris@kfintech.com

REGISTERED OFFICE

J-2, MIDC Industrial Area, Chikalthana,
Aurangabad – 431 210, Maharashtra, India

CORPORATE OFFICE

Unit No. 1A, 5th Floor, Tower 3,
Equinox Business Park, LBS Marg,
Kurla West, Mumbai – 400 070

WORKS

For Greaves Cotton Limited:Talegaon, Pune
Chikalthana, Aurangabad
Shendra, Aurangabad**For Subsidiaries:**Ranipet, Tamil Nadu
Greater Noida, Uttar Pradesh

Empowering Partner Democratising Sustainable Mobility

We are committed to solving the last-mile mobility needs of a large section of India's population. We are doing this by making available best-in-class products and creating an entire ecosystem for holistic, end-to-end solutions. Our strong emphasis on indigenous technology and component localisation, in alignment with the 'Make in India' vision, is catalysing our efforts to provide affordable mobility that is well-engineered.



Launching exciting new EVs

With the commitment to ushering India towards a sustainable future, six new electric two and three-wheelers were unveiled. These 'Made in India' vehicles were launched across price points and consumer segments. They offer enhanced design language, state-of-the-art technology, and superior performance to support personal, passenger and cargo mobility. The biggest highlight of these launches was the high-speed and elegantly-styled e-scooter Ampere Primus, targeted at modern millennial commuters.

Building on our EV technology stack

Our R&D focus remained high, driven by our goal to develop technology-enabled and energy-efficient products. We have implemented EV battery norms introduced by the government to create a safe and clean mobility infrastructure in the country.

In another significant development, we announced our foray into electric powertrain manufacturing. To support these efforts, we entered into a partnership with ETA Green Power Ltd., a UK-based advanced electric drive system design company. Our sound engineering legacy and the exclusive technology of our partner will enable us to accelerate the EV transition with 'Made in India' electric powertrain solutions. The e-powertrain suite will be manufactured at our Aurangabad plant with a high degree of component localisation.



Augmenting capabilities through synergistic acquisitions

In the past three years, we have invested in commercialisation-ready start-ups that are synergistic with our business. These acquisitions - Greaves Electric Mobility (Subsidiary), Bestway (wholly-owned Subsidiary) and MLR Auto (Associate and path to a majority) – have helped us to strengthen our EV presence and play an essential role in shaping the future of mobility in India.

During the year, we set the ball rolling for acquiring a 100% equity stake through multiple tranches in motion-control systems player Excel Controlkage Pvt Ltd. The latest acquisition will enable us to build a complementary product portfolio with common customer segments, grow our international footprint and export revenues, and aid in the growth of the fuel-agnostic powertrain portfolio.

Enhancing access through partnerships

The B2B partnerships forged with several channels, including growing our EV dealership network, have enabled us to enhance the accessibility of our products. During the year, staying committed to democratising EV adoption, we entered into a collaboration with Flipkart, India's homegrown e-commerce marketplace. Our Ampere electric scooters will be available on this platform. Flipkart's wide reach, combined with the integrated and holistic service provided by our authorised dealerships, will enable us to make last-mile sustainable mobility more accessible and attractive to buyers. The collaboration will cover select cities in the pilot phase.

We also partnered with Revfin Services Pvt. Ltd., an advanced digital consumer lending platform, to provide flexible financing options for our electric three-wheeler portfolio. This will enable us to enhance customer access to hassle-free and easy financing options, simplify the purchase journey, and lower entry barriers to electric three-wheeler adoption. With a large section of three-wheeler EV buyers using the vehicle to earn their livelihood, this partnership and the platform's savings will enable us to empower many lives, especially those at the bottom of the pyramid. The financing will start in North and East India, followed by gradual nationwide expansion.

Setting new benchmarks in customer service

We recognise that for the democratisation of sustainable mobility, our value proposition must go beyond world-class products to encompass customer-centric solutions. We provide parts and service assurance for an uninterrupted journey. Our quality aftersales service is easy to access as well as affordable. While enhancing customer experience, this excellent service encourages aspiring buyers to transition to electric mobility. During the year, we fulfilled over 2.6 lakh service visits in 295 cities across India through 400+ service touchpoints.

Scaling up production sustainably

Our mega sites are integrated centres of excellence in manufacturing, application development and R&D while operating sustainably. Our manufacturing site at Ranipet, with an annual capacity of 5,00,000 lakh e-scooters annually, is well-equipped to cater to growing demand. Along with high production capacity, the site also operates to high standards of sustainability and safety. An exclusive sewage water treatment plant enables water to be reused for powder coating and plant irrigation. Further, of this 32-acre site, 15 acres are dedicated to green coverage.

Empowering Lives through Savings

- 80%+ operating cost savings for daily commute by our EVs



Board of Directors



MR. KARAN THAPAR

Position

Chairman of the Board

Educational Qualification

Chartered Accountant

Expertise

More than 35 years of experience across different industries including industrial engineering, precision gears and e-mobility and also managing Companies (Private and Public) in diversified areas

MR. NAGESH BASAVANHALLI

Position

Non-Executive Vice Chairman

Educational Qualification

B.E. (Mechanical) - M.S., University of Texas, MBA - University of Chicago Booth School of Business

Expertise

More than 25 years of experience of working with multiple OEMs (FIAT Chrysler, Daimler Chrysler, Chrysler) & PE backed Companies like ATG heading businesses for emerging markets



DR. ARUP BASU

Position

Managing Director

Educational Qualification

Engineer from Imperial College - University of London followed by a PhD in Technology (Composite Materials) from University of Manchester (UK)

Expertise

More than 30 years of experience of executive leadership in manufacturing intensive businesses starting with Automotive, Operations, Management Consulting, Chemicals and Packaging





MR. ARVIND KUMAR SINGHAL

Position

Independent Director

Educational Qualification

B. E. (Electronics & Communication),
IIT – Roorkee, MBA - UCLA

Expertise

More than 40 years of experience in retail Marketing Strategy and Strategic Business Planning

MS. SREE PATEL

Position

Independent Director

Educational Qualification

Bachelor of Commerce, H. R. College of Economics, Bombay University, Bachelor of Law, Government Law College, Bombay University

Expertise

Over 35 years of experience in Business Strategy & Advisory, Corporate Law, M&A, Divestment & Acquisition of Business, Corporate Governance, Indirect Tax, Government Affairs and FCPA Compliance



MR. FIRDOSE VANDREVALA

Position

Independent Director

Educational Qualification

Bachelor of Technology Degree in Electrical Engineering from IIT, Kharagpur and a Post Graduate Diploma in Business Management from XLRI Jamshedpur. Also a proud alumnus of Harvard Business School (Strategic Marketing Management) and CEDEP INSEAD (General Management Program)

Expertise

More than 40 years of experience in Steel, Power, Telecommunications and Real Estate industries covering all functions of business value chain such as procurement, planning, production, sales, marketing and project management





MR. RAJA VENKATARAMAN

Position

Independent Director

Educational Qualification

Chartered Accountant, Company Secretary and Graduation in Commerce from St Xavier's College – Kolkata

Expertise

Over 37 years of experience in General Management, Strategy, Finance, Sourcing Commodity Buying, Human Resources, Legal, Company Secretarial and Business Development

MR. RAVI KIRPALANI

Position

Independent Director

Educational Qualification

MBA from Indian Institute of Management - Calcutta and B.A (Hons), Economics from St. Stephen's College, Delhi

Expertise

4 decades of experience in sales, marketing, strategy development including working with global and culturally diverse teams



Financial Highlights (Standalone)

(₹ in Crores)

Particulars	13-14	14-15	15-16	16-17	17-18	18-19	19-20	20-21	21-22	22-23
	Apr-Mar	Apr-Mar	Apr-Mar	Apr-Mar	Apr-Mar	Apr-Mar	Apr-Mar	Apr-Mar	Apr-Mar	Apr-Mar
	12 mths	12 mths	12 mths	12 mths	12 mths	12 mths	12 mths	12 mths	12 mths	12 mths
Revenue from Operations (Gross)	1,915	1,856	1,800	1,819	1,840	1,988	1,821	1,329	1,178	1,550
Less: Excise Duty	196	167	187	185	48	-	-	-	-	-
Revenue from Operations (Net)	1,719	1,689	1,613	1,634	1,792	1,988	1,821	1,329	1,178	1,550
EBIDTA (before exceptional item)	194	200	267	243	255	275	228	97	45	151
EBIDTA (%)	11%	12%	17%	15%	14%	14%	13%	7%	4%	10%
EBIT (before exceptional item)	177	177	269	247	248	268	196	59	54	156
Profit before Tax	164	109	295	252	296	246	197	18	39	161
Profit after Tax	113	82	199	181	203	169	148	10	27	115
Total Comprehensive Income	-	-	200	181	201	171	149	11	29	116
ROCE (%)	22%	21%	31%	27%	26%	27%	21%	7%	6%	16%
Equity	48.84	48.84	48.84	48.84	48.84	48.84	46.24	46.24	46.30	46.33
Earnings Per Share (₹)	4.63	3.34	8.17	7.40	8.30	6.93	6.16	0.45	1.17	4.97
Net Worth	814	816	887	921	960	969	888	901	930	1,046
Debt	-	-	-	-	-	-	-	-	-	-
Capital Employed	851	832	906	938	981	976	881	882	909	1,026
Debt : Equity	-	-	-	-	-	-	-	-	-	-
Dividend (%)	65	125	280	250	275	275	-	-	10	45 [#]

[#]Represents proposed dividend

EBIDTA does not include Other Income and EBIT includes Other Income

EBIDTA - Earnings Before Interest, Depreciation, Taxes and Amortisation

EBIT - Earnings Before Interest and Tax

ROCE - Return On Capital Employed

Management Discussion and Analysis



ECONOMIC REVIEW

Global Economy

In 2022-23, the global economy experienced significant challenges due to various factors, including prolonged Russia-Ukraine war, disruptions in the global supply chain leading to inflationary pressures, with increase in commodity and energy prices. Although the headwinds affected the global economy, several economies, including the United States, the euro area, and significant emerging markets and developing economies, witnessed robust growth in the third quarter. However, in several major economies, the growth tapered off.

The second and third quarters of the Financial Year saw more robust growth due to domestic factors such as higher-than-anticipated private consumption and investment, tighter labour markets, and greater-than-anticipated fiscal support. Households spent more to satisfy pent-up demand, particularly on services. Business investment rose to meet demand. On the supply side, easing bottlenecks and declining transportation costs reduced

pressures on input prices and allowed for a rebound in previously constrained sectors, such as motor vehicles.

Signs are apparent that monetary policy tightening is starting to cool demand and inflation, but the full impact is unlikely to be realised before 2024. Global headline inflation appears to have peaked in the second quarter of the Financial Year. Prices of fuel and non-fuel commodities are declining, lowering headline inflation, notably in the United States, the euro area, and Latin America. Core inflation, however, remains well above pre-pandemic levels in most economies. It has persisted amid second-round effects from earlier cost shocks and tight labour markets with robust wage growth as consumer demand has remained resilient.

Advanced economies grew 2.7% in 2022 and are expected to witness 1.3% growth in 2023 and 1.4% in 2024. Emerging markets and developing economies, which grew 4% in 2022, are expected to grow at 3.9% in 2023 and 4.2% in 2024. About 84% of countries are expected to have a lower headline (consumer price index) inflation in 2023 than in 2022. Global inflation is set to fall from 8.8% in 2022 to 6.6% in 2023 and 4.3% in 2024.

Global growth is estimated at 3.4% in 2022, 2.8% in 2023 and 3% in 2024, reflecting the rise in central bank rates to fight inflation and the war. The decline in growth in 2023 from 2022 was primarily driven by advanced economies. In emerging markets and developing economies, growth is estimated to have bottomed out in 2022. Growth is expected to pick up in China, with the full reopening in 2023. The expected pickup in 2024 in both groups of economies reflects a gradual recovery from the effects of the war and subsiding inflation.

(Source: IMF April 2023 – World Economic Outlook)

Indian Economy

According to the provisional estimates by National Statistics Office (NSO), the GDP growth rate in FY 2022-23 is projected at 7.2%, lower than the 9.1% witnessed in FY 2021-22, wherein pent-up demand boosted growth. Retail inflation is expected to moderate in line with wholesale inflation, which fell to a 25-month low in January 2023. FY 2022-23 witnessed high services exports, moderation in oil prices, and a fall in import-intensive consumption demand. This has aided the expectations of a fall in the current account deficit in

FY 2023-24. This has also led to expectations of a strengthening of the rupee in the near future.

The easing of global inflationary pressure led by falling international commodity prices and strong government measures are expected to aid economic growth in India. India's private non-financial sector debt has witnessed a steady decline since mid-2021, along with an improvement in the quality of debt. In FY 2023-24, the Indian economy is expected to continue to be the fastest-growing economy in the world. The Indian GDP growth is estimated at 6.9% in FY 2022-23 and 6.3% in FY 2023-24 by the World Bank.

The inflation trajectory in India is likely to be determined by extreme weather conditions like heatwaves and the possibility of an El Niño year, volatility in international commodity prices and pass-through of input costs to output prices. Inflation is expected to be moderate in FY 2023-24 compared to FY 2022-23. It will likely decline to an average of 5.2% amid easing global commodity prices and some moderation in domestic demand.

(Source: NSO, World Bank, PIB)



COMPANY OVERVIEW

About the Company

With a brand trust of over 160 years, Greaves Cotton Limited (hereinafter referred to as 'the Company' or Greaves or GCL) is one of India's leading diversified engineering companies with a rich legacy impacting millions daily. Greaves is a market leader in fuel-agnostic powertrain solutions and manufactures cleantech powertrains for CNG, petrol and diesel segments. The Company operates in multiple segments: Automotive, Non-Automotive, Aftermarket, Retail, Electric Mobility, Technology and Finance. In the non-automotive segment, the Company has a comprehensive portfolio of products in gensets, farm and application-driven industries in marine and other industrial applications.



Greaves is a market leader in fuel-agnostic powertrain solutions and manufactures cleantech powertrains for CNG, petrol and diesel segments.

In the last-mile personal mobility segment, the Company has Ampere Electric for electric two-wheelers (2W) and three-wheelers (3W). The Company has strengthened its commitment to build a complete EV ecosystem stack for last-mile passenger and cargo mobility with "Made in India" electric powertrain solutions underpinned by global best-in-class technology.

The Company's unwavering commitment and belief in adaptability, agility, self-motivation, and collaboration has helped establish it as a trusted brand, exuding a legacy of quality assurance. The Company has consistently supported the government's 'Make-In-India' initiative, playing a crucial role in nation-building by focusing on high localisation levels and domestically-sourced components. The Company creates world-class products and solutions with its six state-of-the-art manufacturing facilities across India. Additionally, the Company boasts a vast nationwide network, including 8,000+ retail outlets, 20,000+ mechanics, and 700 stores.

Company Performance

Greaves is enthused to further strengthen its leading position in last-mile passenger and cargo mobility in FY 2024. The Company is transitioning from a metal-based manufacturing engineering company to an electrical, electronic and mechatronics-based mobility technology company. The transformation aims to emerge as a strong brand that successfully solves 21st-century challenges in clean and affordable last-mile mobility. The new range of products and technologies have been showcased during the year. Six new electric two and three-wheelers like Ampere Primus, Ampere NXG, Ampere NXU, Greaves ELP, Greaves ELC & Greaves Aero Vision, reflect the Company's efforts towards emerging as India's most complete EV ecosystem player. The Company remains committed to helping India transition to electric mobility while setting a new benchmark of scale, sophistication, and diversity in the EV landscape. The electric powertrain business is a natural progression, given the sound engineering legacy. Please refer Notes to the Standalone Financial Statements for details on significant changes in key Financial ratios as on 31st March 2023.



The Company launched low-cost diesel BS-VI solution with lower TCO in H2 FY 2022-23, which gained an overwhelming market response. In addition, the Company is continuously improving its market share in the diesel 3W segment.

CONSOLIDATED FINANCIAL PERFORMANCE

In FY 2022-23, the Company reported consolidated revenue from operations of ₹ 2,699.45 crores compared to ₹ 1,709.70 crores in FY 2021-22. The Company reported consolidated profit after taxes of ₹ 69.75 crores compared to a loss of ₹ 35.30 crores in FY 2021-22. There was a net exceptional expense of ₹ 12.50 crores compared to ₹ 2.31 crores of exceptional expenses in FY 2021-22. The new business initiatives contributed 56% of the total consolidated revenue for FY 2022-23 as part of Greaves' diversification strategy.

SEGMENTWISE BUSINESS OVERVIEW

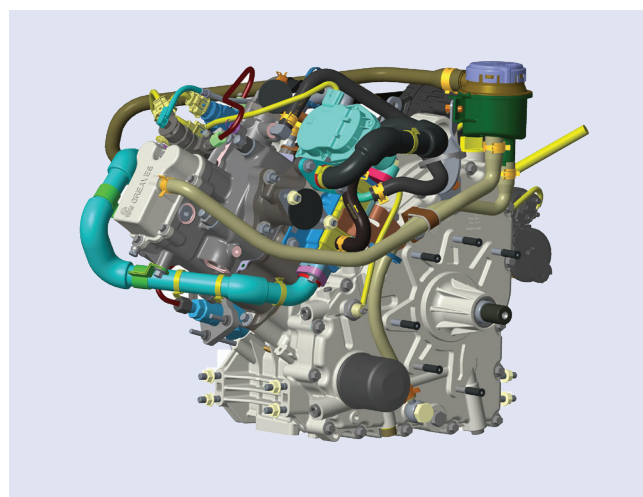
Engineering Business

Automotive Engines

Industry Overview

FY 2022-23 started on a positive note with the opening up of the economy and the removal of restrictions on social distancing. The 3W industry registered robust demand. Due to chip shortage, the entire market demand could not be met.

Substantial price increases in CNG narrowed the gap between diesel and CNG prices which created increased customer inclination towards diesel. The total cost of ownership of diesel vehicles



became more attractive compared to CNG for end users. The year ended with demand reaching pre-Covid level.

Business Overview

The ICE 3W industry grew by 60%. The Company grew 69% in volume and 78% in revenue. Greaves will be in growth mode for FY 2023-24 with the introduction of a low-cost BS-VI engine. The Company invested in R&D and provided fuel-agnostic powertrain solutions to the 3W industry. Its mono-fuel and bi-fuel CNG engines performed well in load-carrying capacity, fuel efficiency and durability. The Company launched low-cost diesel BS-VI solution with lower



TCO in H2 FY 2022-23, which gained an overwhelming market response. In addition, the Company is continuously improving its market share in the diesel 3W segment. It gained a 4% market share post the launch of its new low-cost solution. Regional OEMs developing new vehicles with the Company's new diesel solution will likely be launched in FY 2023-24.

Market Overview

With market demand reaching the pre-Covid level, FY 2023-24 is expected to witness robust growth. The spread of the CNG network will support the continuous proliferation of CNG 3Ws despite relatively higher CNG prices. Several factors, such as the total cost of ownership and regulations in urban municipalities will drive the mix of CNG & Diesel.

Risks & Concerns

Government policies may impact the entire ICE 3W segment. Diesel restrictions may dampen growth momentum. Given the narrowing price difference between CNG and diesel and the expanding ban on diesel in larger territories, customers may feel compelled to choose electric solutions, despite the higher initial cost and limited charging ecosystem.

Non-Automotive Engines

In FY 2022-23, driven by new customer addition of over 25 customers, including OEMs and new product additions, the non-automotive engines business is expected to continue its growth momentum in FY 2023-24. The large industrial engines business witnessed 20%+ growth in FY 2022-23, with over 100% growth in FMUL and 50% in the marine segment. The Company's primary B2B OEM business comprises global players. The Company is supporting these OEMs to export their product outside India. To diversify business from B2B to B2B and B2C, the Company launched light construction equipment and short-tail marine OBM in FY 2021-22. These witnessed good traction registering ~8% growth.

Industry Overview

Post Covid, the Industrial Engines industry has experienced steady growth, primarily driven by increased government spending on infrastructure and agriculture. The demand for engines has particularly risen in industrial mechanisation, especially in the farm and construction sectors. Additionally, there has been a surge in demand for firefighting engines, specifically FMUL engines, both domestically and internationally due to the expansion of warehousing and data centres.

The government's strong focus on affordable housing has further contributed to the growth of the housing and building segment. However, the rising interest rates may temporarily affect the demand in this sector.

The demand for industrial engines has already surpassed pre-Covid levels. However, the fishing segment has faced challenges in FY 2022-23 due to ecological changes and subsidy-related issues. To improve demand in FY 2023-24, the government plans to extend an extra credit line for this market. On the other hand, marine segments like inland waterways, institutional sales (Make in India), and alternate fuel have experienced substantial and sustainable growth.

While there has been a shift from conventional engines to electrical products like motors and battery-driven equipment, India is still in the early stages of mechanisation in the farm, construction, and marine segments. Hence, there is scope for the industry to grow and expand. Local players have benefited from the government's Make in India initiative, particularly those who previously relied on China-made parts for their engines.

The agricultural segment, primarily driven by tractors, has rebounded strongly, achieving the highest-ever sales with double-digit growth in FY 2022-23. With the expectation of a normal monsoon, this segment will likely continue growing in FY 2023-24.

There was a surge in demand for DG sets. However, liquidity crunch in Q2 and Q3 of FY 2022-23 resulted in delays in order finalisation and sales, particularly in retail government projects. Towards the last quarter, the situation eased, and robust demand was observed across various segments, including industry, real estate, and hospitality.

Business Overview

The Company operates primarily in the marine, agriculture, firefighting, and defence segments, offering a wide range of engines ranging from 1.5 HP to 700 HP for various applications. It serves domestic and international markets, catering to different customer segments in B2B and B2C spaces. With the introduction of new products, customers now have multiple options regarding fuel type, cooling systems, RPM range, and compliance with various regulatory and emission certifications. In FY 2022-23, the Company experienced nearly double-digit growth in all segments except for the marine fishing business.

Expanding its presence in domestic and international markets, the Company ventured into several new businesses, incorporating forward and backward integration. Its engines are certified to meet various emission requirements for 3/4-wheeler tractors, construction machinery, and the marine segment. The Company foresees a new market segment emerging for sub-20 HP tractors. It is also nearing completion of several projects to obtain compliance certifications for firefighting and global applications. Furthermore, the Company plans to invest in the development of a new range of engines with enhanced features, including improved aesthetics, added safety measures, and lower noise, vibration, and harshness (NVH) for enhanced comfort during operation.

The Company exceeded market growth expectations with an impressive 31% revenue growth. This achievement was driven by increased sales of Mega engines (1010 KVA and above), expansion into untapped markets and segments in Rajasthan, Uttarakhand, Uttar Pradesh, Tamil Nadu, Andhra Pradesh, Telangana, and Karnataka, as well as expansion of the dealer network in previously unrepresented areas. The Company successfully expanded its dealer network in NCR, Haryana, Uttar Pradesh, West Bengal, Bihar, Andhra Pradesh, and Telangana, which played a vital role in securing orders worth over ₹ 100 crores related to government-initiated schemes and various infrastructure development projects.

**MEGA POWER,
MEGA POSSIBILITIES**

- Highest Block Loading Capacity
- Most Fuel Efficient
- Compact in its Category
- Lowest Cost of Ownership
- Ease of Serviceability
- MEGA Power for Multiple Application
- Heavy Duty
- Employs Latest Technology

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Risks and Concerns

The Company faced supply disruption risks due to global supply chain challenges and volatile global situation. The rising global inflation and increased interest rates also negatively affected specific segments like infrastructure. These segments experienced short-term declines as global demand slowed down. Moreover, there were early indications of rising raw material costs due to commodity inflation starting from Q1 FY 2023-24, which led to a pressure on margins and resulted in more expensive end equipment.

The Company's portable engines market was at risk in response to the shift towards electric machinery, particularly in the construction segment. To address this, the Company devised strategies to adapt its product offerings and counter the market developments. It identified product gaps and initiated efforts to fill these gaps.

On the liquidity front, the liquidity crunch faced in Q2 and Q3 of FY 2022-23 eased in the last quarter. The Company employed a value-selling approach in specific nodes to address challenges arising from pricing issues. However, the sales of DG sets were affected by the ban imposed in the NCR region from October 2022 to March 2023. To overcome this hurdle, the Company actively sought alternate fuel solutions to tackle the issue.

Outlook

The industrial engines business experienced a significant growth rate of 20% in FY 2022-23, and a similar growth trajectory is expected in FY 2023-24. The Company anticipates sustained industrial engine growth, supported by a strong order book from fire-fighting pumps and marine segments. Furthermore, the increased credit lines for the animal husbandry, dairy, and fisheries segment are expected to drive robust demand in the Agri & Marine sectors. The Company also benefits from government spending on new infrastructure projects, further supporting its growth.

With the start of production (SOP) planned for new projects in Q1/Q2 FY 2023-24, the Company foresees robust revenue growth, mainly from Q3 FY 2023-24. It maintains close collaboration with various government departments for inland waterways and shipbuilding OEMs, and the order book remains strong, expected to be completed in Q1/Q2 FY 2023-24.

The Small Engines business has demonstrated significant growth over the past three to four years, and the Company aims to continue expanding by adding new customers. To enhance revenue growth, the Company plans to commence SOP of FMUL high-speed and mega-series engines in Q3 FY 2023-24. Additionally, the Company is upgrading its product portfolio to meet CPCB-IV+ emission standards and introducing new products, establishing a strong position in the market. It focuses on untapped markets to increase market penetration, leveraging its Genius series and offering a 5 years/5000 hours warranty.

Regarding DG projects, the Company promotes its Mega series (1010 kVA and above) and provides turnkey solutions to various sectors, including industry, data centres, and real estate.



The Company operates in several industry segments like manufacturing, power, healthcare, infrastructure, agriculture, services - both IT and non-IT, mobility etc. All businesses are witnessing robust growth with lucrative long-term prospects.

International Business

Industry Overview

International business comprises engines, Diesel Generating (DG) sets, farm mechanisation products, spare parts and construction equipment. The Company operates in several industry segments like manufacturing, power, healthcare, infrastructure, agriculture, services - both IT and non-IT, mobility etc. All businesses are witnessing robust growth with lucrative long-term prospects.

Business Overview

Business continued to grow in European and Middle Eastern markets with the addition of new accounts in the portfolio and an increased distribution base in Africa.

SAARC and SEA regions had a muted performance based on the tightening monetary situation in most of the countries in the region and subsequent weakening demand.

Rigid monetary policies led to slowdown in growth projections for many players.

Risks & Concerns

Though the on-going Russia-Ukraine conflict resulted in a surge in demand for products, it led to several challenges. Higher material costs and supply chain constraints impacted overall product availability. Inflation-led monetary tightening has started weakening global demand. In addition, uncertainties from the lingering pandemic and on-going conflict in Europe may further dampen global growth. While inflation risk is likely to diminish in Financial Year 2023-24, geopolitical tensions and consequent supply chain disruptions may persist.

Business Performance

Africa is leading the growth in the business. The Company has become the leader in Ethiopia, with its DG sets powering the banking sector. The Company's PowerGen business quadrupled in this country.

The Company won new business from several countries, including Rwanda, South Africa, etc.

European market growth was led by the acquisition of new key accounts in Turkey and Croatia, which led to a 50% growth in revenue. These markets are expected to witness robust growth in the future.

The Company entered Vietnam amidst a challenging South-East Asia economic situation. This is expected to boost growth in the region.

Enhanced focus in the Middle East helped enter new distribution agreements paving the way for future growth in this region.

The Company established new ties with several European manufacturers for their requirements in Europe and CIS. The Company is in the advanced stage of collaboration in South Africa, which opens up a whole new region for its products.

The Company is in the completion stage of developing a Euro-V / Euro-V + engine for a customer in Europe.

The Company entered into contract manufacturing for engine components for US-based customers.

The Company witnessed double-digit growth in the small engines segment with significant growth in the international business and B2C segment.

Outlook

India's foreign trade (exports and imports of merchandise and services) is estimated to have grown slightly to USD 1.6 trillion against USD 1.43 trillion in Financial Year 2021-22. On the back of global slowdown, global trade is expected to remain subdued in Financial Year 2022-23, with a further decline in volume and value of trade.

In Financial Year 2023-24, business growth is projected to be robust led by new product launches. Future business growth is expected to be driven by the ongoing efforts to develop new markets.

(Source: Latest economic report released by Govt. of India (Monthly))





GREAVES RETAIL

Greaves Retail is an asset-light business that spans sales to service to spares. Vehicles include 3W (all fuel types), e3W (L3 & L5 categories) and small commercial vehicles. AutoEVMart is India's leading EV dealership network spanning e2W & e3W. Greaves Care provides a full suite of post-warranty care services to commercial vehicles, as mentioned above. Both AutoEVMart & Greaves care outlets are franchisee owned and operated. Finally, Greaves Spares (formally known as Aftermarket business) distributes multi-brand spare parts for 3W, EV parts (including batteries), 2W, power gensets and energy storage solutions in India and overseas.

The Company ensures its channel partners are future-ready by providing hands-on training on cutting-edge EV and BS-VI standards technology. This has allowed the Company to build a pan-India dealership network. This asset-light business model allows Greaves Retail to partner with entrepreneurs who set up multi-brand dealerships.

Based on consumer feedback/insights, Greaves Retail has evolved its portfolio to meet evolving customer needs. This led to selecting the right portfolio delivering higher throughput and lesser inventory holding cost for franchisee partners. During Financial Year 2022-23, Greaves Retail grew significantly, accentuated by on-ground BTL activities, online lead generation using multiple channels and running promotions and events at a micro-market level. Deep focus on customer understanding and new customer acquisitions, customised for geographies, have significantly brought down CAC's. Using a dedicated customer care centre, the Company

regularly adopts customer-centric initiatives to improve sales service quality and delivery.

Greaves Retail has a team of trained field managers to support customers and channel partners business needs. An increase in the number of offerings led to a rise in per-outlet revenue growth in Financial Year 2022-23. With 71 new touchpoints added in Financial Year 2022-23, the network continues to evolve and grow based on consumer insights and can provide access to customers over larger geographies.



AutoEVMart

The Company's brand AutoEVMart is one of the few organised one-stop shops offering end-to-end sales, service, and spares (3S) solutions across multiple brands.

The core customer base for Greaves Retail resides in tier II/III/IV cities, including local transporters, e-autorickshaw owners and last-mile delivery partners operating independently or as a part of the fleets offering their services. Curated multi-brand electric vehicles and authentic parts are available at outlets. In addition, the Company outlets are equipped with Company-trained personnel, easy in-store experience, end-to-end dealer onboarding, and a dealers information portal. Through tie-ups with various banks and NBFCs, Greaves Retail offers financing options and value-added services such as charging, battery swapping, accessories, vehicle care plans, etc. Its prolonged presence has enabled it to strike customised financing options with NBFCs/dealers nationally and in key micro markets.

Greaves Care

The service and spares (2S) arm of Greaves Retail vertical, Greaves Care, provides 3W ICE, e3W and small commercial vehicles service and spares on a pan-India level. The business spans traditional internal combustion engines (ICE) and MB e2W services across multiple brands. It is also being extended to commercial electric vehicles. Greaves Care provides a wide range of repair and upkeep solutions for the vehicle, including the body, engine, gearbox, electrical system, rubber parts, batteries and lubricants. With the help of its partnership with high-quality customer-centric multi-brand service outlets, Greaves Care is attempting to organise the vehicle servicing market. Greaves Care provides these service outlets complete access to a wide range of multi-brand spares (including electric vehicle spares) and specialised technical support to ensure quality and customer retention & ROI to Channel Partners through continuous training on BS-VI, EVs, BTL campaigns etc. being ensured.



Greaves Retail has a team of trained field managers to support customers and channel partners business needs. An increase in the number of offerings led to a rise in per-outlet revenue growth in Financial Year 2022-23.

With time, Greaves Care has emerged as the outlet of choice for customers. It continues to expand both its offerings and network. Retrofit (both for 2W & 3W) is an area that continues to gain traction, and Greaves Care is enabling this ecosystem. To motivate EV flavour in GC owners, new initiatives are planned such as charging station, BaaS, Park & Sell etc.

Risks & Concerns

AutoEVMart:

- Issues regarding evolving regulatory norms regarding EV battery and compliance of subsidy claims by our partner OEM's pertaining to E3W vehicles
- EV charging infrastructure solutions are required for long-duration multi-frequency electric operations

Greaves Care:

- Availability of multi-brand parts (especially EV parts and batteries)
- Battery storage and handling risks
- Technology risks related to electric spares and batteries



Outlook

Electric vehicles are increasingly being adopted in both the 3W and CV segments. As per Vahaan data, the market size will likely exceed 700,000 EVs (L3 and L5 segments), including unregistered vehicles. The market is likely to double in 5 years, led by the FAME II subsidy and government policy which will accelerate electrification to the cargo and passenger transport segment. Multi-brand EV sales and servicing outlets will emerge as the preferred choice. AutoEVMart and Greaves Care are favourably positioned to take advantage of this significant shift.

Greaves Spares (previously called After Market Business)

The business remains the preferred spares supplier with a renewed focus on delivering world-class quality and service. The business has successfully offered consumers consistent, high-quality spares through its established and reliable pan-India network.

The Company has developed a wide range of products across segments in the 3W and 2W vehicle categories. It has recently entered the 3W/2W EV space and is fast moving towards being a supplier of quality batteries and other EV parts. Due to its continued commitment to high-quality maintenance and delivery, the Company has introduced multi-brand components and diagnostic/service equipment.

The Company offers several business engagement opportunities and localised support through its extensive network of well-trained sales and service staff. The Company undertakes regular training and skill-building of mechanics and channel partners. This helps to provide them with a reliable skill-set to improve their livelihood and help achieve enterprise goals. Several drivers and micro-entrepreneurs in smaller towns and cities have been included in this endeavour. The activities are aimed at educating/training customers on products and technologies and to differentiate genuine from spurious parts.

Market Overview

The demand for productive mobility solutions for the last mile continues to increase in different powertrain choices. As a result, there will be a surge in demand for parts and services, with a growing proportion dedicated to EV components. Customer preference for high-quality, reliable parts & services has shifted the focus to branded players. Enhanced replacement requirements for BS4 / BS6 vehicle parts have sustained the diesel engine vehicle parts requirement, although at a lower level of preference and growth.

The Company has identified multi-brand parts retail opportunities with competitive products and stepped-up secondary retail management. Strategic entry into identified critical international markets will establish a country-specific distribution model for Greaves branded products. Emerging e-commerce opportunities

are being pursued with increased digital experience for channel partners and mechanics. Opportunities with institutional customers and railways will improve AMC's business scope for revenue growth in spares & services. Growth in farm equipment spares & service is expected due to streamlining the supply chain to support old parts requirements.

Key Developments in Financial Year 2022-23

- ✔ Network expansion: The Company appointed new channel partners to improve the reach and retail performance in the targeted areas. Of these, Majority are composite distributors, with a sizeable contribution from 2WMB and a few from 3WMB. Additional revenue was generated by this expansion, contributing ~10% of overall sales
- ✔ 3W multi-brand parts witnessed good acceptance leading to a significant growth in business
- ✔ Implementing loyalty programmes for mechanics and increasing their appointment frequency has improved productivity. This strategy resulted in the enrolment of ~2,500 new mechanics, bringing the total registered mechanics count to ~20,000. Consequently, there has been an increase in secondary sales and improved acquisition and retention of new customers
- ✔ Additional customers were acquired in the railway business
- ✔ Launch of E-rick batteries with type approvals

Risks & Concerns

- Slowly, the sales of diesel parts are decreasing and are being replaced by multi-brand electric parts
- Amidst challenging business scenarios, customer retention is getting difficult due to high price recoveries leading to a commodity price rise. This, in turn, may result in a likely shift to cheaper parts
- Led by low supplier leverage, there is a risk of high competition in multi-brand parts
- Channel partners remain concerned about channel conflict and business profitability. With the help of improved sales and marketing policy, the Company is striving to address these concerns
- For international markets and EV parts retailing, attracting efficient channel partners in new business initiatives

Outlook

- The frequency of repair cycles and parts retailing continue to get impacted by the high operating costs due to fuel and parts price increases
- In the near future, the share of diesel vehicles is expected to decrease steadily and lead to adverse vehicle participation
- To reduce dependency on diesel parts and overcome associated risks, the focus has been stepped on the early launch of 3W E-rick parts and new product development efforts
- Business expansion in batteries with new channel development will significantly drive growth
- Higher sales of non-diesel portfolio may lead to margin contraction in the near term
- The Company is undertaking several steps to enhance the profitability of new business segments like improving sourcing etc.

ELECTRIC MOBILITY

Greaves Electric Mobility Private Limited (GEMPL) is the electric mobility business of Greaves Cotton Limited. GEMPL has been in the business of EV technology, designing and manufacturing of electric vehicles for the past 15 years. With a strong base of over 2.3 lakh customers, GEMPL is pushing boundaries to create an

affordable and sustainable ecosystem for uninterrupted, clean, last-mile mobility solutions in the country.

Ampere, the flagship electric scooter brand of GEMPL, is among the leading e-scooter brands product in the country, with a strong presence in both B2C and B2B segments. GEMPL also has a wide range of electric three-wheelers in passenger and cargo mobility segments which it offers through its subsidiaries and associates. Through a range of electric two-wheelers and three-wheelers, GEMPL is working towards its purpose of democratising smart and sustainable mobility. In Financial Year 2022-23, Greaves Electric Mobility (GEM) contributed 42% to the Group’s revenue.

Two-Wheeler

Industry Overview

In the post-Covid recovery phase, E2W sales in India have witnessed multi-fold growth in volumes. In Financial Year 2022-23, E2W witnessed 2.5x volume growth. The significant drivers of EV adoption are rising fuel prices and central and state government incentives. Other factors include the growing acceptability of EVs among Indian consumers, lower cost of ownership, and environmental benefits. There is a significant influx of investments in the EV sector, with numerous new players and products entering the market. This has led to increased competition in the industry.



ELECTRIFYING RANGE

Business Overview

Greaves Cotton Limited acquired Greaves Electric Mobility Private Limited (Formerly known as Ampere Vehicles Private Limited) in Financial Year 2018-19 with the vision to revolutionise everyday transportation and promote sustainable mobility in India. It brings together innovation, technology, and sustainability to create EVs that are accessible to everyone.

At GEMPL, the mission of #HarGullyElectric was initiated to create a better future for all. With over 400 dealers across India, GEMPL is committed to providing eco-friendly and energy-efficient mobility solutions. The range of electric scooters includes popular models like Magnus, Primus, Zeal and Reo. GEMPL outperformed market volume growth in Financial Year 2022-23 with over 3x growth.

Risks & Concerns

- Withdrawal of FAME subsidy may impact growth
- Increased competitive intensity due to the entry of multiple players
- Disruption in the global supply chain may lead to a shortage of critical parts
- Commodity price increase puts pressure on margins

**Outlook**

The EV industry in India is poised for robust growth, with E2W expected to continue leading the charge in EV adoption. This growth is primarily driven by the FAME and PLI schemes. It is anticipated that various government policies on battery technology and swapping will plausibly lead to standardisation in the industry.

3W – BAPL/ELE**Industry Overview**

In India, e-rickshaws, or battery-operated 3Ws, have emerged as a popular mode of transportation for short distances as these are affordable and eco-friendly. With several small-scale operators



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and manufacturers, the industry is mainly unorganised. The lack of proper regulations and the use of substandard components is a challenge. The e-rickshaw industry volumes saw a remarkable 2x surge in Financial Year 2022-23. The segment is primarily dominated by passenger vehicles, constituting more than 90% of the total volumes.

Business Overview

Last-mile transportation has undergone substantial improvement led by ELE as it provides superior motorised solutions to cycle rickshaw drivers. ELE has emerged as a reliable business partner and uplifted several individuals with better services. The brand offers a diverse range of products in E-rickshaw and cargo catering to the specific needs of B2B players, retail businesses, and individual buyers. Being both affordable and sustainable, ELE has built substantial brand equity in various regions of the country.



Risks & Concerns

- Being largely unorganised, it is difficult for new entrants to establish a presence
- Customers are highly price-sensitive, making it challenging to offer quality products at attractive prices

Outlook

E-rickshaws are becoming increasingly popular in India for their affordable last-mile delivery and connectivity solutions. Rapid urbanisation and the growing need for efficient last-mile mobility options are expected to boost the E-rickshaw business in India.

3W – MLR/TEJA

Industry Overview

The Indian 3W industry, a last-mile connectivity solution for intra-city transportation, provides increased affordability, low maintenance costs, and fuel efficiency. The government has been promoting the adoption of E3W to reduce pollution and fuel consumption in cities. The passenger 3W segment is primarily used for public transportation and ride-sharing services. The cargo 3W segment is used for delivery and logistics purposes. In Financial Year 2022-23, the industry witnessed 67% volume growth, with passenger and cargo vehicles contributing 78% and 22%, respectively.

Business Overview

MLR Auto Limited (MLR), a prominent manufacturer of L5 category 3Ws in the passenger and CV segments, has a strong commitment to developing clean tech mobility solutions in India.

Teja Brand comprises of BS-VI compliant 3Ws for diesel and CNG fuel types, while ePRO brand comprises high-performance E3W. MLR Auto’s electric business provides sustainable mobility solutions for last-mile delivery requirements in e-commerce, retail, food commerce, municipal usage, and other logistics.

ePRO EVs are designed with a rugged, reliable, and long-life operational capability and a strong chassis that delivers dependable performance over continued use. These vehicles can be charged at home, office, commercial establishments or any parking area, making them convenient for daily use.



Risks & Concerns

- Commodity price increase puts pressure on margins
- Increased competitive intensity due to the entry of multiple players
- Withdrawal of FAME subsidy may have a volume/growth impact

Outlook

Financial Year 2023-24 is expected to be a good year due to the increasing need for passenger and logistics mobility coupled with the rapid growth of the e-commerce industry. Additionally, the EV market in the L5 segment is anticipated to expand as it becomes more widely accepted due to its cost-effectiveness.

GROWTH BUSINESS

Greaves Finance Limited

Business Overview

The Company forayed into retail financing through its wholly-owned subsidiary, Greaves Finance Limited (GFL). The key aim was to augment the go-to-market strategy of Greaves Electric Mobility and Greaves Retail SBU by financing E2W, E3W and ICE 3W captively manufactured. GFL is an enabling business financing captive brands. It also enables the Group to earn more income from the same customers while generating returns on deployed capital. To control operating costs, GFL leverages its partnerships with strategic co-lending partners.

In Financial Year 2022-23, GFL expanded its presence into towns beyond tier II cities in Uttar Pradesh, Bihar, Madhya Pradesh, and Odisha, primarily by leveraging its strategic partnership with a co-lending partner for financing MLR. It also leveraged this network to continue the finance of E3W (E-Rickshaws - Bestway), spread across Uttar Pradesh, Bihar, West Bengal, Jharkhand, Odisha and Assam. GFL piloted its own business in two cities to accelerate growth in E2W portfolio pan-India. The E2W portfolio mainly undertakes retail financing of Ampere vehicles in partnership with two co-lenders with a significant presence in the South, North and East of India.

GFL has implemented an end-to-end digital platform for E2W financing that enables consumers, dealers and OEM/channel partners to a seamless digital journey, resulting in faster credit assessment, fulfilment and disbursement. GFL has robust back-end credit operations, technology-led assessment processes, competitive pricing, tight portfolio monitoring mechanisms, and risk-mitigation initiatives. The GFL team has been augmented with a core management team in Financial Year 2022-23.

GFL proposes expanding its operations and retail distribution network to accelerate growth in the E2W portfolio across India. The Company shall also commence retail financing of multiple E2W brands through its own expanded retail distribution network across states. This is in line with the longer-term strategic imperative of accelerating the adoption of electric mobility across the country.

GFL is positioned as a unique player, building its capabilities in retail financing of E2W and exploring select tie-ups for cross-sell opportunities. GFL plans to focus on digitising a large part of the customer journey for loan origination, assessment, disbursal, etc. It will be catering to both in-house and external brands in the future.

Risks & Concerns

- Retail Financing for E2W is competitive with prominent players, including large banks and NBFCs, also foraying into E2W financing, which may lead to increased cost of customer acquisition
- Both E2Ws and E3Ws industry segments are in the nascent stages of evolution with inadequate depth in the second-hand market. This poses a risk of lower realisation of value for the repossessed vehicles in case of delinquencies/NPAs
- 3W as an asset-class is still perceived as a high-risk category, with most other financial institutions having stopped financing this asset-class in Financial Year 2020-21 and Financial Year 2021-22

Outlook

With increased thrust from the Central government, multiple State governments are expected to roll out subsidy programmes to propel EV adoption. This is likely to lead to an exponential rise in EV demand in the near future. The overall financing penetration for E2Ws at the retail level (dealerships) is less than 15%. This is likely to increase to levels similar to ICE 2W financing, which the industry witnessed over the last two decades. The Company has primarily leveraged only the partnerships to grow its retail financing portfolio. In Financial Year 2023-24, the Company plans to accelerate its growth by expanding its independent operations and own retail distribution network. The following are the key highlights of the proposed business plan:

- GFL's positioning as a unique player by building its capabilities in retail financing of E2W and exploring select tie-ups for cross-sell opportunities
- To focus on digitisation of a large part of the customer journey for loan origination, assessment, disbursal, etc.
- GFL will be catering to both Greaves' brands and external brands

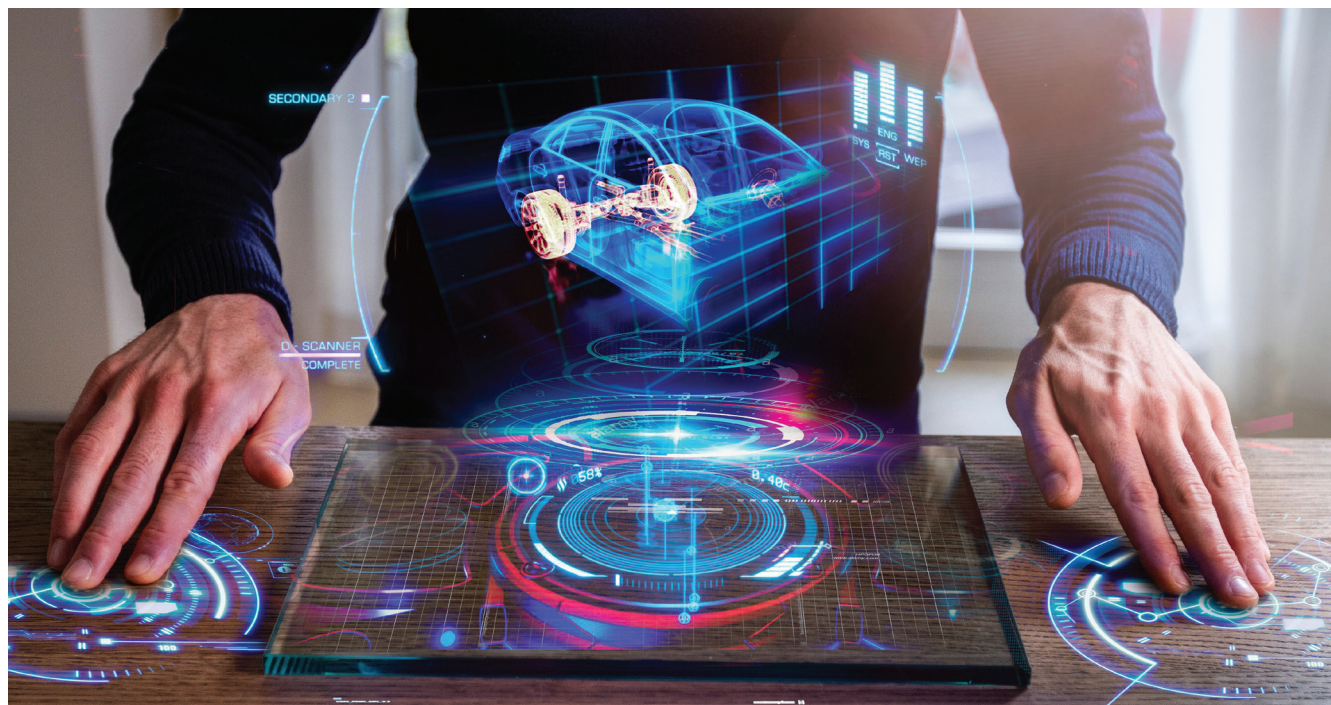
GREAVES TECHNOLOGIES LIMITED

Business Overview

Greaves Technologies Limited (GTL) has proven to be a reliable and trustworthy research and development partner for premium OEM's like Stellantis and DICV, employing over 300 engineering professionals dedicated to providing innovative solutions.

The establishment of the Daimler (DICV) "Variant Factory" in June 2022 was a significant milestone in the Greaves Technologies journey, with the objective of creating a variety of commercial vehicle models while adhering to Daimler's CVDS 4.1 process. This noteworthy achievement further solidifies the strong relationship between Greaves Technologies and DICV and will likely lead to more opportunities for collaboration in the future.

The CAE/VE business unit of GTL has been providing support to esteemed customers in the automotive, heavy equipment, and agriculture industries. The CAE engineers possess a diverse range of skills, including finite element modelling (DEM), Durability analysis, NVH, Crash/Safety simulations, Multibody Dynamics, and Computational Fluid Dynamics (CFD), enabling GTL to offer solutions to a variety of engineering problems ranging from small impeller simulations to large vehicle-level analysis.



GTL has been working with FCA/Stellantis with successful execution of work packages from offsite. This has led to the expansion of their legacy to USA, where they are collaborating closely with customers in Automotive space to provide CAE solutions to Global OEM's. In addition, GTL has formed partnerships for stamping simulation, ID simulation and Thermal Management, demonstrating their ability to provide comprehensive solutions to their customers.

GTL established a COE (Centre of Excellence) for Horizon56. The GTL Horizon56 COE unit in Chennai is engaged in providing information Technology services to Horizon 56, a product-based company that delivers digital solutions to Oil & Gas companies globally. Headquartered in Denmark, Horizon 56 has offices in Norway and the UK.

The primary areas of focus for the GTL Horizon56 are Microsoft Azure Cloud Infrastructure Management, Information Security, Software Development, Quality Assurance, and IT support. Recently, the COE team worked diligently to obtain ISO 27001 certification, which ensures effective information security Management for Horizon56. Additionally, the unit actively collaborates with the customer to enhance the cybersecurity measures for their digital solutions. At present the GTL Horizon56 is in the process of expanding their workforce to accommodate the growing demands and requirements of the organisation.

Greaves Technologies Inc. (USA) opened an office in colocation with Automation Alley, Troy, MI, USA which also houses renowned organisations like World Economic Forum and Michigan Economic Development Council.

Greaves Technologies has ventured in the digital and could services which is a rapidly growing industry. The Company aims to build a strong brand globally, especially in the USA and Europe. The purpose is to be the numero uno choice globally for high-quality technology in the automotive and manufacturing domains.

Market Overview

The global ESO market size was estimated at USD 1.8 trillion in 2022 and is expected to grow to USD 6.6 trillion by 2030 at 33.2% CAGR.

Engineering systems such as computer-aided engineering, electronic design, automation software, computer-aided manufacturing, and computer-aided design and software are fuelling the engineering services outsourcing market expansion.

- IT Tech spending focus areas include Cloud, BDA, AI/ML/NLP, IOT/Edge Computing, Cybersecurity
- The highest tech spending verticals are manufacturing, retail/e-commerce, BFSI, and pharma/healthcare

Globally, the primary consuming sectors include automotive, manufacturing, heavy machinery, healthcare, oil & gas and ESG. The main customers in India are the automotive sector, EVs, GCCs, large B2B2C corporates, the government and the public sector.



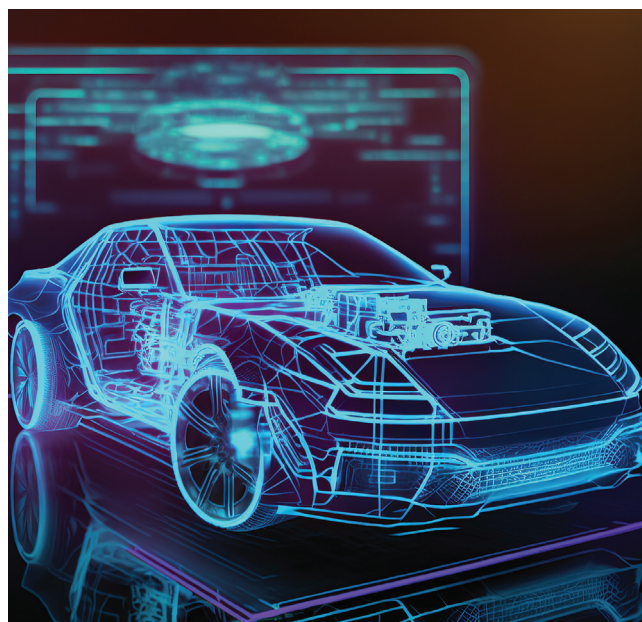
Greaves Technologies has ventured in the digital and cloud services which is a rapidly growing industry. The Company aims to build a strong brand globally, especially in the United States and Europe.

Regional Markets

North America is currently the largest market for new-age technology, followed by Europe and Asia Pacific. The Asia Pacific exhibits the fastest future growth. It was valued at USD 378 billion in 2022 and is projected to reach USD 1,866 billion by 2030, at 22% CAGR. This is the highest expected growth driven by the adoption of IoT, AI and cloud-based solutions. India has over 60% of the Asia Pacific market, led by lower costs, higher service quality, and quicker time-to-market.

Engineering Services Outsourcing Market, By Region, 2021-2030 (USD BILLION)

Region	2021	2022	2030	CAGR
North America	433.26	502.73	2,150.80	19.9%
Europe	379.88	435.87	1,750.79	19.0%
Asia Pacific	321.74	378.29	1,866.24	22.1%
LAMEA	189.68	230.93	1,023.45	20.5%
Total	1,324.56	1,547.82	6,791.28	20.3%



Risks & Concerns

- High pace of technological change
- Cybersecurity risks
- Intense competition for talent
- Generative AI
- Rapidly changing business models

Outlook

The Company's purpose is to be the first choice globally for high quality engineering services and technology in the automotive and manufacturing domains, loved by both employees and clients and build brand "GREAVES" globally. For long-term growth, it is imperative to leverage existing strengths and capabilities and group capabilities. The Company must build capabilities and competencies to drive the value chain. Organic internal capacity building for long-term intellectual leadership and profitability is needed. At Greaves Technologies, it is believed that innovation is the key to staying ahead of the curve in the highly competitive automotive industry. The Company's focus on digital services and solutions has enabled it to embark on a path to integrate cutting-edge technologies such as AI, ML, IoT, and AR/VR into engineering and R&D processes with a goal to create highly efficient and cost-effective solutions for clients. Partnering with the ecosystem will help in quick wins. Strategic acquisitions can aid in growing the size and enhancing market penetration. For global branding, networking with high-profile organisations will benefit. To create IP-led differentiators, organisations must develop automation tools to reduce development time and improve speed-to-market.

INTERNAL CONTROL FRAMEWORK

The Company has built a comprehensive internal control system in keeping with the size and complexity of its business and industry. It aims to safeguard assets and ensure high efficiency in productivity at all levels. The internal control systems and benchmarks comply with the globally accepted framework issued by the Committee of Sponsoring Organisations of the Treadway Commission (COSO) Internal Control-Integrated Framework (2013). The internal financial framework helps control the financial system across the organisation. The internal control systems are periodically reviewed. As per changes in norms, modifications are duly incorporated to keep the systems updated.

The internal controls are designed to ensure:

- Efficiency and effectiveness of operations
- Safeguarding of assets
- Strict control of frauds and errors through close monitoring of systems
- Accounting function's completion and accuracy of accounting across all businesses
- Financial performance's dependability and promptness

A reputed audit firm conducts its internal audit. Its observations and recommendations are duly discussed with the management.

The internal audit team conducts an independent review. The Company emphasises strengthening the control measures and incorporating environmental protection measures.

All applicable SOPs, policies, and guidelines are adhered to. Regularly, all procedures are monitored, and self-assessment is done. All employees are required to follow the Code of Conduct at all times. A comprehensive whistle-blower policy keeps a check on any misconduct, unethical behaviour, or any behaviour with the possibility of a conflict of interest. Self-monitoring mechanism encourages strict adherence to integrity and transparency.

During the year, all key controls were adequately tested. Adequate action was taken in the event of deviation from the ordinary. The Internal Auditors and Corporate Assurance Department control the effectiveness of the internal control systems. The Corporate Assurance Department assures implementation of improvements and suggested corrective actions. It is also entrusted with ensuring all governing laws and statutory requirements are adhered to.

INFORMATION TECHNOLOGY

The Company considers Information Technology as an integral part of growth. It is tightly coupled and aligned with all the business entities. All business processes and rules depend on ERP, with the peripheral application ecosystem built around it. For efficient delivery to internal users, customers and vendors, the Company ensures the security, stability and scalability of the systems. Several checks and balances are built into the systems. This helps ensure the uninterrupted availability of IT services, including mobile devices. Workflows and approvals in the systems are integrated with the authorisation matrix of the Company. This ensures higher productivity and quicker turnaround time.

Some of the digital & security-related initiatives are mentioned below:

- As a part of the digital initiative in the Aftermarket Business, the Company has rolled out the electronics part catalogue to benefit the channel network (distributors/mechanics) to have better visibility on the ordering process
- MIS dashboard for the leadership team to have better visibility and take informed business decisions
- Real-time customer payment automation in SAP to have improved the credit management process
- Enhanced security monitoring and event management with the roll-out of tools to monitor the same

SUSTAINABILITY DRIVES

With time, sustainability has become a priority for all stakeholders, including individuals, businesses and governments. The Company is considerate of its environmental impact and is committed towards sustained efforts for a sustainable future. The business model gives due importance to sustainable innovation. Commitment towards



sustainability involves ensuring that present needs are catered to without adversely impacting future generations' ability to meet theirs. The Company embraces sustainability based on the three primary pillars – corporate sustainability are social, environmental, and governance. Together, these core components ensure future sustainability efficiently, taking care of business growth and shareholder value.

The Company installed an effluent treatment plant in its plant in Ranipet to reuse water for powder coating. The Company has significantly reduced its water consumption by recycling treated water for its industrial operations. This conserves water and reduces the Company's carbon footprint by decreasing the need for freshwater extraction and transportation.

Additionally, the Company has also set up an exclusive sewage water treatment plant to recycle water for the irrigation of plants. This step has helped the Company save a significant amount of water while ensuring that the discharge of untreated sewage water does not impact the local ecosystem.

Furthermore, the Company has achieved a remarkable 17 lakh safe hours of the plant to date (425 green days). This demonstrates the Company's commitment towards ensuring the safety of its employees and reducing the incidence of accidents at the workplace. The plant has the highest fire safety, minimising the risk of fire accidents. The Company's efforts towards sustainability and environmental conservation are a testament to its commitment towards creating a better future for the planet and the people.

The various other sustainability initiatives undertaken during Financial Year 2022-23 include:

- Reducing the carbon footprint and emission of greenhouse gases by recycling and reusing the aluminium scrap briquettes by working with the supplier to promote recycling
- Use of recyclable pallets for the transportation of finished goods
- Use of moulded pulp packaging for transportation of finished components, which is recyclable as well as biodegradable
- Cold testing of industrial engines saves electricity and diesel that is consumed during hot testing
- Product and process re-engineering projects at the shop floor resulting in reduced consumption of consumables, energy saving and reduced waste

- Around 50 lakh units of electricity are generated through the solar power plants installed at the plants
- Water from plants is treated and reused for gardening purposes
- On Environment Day, a tree plantation drive was conducted across all plants

ENVIRONMENT

The Company's commitment towards the environment is reflected in all aspects of functioning, including manufacturing processes and technological innovations. It has been certified as an ISO 14001:2015. Two of the Company's plants are equipped with solar installations generating ~50 lakh units of electricity. Complete water used is recycled and reused for the gardening purpose. The Company has also started a kitchen garden concept at its Aurangabad plant. On World Environment Day, the Company planted saplings under the theme 'Each One Plant One'.

The Company undertakes various product and process re-engineering projects on the shop floor, resulting in reduced consumption of consumables, energy saving and reduction in waste. To reduce carbon footprint and emission of greenhouse gases, the Company promotes recycling & reusing of aluminium scrap briquettes by working with the supplier, as recycling helps to reduce energy consumption involved in the process of aluminium heating and extraction. Also, instead of hot testing of industrial engines, the Company conducts cold testing, which helps save the electricity and diesel otherwise required.

SOCIAL

The Company is committed towards the improvement of society at large and the environment. It also contributes towards the inclusive growth of the community. The Company is an ISO 9001 / TS 16949 / EMS 14000, ISO 45001 and OHSAS 18001 certified company, using local suppliers to procure ~97% of its components. The Company has established partnerships with several NGOs/Trusts to implement its CSR activities. For the third consecutive year, the Company has been certified as a 'Great place to work'.

The Company has also undertaken various tree plantation initiatives collaborating with citizens and college students. This has helped increase the green cover and contributed to carbon sequestration, improving air quality and biodiversity.



GOVERNANCE

The Company follows 'Pancha Tatva', meaning five values and one way of life. This encompasses transparency, integrity, responsibility, passion for excellence and respect. There have been no cases of unfair trade practices, irresponsible advertising and anti-competitive behaviour. All the members of the Audit Committee and the Nomination and Remuneration Committee are non-executive.

Behaviour and Business Ethics: The Company is committed to conducting its business following the applicable laws, rules and regulations and with the highest standards of business ethics. The code of Conduct is intended to help foster a culture of transparency, honesty and accountability. It also aims to provide guidance and help in recognising and dealing with ethical issues. It has provisions to report unethical conduct.

Governance Oversight Framework: The Board plays a central role in the governance of the Company. The Board of Directors is the decision-making authority on all matters.

Board Skill Map Matrix: The Company's Board of Directors comprises qualified members possessing relevant skills, expertise and competence for effective functioning.

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company: Global Economics, Finance and Accounts, Sales, Marketing and Commercial, Merger and Acquisitions, Manufacturing, Quality and Supply Chain, Corporate Governance, Technology, & General Management, HR and Leadership.

CSR

The Company is committed to helping people live better and strengthening communities. The focus of the CSR project is skill-building and employability enhancement. This can create a positive impact on society while also ushering in meaningful change. The primary objective is empowering youth from underprivileged communities with technical skills to get employed and support their families to promote inclusive growth.



Upskilling Theme

The Company's flagship programme DEEP (Development, Education, Empowerment and Progress), is focused on upskilling and training the youth from socio-economically deprived families for better employability and earning opportunities.

Under this CSR initiative, the Company is helping to empower youth from the local communities with the required technical skills. To date, the Company has helped 157 youths to complete the training successfully. This has enabled them to upskill themselves and take up jobs in the fast-growing manufacturing sector.

During the year, the Company under the aegis of National Employability Enhancement Mission (NEEM), is imparting training to 81 youths from underprivileged families in and around Aurangabad District. The Company intends to provide various upskilling work and empower the local rural communities to get employment and support their families. Under the DEEP upskilling project, through its local NGO partner, Yuvashakti Foundation, the Company ensures the Development, Education, Empowerment and Progress of underprivileged families in various villages of Aurangabad District. This initiative helps to encourage diversity as more than 45 girls have been trained to become economically independent through this initiative. This programme is part of a skill development initiative launched by the Central government under the National Employability Enhancement Mission (NEEM), a programme through AICTE.



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Outcome for DEEP Training:

These DEEP trainees undergo exhaustive and comprehensive training module which is mainly focussed on below areas:

- Identify parts of automotive engines and understand their function/importance
- Assemble and disassemble engine independently
- Plan and organise work requirements and deliverables in the given time
- Use resources in a responsible manner
- Interact and communicate effectively with cross-functional team

HUMAN RESOURCES

The Company considers human capital a key pillar of organisational growth. The Company encourages its employees to embrace new technology and be future-ready to adapt to changing times. With the help of scalable programmes, the HR function constantly endeavours to align employee goals with Company goals with a strong focus on Diversity, Inclusion, and Belonging. A total of 7,300-man hours of training has been conducted to motivate employees. Leaders in the organisation strive to make all employees feel valued, heard, respected and empowered. For the third consecutive year, the Company has been certified as a “Great Place to Work” making it an “Employer of Choice”.

Based on the Pancha Tatva values, employees who put in extra effort beyond the normal continued to be recognised and rewarded. High-growth potential employees are identified and further encouraged to outperform. Future Aligned Skills Training continued to enable employees to build competencies for future growth.

As on 31st March 2023, the payroll count of permanent employees was 888. The year gone by was satisfactory regarding industrial relations of the Company with its employees and trade unions.

The following are some unique initiatives undertaken during the year to motivate employees and give them a stronger sense of belonging.

GROW – Greaves Recommended Online Workshops

Several in-house open programmes are launched at the beginning of every month, including case studies/Ted Talks, in-house training, mentoring & coaching, projects & assignments etc.

FAST – Future Aligned Skills Training

To enhance internal capability by building future skills, the Company continues to carry out FAST. Over 90% of the courses were designed by leveraging internal resources and skill sets.

Behavioural Training

The employees are trained to strengthen behavioural aspects like assertive communication, effective team building, presentation skills, mastering negotiation skills, time management for success, prevention, prohibition and redressal of sexual harassment of women at the workplace, code of conduct, corporate values, motivation, task management, stakeholder management etc.

Mechatronics Upskilling Program

Mechatronics is an interdisciplinary branch of engineering that focuses on integrating mechanical, electrical and electronic engineering systems. Also, it includes a combination of robotics, electronics, computer science, telecommunications, systems, control, and product engineering. Being the future of all automotive, manufacturing and hi-tech engineering industries, the Company undertakes this upskilling initiative for future business readiness.

From making engines more fuel-efficient to having electronic-based self-diagnostics on the engine performance, the Company is investing in equipping its R&D team through specific classroom and lab training on mechatronics. The Company is also investing in lab equipment to enable employees to constantly innovate and stay updated at the forefront of cutting-edge technology.

Over 12 training sessions and 1,100+ man hours of mechatronics training were conducted during the year, covering numerous topics through classroom and lab sessions.

Chalo Aage Badhen

The Company launched PRAGATI - Chalo Aage Badhen, a well-defined structured career growth scheme for Senior Production Associates (SPAs). The main objective of this initiative is to create an in-house talent pool of SPAs providing them with career growth opportunities within the organisation as per business needs. This scheme recognises the significant contributors amongst SPAs and selects them for multi-skilling to enable them to take more prominent roles in the management category. The Company developed a talent pool of 21 SPAs in the first batch under the Career Growth (CG) scheme.

Family Day - Celebrating Joy and Bonding together!!

The GCL family day is a special event that brings together employees, their spouses and children to have fun, play games, click photos, take selfies and participate in cultural activities. During the year, this event was celebrated on 27th February 2023, with 1,500+ family members, in Greaves Cotton Sports Ground, Aurangabad. This grand event has become a cherished tradition that celebrates the joy and bonding of the GCL family. The event includes a leadership address and various cultural programmes.



Children Felicitation

To encourage and motivate employees' children, all students who cleared the 10th and 12th exams were felicitated and appreciated with rewards and accolades. This encourages students to secure higher marks in the Board exam and create a strong bonding and camaraderie among employees.

Kids Got Talent

Kids of employees with exemplary talent in sports, music, academics, art, and any other records or achievements were showcased and rewarded.



Board's Report

To

The Members,

The Directors have pleasure in presenting the 104th Annual Report of Greaves Cotton Limited ("the Company" or "Greaves") on the business and operations along with the Audited Financial Statements for the Financial Year ended 31st March 2023.

FINANCIAL HIGHLIGHTS

(₹ in Crore)

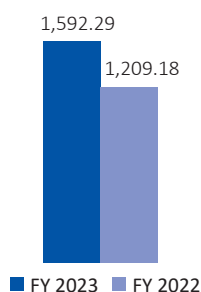
Particulars	Consolidated		Standalone	
	Year Ended 31 st March 2023	Year Ended 31 st March 2022	Year Ended 31 st March 2023	Year Ended 31 st March 2022
Total Revenue	2,766.59	1,732.05	1,592.29	1,209.18
Profit Before Tax and Exceptional items	132.15	(14.52)	153.73	31.94
(Expense) / Income on Exceptional Items	(12.50)	(2.31)	6.99	7.33
Profit / (Loss) Before Tax	112.81	(19.33)	160.72	39.27
Less: Tax expense	43.06	15.97	45.62	12.19
Profit / (Loss) for the year	69.75*	(35.30)*	115.10	27.08
Total Comprehensive Income / (Loss) for the year	71.49	(33.23)	115.95	29.09
Dividend paid and Tax on Dividend	4.63	4.62	4.63	4.62
Balance of the Profit carried forward	1,134.14	307.18	604.01	492.69

*includes share in loss of an associate amounting to ₹ 6.84 Crore for year ended 31st March 2023 and ₹ 2.50 Crore for year ended 31st March 2022.

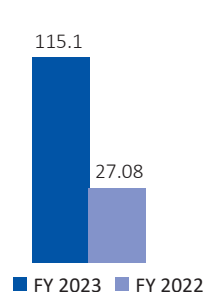
REVIEW OF OPERATIONS AND STATE OF AFFAIRS

Performance: (₹ in Crore)

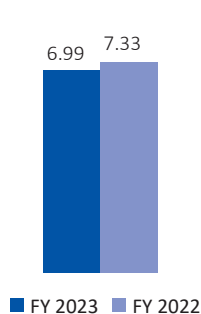
Total Revenue



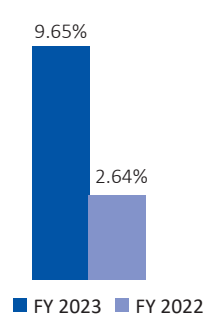
PAT



Exceptional Profit



PBT and exceptional items (%)



The Company's performance and outlook of each businesses has been discussed in detail in the 'Management Discussion and Analysis' Report which forms a part of this Annual Report.

During the year under review, the Company has not revised its Financial Statement or the Board's Report ("Report") in respect of any of the three preceding Financial Years either voluntarily or pursuant to the order of a judicial authority.

Acquisitions:

The Company completed the acquisition of 60% shareholding (on a fully diluted basis) in Excel Controlinkage Private Limited ("Excel") on 08th May 2023.

Excel is one of the largest players in mechanical and electronic motion control systems with integrated capability to manufacture push pull cables, levers & sensors and is the margin leader in the industry. Excel's wide range of portfolio includes heavy duty push pull cables, mechanical levers & linkages and electronic throttle levers catering to customer segments like Commercial Vehicles, Construction Equipment, Agriculture, Material Handling, Marine and SPVs, supplying directly to vast majority of the OEMs as well as to the aftermarket. Excel has integrated manufacturing facility making it the leading heavy-duty push pull cable manufacturer in India that makes Inner, Outer Conduits and End Fittings.

The acquisition is in line with the Company's strategy to diversify into new product categories with the intent to strengthen its presence in commercial vehicles and develop the complete mobility ecosystem.

Greaves Electric Mobility Private Limited ("GEMPL"), a material subsidiary of the Company executed definitive agreements for acquiring additional 25% shareholding in MLR Auto Limited.

Strategic Investment:

On 23rd June 2022, GEMPL received a strategic investment from Abdul Latif Jameel International DMCC for an overall consideration of ₹ 1,170.81 Crore for 35.80% shareholding on a fully diluted basis. GEMPL continues to be a subsidiary of the Company after execution of the transaction.

The proceeds from this investment were being used to develop new products, associated technologies, brand awareness, aiming to transform the Company into a leading global EV manufacturer. This strategic investment marked a major milestone in the development of the E2W / E3W ecosystem in India, the world's fourth-largest automotive market where the share of EVs in the two-wheeler and three-wheeler segments are expected to increase significantly.

NATURE OF BUSINESS

Greaves is one of the leading and diversified engineering companies in India with a rich legacy and brand trust of over 163 years impacting more than millions every day. The Company operates in multiple segments namely Automotive, Non-Automotive, Aftermarket, Retail, Electric Mobility (Ampere Electric for electric scooters and other electric industrial products and e-rickshaw), Technologies and Finance. Greaves is a leading name in Fuel Agnostic powertrain solutions, E-Mobility, Aftermarket and Retail. Over the years, the Company has actively participated in nation-building and continues to support the 'Make-In-India' initiative of the Government through its state-of-the-art manufacturing facilities in the country creating world-class products and solutions. The Company has a vast nationwide network, including 8,000+ retail outlets, 20,000+ mechanics, and 700+ stores. During the year, there has been no change in the nature of business of the Company.

SHARE CAPITAL

Authorised:

The authorised share capital of the Company as on 31st March 2023 stood at ₹ 75,00,00,000 (Rupees Seventy-Five Crore) divided into 37,50,00,000 (Thirty Seven Crore Fifty Lakhs) equity shares of ₹ 2 each (Rupees Two Only).

During the year under review, there has been no change in the authorised share capital of the Company.

Issued, subscribed and paid-up:

The issued, subscribed and paid-up share capital of the Company as on 31st March 2023 stood at ₹ 46,32,97,174 (Rupees Forty-Six Crore Thirty-Two Lakhs Ninety-Seven Thousand One Hundred and Seventy-Four) divided into 23,16,48,587 (Twenty-Three Crore Sixteen Lakhs Forty-Eight Thousand Five Hundred and Eighty Seven) equity shares of ₹ 2 each (Rupees Two Only).

During the year under review, there has been a change in the paid-up share capital of the Company pursuant to allotment of 1,27,295 (One Lakh Twenty-Seven Thousand Two Hundred and Ninety-Five) equity shares of ₹ 2 each (Rupees Two Only) amounting to ₹ 2,54,590 (Rupees Two Lakhs Fifty-Four Thousand Five Hundred and Ninety) on exercise of stock options under 'Greaves Cotton-Employee Stock Option Plan 2020' ("ESOP 2020").

There was no instance wherein the Company failed to implement any corporate action within the statutory time limit.

TRANSFER TO RESERVES

During the year under review, ₹ 1.07 Crore was transferred to reserves on account of lapse of stock options issued under ESOP 2020.

DIVIDEND

The Board of Directors have recommended a dividend of ₹ 0.90 per share on face value of ₹ 2 per share for the Financial Year ended 31st March 2023. The dividend if approved by the shareholders at the ensuing Annual General Meeting will result in an outflow of approximately ₹ 20.85 Crore and at a pay-out ratio of 18.10% of the standalone profits of the Company.

DIVIDEND DISTRIBUTION POLICY

In terms of Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), mandating the top 1000 listed entities, based on market capitalization calculated as on 31st March of every Financial Year, to formulate a Dividend Distribution Policy and disclose the same on their websites.

The Board of the Company has adopted a Dividend Distribution Policy and dividend declared/recommended during the year is in accordance with the said Policy. The said Policy is available on the Company's website under the "Investors" section at https://greavescotton.com/wp-content/uploads/2023/04/dividend_distribution_policy.pdf

PUBLIC DEPOSITS

During the year under review, the Company has neither accepted nor renewed any deposits from public falling under the ambit of Section 73 and 76 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposits) Rules, 2014.

REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

As on 31st March 2023, the Company has five subsidiaries and one associate Company. During the year under review, the details of the performance of the subsidiary companies and associate are as follows:

Greaves Finance Limited (“GFL”)

GFL, a wholly owned subsidiary of the Company, is a non-banking finance company engaged in the business of Retail Vehicle Financing and provides lending and related solutions to prospective purchasers of electric 2 wheeler and 3 wheeler vehicles and also offers lease financing options to the last-mile delivery and service aggregators. It reported a total revenue of ₹ 4.33 Crore and loss of ₹ 2.90 Crore as against revenue of ₹ 1.02 Crore and loss of ₹ 1.32 Crore in the previous Financial Year.

Greaves Technologies Limited (“GTL”)

GTL, a wholly owned subsidiary of the Company engaged in the business of providing engineering services to the OEMs for development or maintenance to engines, plant and machinery and equipment of every description, reported a total revenue of ₹ 25.21 Crore and loss of ₹ 0.23 Crore as against revenue of ₹ 9.74 Crore and profit of ₹ 0.12 Crore in the previous Financial Year.

Greaves Technologies Inc (“GTI”)

GTI, a wholly owned subsidiary of Greaves Technologies Limited, incorporated on 23rd February 2022 in USA, engaged in providing engineering services, has not started its operations till the end of the Financial Year 2022-23.

Greaves Electric Mobility Private Limited (“GEMPL”)

GEMPL, a material subsidiary of the Company, involved in designing and manufacturing of electric vehicles, has reported a total revenue of ₹ 1,092.35 Crore and profit of ₹ 6.55 Crore as against revenue of ₹ 423.25 Crore and loss of ₹ 31.26 Crore in the previous Financial Year.

Bestway Agencies Private Limited (“Bestway”)

Bestway, a wholly owned subsidiary of GEMPL, involved in manufacturing and supply of ELE brand E-Rickshaw and E-3Wheeler parts, has reported a total revenue of ₹ 70.69 Crore and loss of ₹ 18.15 Crore as against revenue of ₹ 98.12 Crore and loss of ₹ 10.12 Crore in the previous Financial Year.

MLR Auto Limited (“MLR”)

MLR, an associate of GEMPL, is involved in the business of design, development, manufacture, marketing, and sale of L5 three-wheelers basis the standards prescribed by Automotive Research Association of India. MLR has reported total revenue of ₹ 45.29 Crore and loss of ₹ 26.30 Crore as against revenue of ₹ 8.97 Crore and loss of ₹ 16.08 Crore in the previous Financial Year.

A statement containing salient features of the Financial Statements in Form AOC-1, as required under Section 129(3) of the Act forms a part of this Annual Report.

Pursuant to the provisions of Section 136 of the Act, the Standalone and Consolidated Financial Statements of the Company and separate Audited Financial Statements in respect of subsidiaries, are available on the website of the Company at <https://www.greavescotton.com/investors/financials>.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company for Financial Year 2022-23 are prepared in compliance with the applicable provisions of the Act, including Indian Accounting Standards specified under Section 133 of the Act. The Audited Consolidated Financial Statements together with the Auditors’ Report thereon forms part of this Annual Report. The same is with unmodified opinion (unqualified).

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34 read with Schedule V of the Listing Regulations, the Management Discussion and Analysis Report for the year under review, is presented in a separate section, forming part of this Annual Report.

CORPORATE GOVERNANCE REPORT

The Company follows the principles of Corporate Governance in letter and spirit. Requirements relating to Board of Directors, its Committees, related party transactions, disclosures, etc. as prescribed under Schedule V of the Listing Regulations, have been duly complied with. The quarterly Corporate Governance Reports confirming that the Company has complied with statutory provisions were filed with the Stock Exchanges, where the shares of the Company are listed and also placed before the Board. A detailed report on Corporate Governance for the Financial Year ended 31st March 2023 along with the Statutory Auditor’s certificate on compliance with the provisions of Corporate Governance under Listing Regulations, is forming part of this Annual Report.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

A separate section on Business Responsibility & Sustainability Report, as required pursuant to Regulation 34(2)(f) of Listing Regulations forms part of this Annual Report.

COMPLIANCE WITH THE CODE OF CONDUCT

A declaration signed by the Managing Director affirming compliance with the Company’s Code of Conduct by the Directors and Senior Management for the Financial Year 2022-23, as required under Schedule V of the Listing Regulations, forms part of this Annual Report.

ENVIRONMENT, HEALTH AND SAFETY

The Company's manufacturing units are governed by 'Environment Policy' and 'Health and Safety Policy' and are certified as per ISO 14001 and ISO 45001 assessment standards. The Company has various safety guidelines in place which help identify unsafe actions or conditions at the Company premises. These guidelines form the corner stone on which the Company can operate smoothly devoid of any mishap or accidents at the work place. The Company takes various steps to promote environment, health and safety measures across the Company, which, inter alia, includes:

1. Complimentary health check-up & consultations facility at reputed hospital for employees and their family members.
2. Annual medical health check-up camps for all the employees followed up with data analysis, gap identification & counselling.
3. Systems implementation to ensure zero compromise on safety through 'Work permit system' and ownership of adherence to the safety norms.
4. Regular safety drives coupled with effective trainings are conducted to help spread awareness among employees on how to maintain a safe work environment.
5. The Company places equal emphasis on safety processes, behavioural safety and strives to create safety positive culture towards achieving the ultimate goal of zero accidents.
6. Increased focus on training & awareness, safety observations and various audits like Internal Audit, SMAT audit, theme based safety inspection, safety patrolling, fire equipment audit & emergency equipment audit.
7. Identification of safety hazards, near misses and accident prone areas through safety management audit.
8. Employees are also required to take a safety oath and are encouraged to actively participate in various competitions like poster, slogan, poem, essay competition during the national safety week celebration.
9. Various health programs were organized like blood donation camps, neuropathy, eye check-up, tetanus toxoid vaccination camp and sessions on stress management, brain stroke, etc.
10. World Environment Day and Earth Day are observed on an annual basis.
11. Environmental measures like planting saplings is conducted across all the facilities.
12. Development of green belts in the areas around the factory premises.
13. Various green initiatives taken at our Aurangabad plant like afforestation initiative by implementing the Japanese method of Miyawaki plantation, around 1200 saplings planted in & around plant premises under the each one plant one initiative.

14. Water conservation initiative undertaken by construction of artificial farm lakes at our Aurangabad plant.
15. Reducing the carbon footprint & emission of greenhouse gases by recycling & reusing the aluminium scrap briquettes by working with the supplier to promote recycling.
16. Use of recyclable pallets for the transportation of finished goods
17. Use of moulded pulp packaging for transportation of finished components, which is recyclable as well as biodegradable.
18. Our factories are equipped with both Effluent Treatment Plant (ETP) & Sewage Treatment Plant (STP). Water is re-used for gardening purposes after treatment through these units.

HUMAN RESOURCES

Fit for purpose capability is pivotal to an organisation's growth and success. At Greaves, we continued our focus on attracting, retaining and developing the right talent to meet current and future business needs of the Company. The Company seeks to create an environment of fairness, transparency and mutual respect, wherein the aspirations of employees and goals of the enterprise are aligned to achieve mutual benefit on a continuous long-term basis.

The Company got certified as **Great Place to Work** for the third time in a row in February 2023.

We strengthened our efforts behind DEEP (Development, Education, Empowerment, Progress), a Community Partnership intervention to empower socio-economically underprivileged youth for independent livelihood by engaging them to acquire and apply fit for purpose of vocational skills, thereby improving their employability for a better future.

In Financial Year 2022-23, we had 81 DEEP Trainees available with us. Till date we have inducted 467 DEEP Trainees.

In Financial Year 2022-23, the relations of the Company with all its employees and trade unions remained harmonious. The payroll count of Company's permanent employees was 888 as on 31st March 2023.

Disclosures pertaining to the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

Pursuant to the requirements under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has enacted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace and constituted an Internal Complaints Committee which is in compliance with the applicable statutory requirements.

There were no cases with respect to sexual harassment filed during the year under review.

GREAVES COTTON – EMPLOYEES STOCK OPTION PLAN 2020

In order to ring fence and incentivize key talent, for driving long term objectives of the Company and ensuring that employee pay-offs match the long gestation period of certain key initiatives whilst simultaneously fostering ownership behaviour and collaboration amongst employees, the Shareholders of the Company through Postal Ballot notice dated 11th June 2020 had approved the Greaves Cotton – Employees Stock Option Plan 2020 (“the ESOP Scheme”) for grant upto 46,24,135 stock options (‘the Options’) to the eligible employees of the Company, its holding company and subsidiaries.

There was no change in the ESOP Scheme during the Financial Year under review. The ESOP Scheme is in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Details of the ESOP Scheme have also been provided in notes to the Standalone Financial Statements.

The ESOP Scheme is being administered and monitored by the Nomination and Remuneration Committee (“NRC”) of the Board of Directors of the Company. During Financial Year 2022-23, no employee was issued options equal to or exceeding 1% of the issued share capital of the Company at the time of grant.

In compliance with the requirements of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, a certificate from Secretarial Auditors confirming implementation of ESOP Scheme in accordance with the said regulations will be available electronically for inspection by the Shareholders during the ensuing Annual General Meeting (“AGM”) of the Company.

During the year under review, 1,27,295 (One Lakh Twenty-Seven Thousand Two Hundred and Ninety Five) Equity Shares of ₹ 2 each were issued and allotted under the ESOP Scheme.

The details of the ESOP Scheme, including terms of reference and the requirement specified under the Act and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, are available on the Company’s website, at <https://www.greavescotton.com/investors/financials>

DIRECTORS

Induction of Executive Director

Based on the recommendation of the NRC, the Board appointed Dr. Arup Basu as an Additional Director (Executive) w.e.f. 12th May 2022 and designated him as Deputy Managing Director for a period of 5 (five) years. The shareholders at the 103rd AGM held on 11th August 2022, approved the appointment of Dr. Arup Basu as Deputy

Managing Director of the Company with effect from 12th May 2022 for a period of 5 (five) years.

Change in Designation of Executive Directors

Based on the recommendations of the NRC, the Board approved the change in designation of:

- (a) Dr. Arup Basu from Deputy Managing Director to Managing Director of the Company with effect from 12th August 2022 upto the end of original tenure i.e., 11th May 2027.
- (b) Mr. Nagesh Basavanhalli from Managing Director and Group CEO to Executive Vice Chairman of the Company with effect from 12th August 2022 upto the end of original tenure i.e., 4th November 2025.

The abovementioned change in designations were approved by the shareholders vide postal ballot concluded on 28th December 2022.

After the end of the Financial Year 2022-2023, the Board, at the request of Mr. Nagesh Basavanhalli, and as a part of meeting its long term strategic objectives and to effectively use Mr. Nagesh Basavanhalli’s services in accordance with the strategic plan of the Company decided to re-designate Mr. Nagesh Basavanhalli as Non-Executive Director and Vice Chairman of the Board with effect from 12th May 2023, on such terms and conditions as approved by the Board, which shall be subject to the approval of shareholders of the Company.

Cessation of Executive Director

Mr. Ajit Venkataraman had tendered his resignation as an Executive Director of the Company with effect from the close of business hours of 31st May 2022 due to his personal reasons.

Appointment of Independent Directors

Based on the recommendation of the NRC, the Board appointed:

- a. Mr. Ravi Kirpalani as an Additional Director (Non-Executive, Independent) of the Company with effect from 12th May 2022 to hold office for a term of 5 (five) consecutive years.
- b. Mr. Raja Venkataraman as an Additional Director (Non-Executive, Independent) of the Company with effect from 09th February 2023 to hold office for a term of 5 (five) consecutive years.

The shareholders at the 103rd AGM held on 11th August 2022 approved the appointment of Mr. Ravi Kirpalani as an Independent Director effective from 12th May 2022 for a term of 5 (five) consecutive years.

The shareholders vide postal ballot concluded on 28th April 2023 approved the appointment of Mr. Raja Venkataraman as an

Independent Director effective from 09th February 2023 for a term of 5 (five) consecutive years.

Cessation/Resignation of Independent Director

Mr. Vinay Sanghi ceased to be an Independent Director of the Company from the close of business hours of 03rd August 2022 due to completion of his second term of office as Independent Director of the Company.

Mr. Kewal Handa has resigned as an Independent Director of the Company with effect from 05th April 2023 due to his professional commitments. He has confirmed that there were no material reasons for his resignation.

Re-appointment of Director liable to retire by rotation

The shareholders at the 103rd AGM held on 11th August 2022 approved the re-appointment of Mr. Karan Thapar as a Director liable to retire by rotation.

Mr. Karan Thapar retires by rotation at the ensuing AGM, and being eligible, offers himself for re-appointment.

Profile of Director to be re-appointed at the ensuing AGM, as required by Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 on General Meetings, is given in the notice of the ensuing AGM.

KEY MANAGERIAL PERSONNEL

As on the date of this report, the Company has the following Key Managerial Personnel ("KMP") as per section 2(51) of the Act:

Sr. No.	Name of the KMP	Designation
1.	Dr. Arup Basu	Managing Director
2.	Mr. Atindra Basu	General Counsel and Company Secretary
3.	Mr. Dalpat Jain*	Group Chief Financial Officer

*resigned with effect from 12th June 2023.

Basis the recommendation of NRC, the Board approved the re-designation of Mr. Nagesh Basavanhalli as Non-Executive Vice Chairman with effect from 12th May, 2023. With this, he ceased to be a KMP of the Company.

Based on the recommendation of the NRC & Audit Committee, the Board at its meeting held on 12th May 2023, appointed Mrs. Akhila Balachandar as the Chief Financial Officer of the Company with effect from 13th June 2023.

STATEMENT ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS

All the Independent Directors of the Company have submitted requisite declarations confirming that they continue to meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

Further, in terms of Section 150 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014, all Independent Directors of the Company are registered with Indian Institute of Corporate Affairs (IICA). In the opinion of the Board, the Independent Directors hold highest standard of integrity and possess the requisite qualifications, experience and expertise.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Act, the Directors state that to the best of their knowledge and belief and according to the information and explanations obtained by them:

1. In the preparation of the annual accounts for the Financial Year ended 31st March 2023, the applicable accounting standards have been followed;
2. Selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2023 and of the profit of the Company for that period;
3. Taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. Prepared the annual accounts on a going concern basis;
5. Laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. Devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

The Company has constituted an Nomination and Remuneration Committee and formulated the criteria for determining the qualifications, positive attributes and independence of a Director ("the Criteria"). The criteria include, inter alia, a person to be appointed on the Board of the Company should possess in addition to the fundamental attributes of character and integrity, appropriate

qualifications, skills, experience and knowledge in one or more fields of engineering, banking, management, finance, marketing, legal and a proven track record.

The NRC makes recommendations to the Board of Directors regarding the appointment/re-appointment of Directors, Key Managerial Personnel (“KMPs”) and Senior Management. The role of the NRC encompasses conducting a gap analysis, wherever applicable, and identifying suitable candidates for the position of Directors, KMPs and senior management positions. Based on the recommendation of the NRC, the Board recommends the appointment of directors to the shareholders of the Company and approves the appointment of KMPs and senior management positions.

The policy of the Company on Directors remuneration as required under sub-section (3) of Section 178 of the Act is given in **Annexure 1** to this Board’s Report and also available on the Company’s website at https://greavescotton.com/wp-content/uploads/2023/04/GCL-Remuneration-Policy_04.05.2021.pdf.

The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. The Company believes that diverse board will leverage differences in knowledge, perspective, skills, background, race and gender, which will help the Company to retain its competitive advantage. The Board has adopted the Policy on Board Diversity which sets out the approach to the diversity of the Board of Directors. The said Policy is available on the Company’s website at https://greavescotton.com/wp-content/uploads/2023/04/Policy_Board_Diversity.pdf

The NRC periodically reviews and oversees the succession planning for the Board and select senior management positions as part of its talent management process. Our focused approach on retaining the critical talent ensures that the business objectives are achieved in line with overall purpose of the Company. The Board on the recommendation of the NRC, approves the appointment of senior management positions and recommends the appointment of directors to the Shareholders for their approval.

The details of Board and Committee composition, tenure of Directors, areas of expertise, criteria for making payments to Non-Executive Directors and other details are disclosed in the Corporate Governance Report which forms a part of this Annual Report.

During the year under review, the Managing Director and other Executive Directors of the Company did not receive any remuneration or commission from any subsidiary of the Company as required under Section 197 (14) of the Act.

RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES

The information as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration

of Managerial Personnel) Rules, 2014, is given as **Annexure 2** to this Board’s Report.

The Annual Report except the statement of particulars of employees pursuant to Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is being sent to the Shareholders of the Company and others entitled thereto in terms of Section 136 of the Act. If any Shareholder is interested in obtaining a copy of the said statement, they may write to the Company Secretary at the Corporate Office of the Company or send an e-mail at investorservices@greavescotton.com stating their Folio No./ DPID & Client ID.

FAMILIARISATION PROGRAMME FOR DIRECTORS

The Company follows a structured orientation programme including presentations by key personnel to familiarise the Directors with the Company’s operations. Presentations made at the Board / Committee Meetings, inter alia, cover the business strategies, human resource matters, budgets, initiatives, risks, operations of subsidiaries, etc. where the Directors get an opportunity to interact with the Senior Management.

The Directors’ Familiarisation Programme is displayed on the Company’s website at <https://greavescotton.com/wp-content/uploads/2023/07/Familiarisation-Programmes-for-Directors-2022-23-1.pdf>

EVALUATION OF PERFORMANCE OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board of Directors evaluated the effectiveness of their functioning including that of its Committees and of individual directors, pursuant to the provisions of the Act and the Listing Regulations.

The criteria for performance evaluation included, inter alia, relevant experience and skills, preparedness and constructive contributions, transparency, participation in strategic long-term planning, integrity, focus on shareholder value creation, monitoring corporate governance practices and Board/Committee culture and dynamics.

The Board evaluation process has been completed for FY 2022-23 and the same was carried out by way of an internal assessments based on combination of a detailed questionnaire and through verbal discussions. The performance of the Board, its Committees and individual directors was evaluated by the Board Members after considering inputs from all the eligible Directors (excluding the Director being evaluated).

The Independent Directors also at their separate meeting held during the Financial Year 2022-23, without the presence of the management and Non-Executive Directors, evaluated the performance of the Non-Independent Directors and the Board as

a whole. The performance of the Chairman of the Company was also evaluated after considering the views of Executive Director and Non-Executive Directors.

In the Board meeting that held after the meeting of the Independent Directors and the meeting of NRC, the performance of the Board, its Committees, and individual Directors were discussed.

The Board of Directors were satisfied with the performance of the Board, its Committees and individual directors and noted that there is adequate flow of information from Company to the Board and the suggestions and recommendations given by the Board are considered for follow up action. The Board Committees are well-managed, functioning adequately and the meetings are held on a timely basis giving attention to each agenda item.

LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees and investments as per Section 186 of the Act, as on the 31st March 2023 are given in the Notes to the Financial Statements.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

During the Financial Year 2022-23, the Company did not enter into any Material transaction (as defined in the Company's policy on related party transactions) with the related parties.

All contracts, arrangements and transactions entered by the Company with related parties during Financial Year 2022- 23 were in the ordinary course of business and on an arm's length basis. All related party transactions that were approved by the Audit Committee were reviewed by the Audit Committee on a quarterly basis. Prior approval of the Audit Committee by way of omnibus approval was obtained periodically for the transactions which were planned and/or repetitive in nature.

During the Financial Year 2022-23, none of the transactions with related parties falls under the scope of Section 188(1) of the Act. The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 does not apply to the Company for the Financial Year 2022-23 and hence the same is not provided.

Details of transactions with related parties are disclosed in the Notes to the Standalone Financial Statements, forming part of this Annual Report.

The policy on dealing with related party transactions is available on the Company's website at <https://greaves cotton.com/wp-content/uploads/2023/07/Draft-RPT-Policy-12.05.2023.pdf>

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return for the year ended 31st March 2023 is available on the Company's website at <https://www.greaves cotton.com/investors/financials>

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars of conservation of energy, technology absorption, foreign exchange earnings and outgo, as prescribed in Rule 8 (3) of the Companies (Accounts) Rules, 2014 are given in **Annexure 3** to this Board's Report.

NUMBER OF MEETINGS OF THE BOARD

The details of the number of meetings of the Board and other Committees are given in the Corporate Governance Report which forms part of this Annual Report.

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

COMMITTEES OF THE BOARD

As on 31st March 2023, the Board had five Committees: the Audit Committee, the Corporate Social Responsibility Committee, the Nomination and Remuneration Committee, the Risk Management Committee and the Stakeholders Relationship and Share Transfer Committee.

The details pertaining to composition of the Committees are included in the Corporate Governance Report which forms part of this Annual Report. All the recommendations made by the Committees were accepted by the Board.

RISK MANAGEMENT

The Company has a Risk Management Committee of Directors to oversee the risk management efforts. The Company has put in place a robust Enterprise Risk Management (ERM) Policy which covers strategic risks, operational risks, regulatory risks and catastrophic risks and provides a clear identification of "Risks That Matter (RTM)". These RTMs are periodically monitored by the Management and reviewed by the Risk Management Committee. Implementation of this ERM Policy effectively supports the Board and the Management in ensuring that risks, if any, which may significantly impact the Company are adequately highlighted, and mitigation actions are implemented in a time-bound manner to reduce the risk impact.

There are no material risks, which in the opinion of the Board threaten the existence of the Company. However, the risks that may pose a concern are set out in the Management Discussion and Analysis Report which forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has adopted a Corporate Social Responsibility (CSR) Policy, as recommended by the CSR Committee covering the objectives, initiatives, outlay, implementation, monitoring, etc. The CSR Policy is displayed on the Company's website at https://greavescotton.com/wp-content/uploads/2023/04/GCL-CSR-Policy_04.05.2021.pdf.

A report on the CSR activities in the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014, duly signed by the Managing Director and the Chairperson of the CSR Committee, is given in **Annexure 4** to this Board's Report.

The Company is committed to help people live better and to make communities stronger. The focus of our CSR project is skill building and employability enhancement that can create a positive impact in the society we operate in while also ushering in meaningful change. The objective is to empower youth from underprivileged communities by providing technical skills to get employed and support their families to have more inclusive society.

Under Upskilling Theme

The Company's flagship programme DEEP (Development, Education, Empowerment and Progress) is focused on upskilling and training the youth from socio-economically deprived families for better employability and earning opportunities.

Under this CSR initiative, the Company is helping to empower the youth from the local communities by imparting the required technical skills. Till date, the Company has helped 157 youths to successfully complete the training to upskill themselves and to enable them taking up jobs in the fast-growing manufacturing sector.

This year, Greaves along with the National Employability Enhancement Mission (NEEM) is imparting training to 81 youths from underprivileged families in and around Aurangabad District through various reskilling work and empowering the local rural communities to get employment and support their families. Under DEEP reskilling project through our local NGO partner Yuvashakti Foundation, Greaves ensured Development, Education, Empowerment and Progress of underprivileged families in various villages of Aurangabad District. Through this initiative, we will continue to encourage diversity and till date, we have also trained more than 45 girls so that they become economically independent.

This programme is a part of skill development initiative launched by the Central government under National Employability Enhancement Mission (NEEM)- a program through All India Council for Technical Education.

Outcome for DEEP Training:

These DEEP trainees undergo the exhaustive and comprehensive training module which is mainly focuses on below areas-

- Identify parts of automotive engines and understand their function / importance.
- Assemble & disassemble engines independently.
- Plan and organise work requirements deliverables in the given time.
- Use resources in a responsible manner.
- Interact & communicate effectively with cross functional team.

VIGIL MECHANISM

The Company has established a vigil mechanism through a Whistle Blower Policy, where under, the Directors and employees can voice their genuine concerns or grievances about any unethical or unacceptable business practice. A whistle-blowing mechanism not only helps the Company in detection of fraud but is also used as a corporate governance tool leading to prevention and deterrence of misconduct. The Company regularly provides Code of Conduct trainings to create awareness on the whistle-blower mechanism available across various locations. It provides direct access to the employees of the Company to approach the Compliance Officer or the Chairperson of the Audit Committee, where necessary. The Company ensures that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment or victimisation. The Board at its meeting held on 12th May 2023 amended the Whistle Blower Policy to extend its scope to the subsidiary companies and to deal with matters involving leak or suspected leak of UPSI as per Insider Trading Regulations. The Whistle Blower Policy is available on the Company's website at <https://greavescotton.com/wp-content/uploads/2023/06/Whistle-Blower-Policy-for-website-upload.pdf>.

INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS

To safeguard its assets and ensure efficient productivity at all levels, the Company has robust internal control systems in place, commensurate with the size and industry in which it operates. The internal control systems and benchmarks conform to the globally accepted framework as issued by the Committee of Sponsoring Organisations of the Treadway Commission (COSO) Internal Control - Integrated Framework (2013). The Company ensures that the systems are periodically upgraded to keep pace with changing norms and ensures their effectiveness.

The internal controls are designed to ensure that the following conditions are met with:

- Operations are performed effectively and efficiently;
- Assets are adequately safeguarded;
- Frauds and errors are prevented and detected within time;
- Accounting records are accurate and complete across all businesses;
- Financial information is prepared on time and are reliable

In addition, standardised operating procedures, policies and guidelines, regular monitoring procedures and self-assessment exercises are also followed. All employees are required to adhere to the Code of Conduct in their regular work.

Employees are benefited by a well-defined whistle blower policy that ensures and encourages reporting of any misconduct, unethical behaviour or any behaviour with possibility of conflict of interest. Highest standards of integrity and transparency are adhered to and further encouraged by a self-monitoring mechanism.

During Financial Year 2022-23, key controls were adequately tested and appropriate measures were initiated where deviation from standard practices was identified. The Internal Auditors and Corporate Assurance Department monitors and controls the effectiveness of the internal control systems. The implementation of the corrective actions and improvements in business processes are regularly followed up by the Corporate Assurance Department. The Company is also committed in ensuring that the operations are carried out within the purview of applicable laws and statutory requirements.

In the opinion of Statutory Auditors, the Company has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023.

STATUTORY AUDITORS

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (FRN.: 117366W / W-100018) were re-appointed as Statutory Auditor of the Company at the 101st AGM to hold the office until the conclusion of the 106th AGM of the Company. The Audit Committee at its meeting held on 11th May 2023, evaluated the performance of the Statutory Auditors along with the Management and was generally satisfied with their performance. In the opinion of the Audit Committee, the Statutory Auditor is competent, qualified and is independent of the Board and the Management.

The Statutory Auditor continue to remain eligible to act as the Statutory Auditor of the Company.

STATUTORY AUDITORS' REPORTS

Reports issued by the Statutory Auditors on the Standalone and Consolidated Financial Statements for the Financial Year ended 31st March 2023 does not contain any qualification, reservation or adverse remark.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS

The Statutory Auditor, Secretarial Auditor and Cost Auditor of the Company has not reported any instances of fraud to the Audit Committee, under the Section 143(12) of the Act.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments which affect the financial position of the Company that have occurred between the end of the Financial Year to which the Financial Statements relate and the date of this report.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Listing Regulations:

- a. the Company had engaged the services of M/s. Pradeep Purwar & Associates, Company Secretary in Practice, to conduct the Secretarial Audit of the Company and provide annual secretarial compliance report for the Financial Year ended 31st March 2023.
- b. Greaves Electric Mobility Private Limited, Material Subsidiary of the Company, had engaged the services of M/s. SGG & Associates for conducting the Secretarial Audit for the Financial Year ended 31st March 2023.

The Secretarial Audit Report (Form MR- 3) of the Company and its material subsidiary are attached as **Annexure 5** and **6** respectively to this Board's Report. The Annual Secretarial Compliance Report issued by the Secretarial Auditor, was submitted to the stock exchanges within the statutory timelines and is available on the Company's website at <http://www.greaves cotton.com/investors/corporate-announcements>

The secretarial audit report and annual secretarial compliance report of the Company does not contain any qualification, reservation or adverse remark.

MAINTENANCE OF COST RECORDS

Pursuant to the provisions of Section 148 of the Act read with clause (ix) of Rule 8(5) of the Companies (Accounts) Rules, 2014,

adequate cost accounts and records are made and maintained by the Company as specified by the Central Government. The Cost Audit Report for the year ended 31st March 2022, was filed with the Central Government within the prescribed time.

COST AUDITORS

Pursuant to the provisions of Section 148(3) of the Act, the Board has appointed M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration Number: 000030), as the Cost Auditors of the Company to conduct an audit of the cost records maintained by the Company for the Financial Year ending 31st March 2024.

As required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Shareholders. The Board of Directors recommends the same for ratification by Shareholders at the ensuing AGM.

OTHER DISCLOSURES

The Directors confirm that during the Financial Year under review-

- there were no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations;

- there was no issue of equity shares with differential rights as to dividend, voting or otherwise;
- there was no issue of shares (including sweat equity shares) to the employees of the Company under any scheme other than ESOP Scheme and there are no shares held in trust for the benefit of the employees of the Company.

ACKNOWLEDGEMENT

The Board wishes to place on record its appreciation for all the employees for their hard work, solidarity, co-operation and dedication during the year.

The Board sincerely conveys its appreciation to other stakeholders for their continued support.

For and on behalf of the Board

Ranipet
12th May 2023

Karan Thapar
Chairman
DIN: 00004264

Annexure 1

REMUNERATION POLICY

PREAMBLE AND TITLE

This Policy shall be called the Remuneration Policy (the "Policy").

The Board of Directors (the "Board") at their meeting held on 4th May 2021 has approved and adopted this revised Policy, on the recommendation of the Nomination and Remuneration Committee ("NRC"), in compliance with the requirements under the provisions of the Companies Act, 2013 and rules made thereunder ("the Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") as amended from time to time.

OBJECTIVE

This Policy is intended to achieve the following objectives:

- a) To provide framework for remuneration of the Directors, Key Managerial Personnel ("KMP") and Senior Management Personnel and align with the Company's business strategies, values, key priorities and goals.
- b) To provide for rewards linked directly to the effort, performance, dedication and achievement of Company's targets by the employees.

SCOPE

This Policy does not cover temporary or contractual employees, trainees, apprentices, consultants engaged on a retainer basis or otherwise and casual labour.

DEFINITIONS

- a) "**Applicable Law**" includes any statute, law, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, notification and clarification or other governmental instruction and/or mandatory standards as may be applicable to the Company from time to time.
- b) "**Company**" means Greaves Cotton Limited.
- c) "**Employee**" means any person who is in the permanent employment of the Company.
- d) "**Senior Management Personnel**" means officers/personnel of the Company who are members of management one level below the chief executive officer / managing director / whole time director / manager and shall specifically include chief financial officer and company secretary (except administrative support staff / executive assistants), including the Functional Heads.

Words and expressions not defined in this policy shall have the same meaning as contained in the Act and the Listing Regulations.

FOR BOARD MEMBERS

- a) The overall limits of remuneration of the board members including executive board members (i.e.) managing director, whole-time director, executive directors etc.) are governed by the provisions of section 197 of the Act read with the Rules and Schedules made thereunder and shall be approved by the shareholders of the Company.
- b) Within the overall limit approved by the shareholders, on the recommendation of the NRC, the Board shall determine the remuneration. The Board can determine different remuneration for different directors on the basis of their role, responsibilities, duties, time involvement etc.
- c) While determining the remuneration to Directors, KMP, Senior Management Personnel and other employees, the following shall be ensured:
 - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors, KMP, senior management and other employees of the quality required to run the Company successfully;
 - Relationship of remuneration to performance is clear and meets appropriate benchmarks; and
 - Remuneration to directors, KMP, senior management and other employees involves a balance of fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

REMUNERATION TO MANAGING DIRECTOR/WHOLE-TIME DIRECTOR

The shareholders shall approve maximum permissible amount which can be paid to the Managing Director/Whole-time Director. Within the overall limits approved by the shareholders, on the recommendation of the Nomination and Remuneration Committee, the Board shall have the authority to revise the remuneration from time to time.

The Managing Director / Whole-time Director (other than promoters) shall also be eligible for the grant of stock options, under the applicable Employee Stock Option Scheme of the Company, as may be decided by the Nomination and Remuneration Committee from time to time.

REMUNERATION TO NON-EXECUTIVE DIRECTORS

Pursuant to the provisions of section 197 of the Act and the shareholders' approval, the Board has approved the following remuneration for Non-Executive Directors (including Independent Directors):

Non-Executive Directors shall be entitled to sitting fees for attending meetings of Board and Committee thereof. The amount of sitting fees shall be within the limits as prescribed under the Act and as approved/revised by the Board of Directors from time to time.

The eligibility and the amount of commission to be paid to Non-Executive Directors shall be recommended by the NRC on the basis of the Directors' contribution in terms of time devoted, technical expertise provided by them as measured by:

1. Number of Meetings attended
2. Role and contribution as Chairman / Member of the Board
3. Role and contribution as Chairman / Member of the Committee
4. Additional responsibility / contribution outside the Meetings

The Non-Executive Directors shall be entitled to such commission as approved by the Board within the overall limits approved by the shareholders as prescribed under the applicable provisions of the Act.

The sitting fee shall be payable immediately after the board / board Committee meeting to those directors who attend the meeting. The Commission shall be payable at the end of the Financial Year after approval of the annual Financial Statements by the Board/Shareholders.

The Independent Directors will not be entitled for grant of Stock Options.

All the Directors shall be entitled to reimbursement of reasonable expenditure incurred by him/her for attending Board/Committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training programmes and in obtaining professional advice from independent advisors in furtherance of his/her duties as a director.

REMUNERATION TO KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES (NOT BEING A DIRECTOR)

The Managing Director & Group CEO shall propose the remuneration for the KMPs to the NRC. The Board shall have the final authority to approve the remuneration based on recommendation of NRC.

The remuneration including revision in remuneration of Senior Management Personnel and other employees shall be decided by the Human Resources Department in consultation with the matrix manager within the overall framework of compensation and appraisal practices of the Company and under the overall authority of the Managing Director & Group CEO.

The remuneration may include basic salary, allowances, perquisites, performance linked incentive, retirement benefits, joining / retention bonus, long-term or retention incentives, leave travel concessions, ex-gratia / one-time payments, medical benefits, housing / other loans at concessional rates, severance package or any other component / benefits.

The Key Managerial Personnel, Senior Management Personnel and other employees of the Company (not being a Director) shall also be eligible for grant of stock options, wherever deemed fit, under the applicable Employee Stock Option Scheme of the Company, as may be decided by the NRC from time to time.

DIRECTORS AND OFFICERS LIABILITY INSURANCE POLICY

All directors and officers (including Key Managerial Personnel and Senior Management Personnel) of the Company would be covered by the requisite Directors and Officers Liability Insurance Policy.

ADMINISTRATION, REVIEW AND AMENDMENT OF THE POLICY

The NRC shall monitor and periodically review the Policy and recommend the necessary changes to the Board for its approval.

The Compliance Officer of the Company is authorised to amend the policy to give effect to any changes/amendments notified by Ministry of Corporate Affairs or the Securities and Exchange Board of India or any other regulatory authority. The amended policy shall be placed before the Board for noting and ratification.

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy.

Annexure 2

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- I. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2022-23 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2022-23:

Name	Designation	Ratio to Median Remuneration	% Increase in Remuneration in Financial Year 2022-23
Mr. Karan Thapar	Chairman	14.14:1	121.65
Mr. Nagesh Basavanhalli*	Executive Vice Chairman	99.83:1	-55.89
Dr. Arup Basu#	Managing Director	47.14:1	-
Mr. Ajit Venkataraman**	Executive Director	21.09:1	-
Mr. Arvind Kumar Singhal	Independent Director	5.16:1	92.56
Mr. Kewal Handa^^	Independent Director	5.78:1	105.25
Ms. Sree Patel	Independent Director	5.09:1	84.55
Mr. Vinay Sanghi***	Independent Director	1.33:1	-
Mr. Firdose Vandrevala	Independent Director	5.37:1	-
Mr. Ravi Kirpalani####	Independent Director	3.48:1	-
Mr. Raja Venkataraman^	Independent Director	0:1	-
Mr. Atindra Basu	General Counsel & Company Secretary	34.55:1	14.59
Mr. Dalpat Jain##	Group Chief Financial Officer	57.45:1	123.99

Notes:

The % increase of remuneration is provided only for those Directors and KMPs who have drawn remuneration from the Company for the full Financial Year 2022-23 and full Financial Year 2021-22.

- * Mr. Nagesh Basavanhalli was re-designated as Executive Vice Chairman from Managing Director & Group CEO with effect from 12th August 2022 and was further re-designated as Non-Executive Director and Vice Chairman of the Board with effect from 12th May 2023
- ** Mr. Ajit Venkataraman resigned with effect from the close of business hours of 31st May 2022. His remuneration includes final settlement.
- *** Mr. Vinay Sanghi completed his second term of office as Independent Director with effect from close of business hours of and thus he ceased to be a Director of the Company.
- # Dr. Arup Basu was appointed as Deputy Managing Director of the Company with effect from 12th May 2022 and further re-designated as Managing Director with effect from 12th August 2022.
- ## Remuneration of Mr. Dalpat Jain includes perquisite value of stock options of 85,774 exercised during the Financial Year 2022-23 under the Greaves Cotton Employees Stock Option Plan 2020.
- ### Mr. Ravi Kirpalani was appointed with effect from 12th May 2022
- ^ Mr. Raja Venkataraman was appointed with effect from 9th February 2023
- ^^ Mr. Kewal Handa resigned with effect from 05th April 2023

- II. The percentage increase / (decrease) in the median remuneration of employees in the Financial Year: 8.12 %

- III. The number of permanent employees on the rolls of the Company as on 31st March 2023: 888
- IV. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Employee Group	Average percentile increase/(decrease) in the salaries of employees for FY 2022-23
All permanent employees	7.85%
Executive Directors / Managerial Remuneration	
-Mr. Nagesh Basavanhalli	Refer Note 1
-Dr. Arup Basu	Refer Note 2

Note 1: Since the remuneration paid to Mr. Nagesh Basavanhalli during the Financial Year 2021-22 includes perquisite value of 2,76,807 stock options exercised and payment of performance linked incentive, the remuneration is not comparable with the components of remuneration paid in Financial Year 2022-23.

Note 2: Since the remuneration paid to Dr. Arup Basu is only for the part of the Financial Year the increase in remuneration is not comparable.

Note 3: The remuneration paid to executive directors is within the limits as approved by the Shareholders.

- V. Yes, it has been affirmed that the remuneration is as per the remuneration policy of the Company.

Annexure 3

Particulars of conservation of energy, technology absorption, foreign exchange earnings and outgo, as prescribed in Rule 8(3) of the Companies (Accounts) Rules, 2014

A. Conservation of energy

(i) Steps taken or impact on conservation of energy

- Reducing the carbon footprint & emission of greenhouse gases by recycling & reusing the aluminium scrap briquettes by working with the supplier to promote recycling and thereby reducing the energy consumption involved in the process of aluminium heating & extraction
- Cold testing of industrial engines saving the electricity & diesel that is consumed during hot testing.
- Product & Process re-engineering projects at shop floor resulting in reduced consumption of consumables, energy saving & reducing the waste resulting from the process.
- Around 50 lac units of electricity generated through the solar power plants installed at the plants.

For further details, please refer question no. 6 under leadership indicator of Principle 6 of Business Responsibility and Sustainability Report.

(ii) Steps taken by the Company for utilizing alternate source of energy

Solar rooftop system- 950Kw installed at LEU-I & 900Kw at LEU-V manufacturing facility in Aurangabad.

(iii) Capital investment on energy conservation equipment

Nil

B. Technology absorption

(i) Efforts made towards technology absorption

1. The Company has launched single cylinder 435 CC engine meeting BSVI emission norms on 3 wheeler Passenger and Cargo vehicle. This is in-house design and development by our R&D team and developed

mechanically governed state of art engine with latest technology of liquid pressure injection which is best in class and delivers superior performance over in this segment.

2. The CNG engines have been productionised in two variants namely monofuel & bi-fuel, both of which are receiving good response from the customers.
3. The Company has also developed 700 cc Diesel Engine for tractor applications.
4. The Company has successfully expanded, through its in house R&D offerings in the industrial engines space by achieving the FM® (Factory Mutual) & UL® (Underwriters Laboratory) certification for a wide range of its fire-fighting pump set engines (39 engine ratings).
5. The Company has developed the engine with lower emissions, low fuel consumption & also upgraded its manufacturing facilities for the upcoming CPCBIV+ norms. This engine is reliable, economical power solution which can operate even on Biodiesel.
6. The Company has started the commercial production of Smart Gensets which are IoT enabled with advanced features like remote monitoring and proactive diagnostics of a range of diesel generator systems. This has potential to vastly improve both the product as well as service offerings of the Company.
7. The Company has successfully developed / upgraded small off highway engines for domestic and export market meeting Euro stage 5 emission norms. In this segment, company has improved performance of existing engines to meet customer requirement end and ensure competitiveness in the market.
8. The Company has given equal focus on product development in Farm business and demonstrated new concepts of light Power tiller with more than 20% weight reduction. Development of Efficient OHV series gasoline engines for Farm Business Applications like pump sets, seeders and reapers.
9. Development and Establishment of Centre of Excellence for CAE and Engine Management System which has supported speedy development of BSVI engines and other engine development for Farm and Industrial engine business products.

Manufacturing Technology Upgradation: digitisation and Automation at Greaves:-

In continuation to Digitisation journey for development of processes for BS VI engines, Greaves has very well strengthened processes by establishing the controls through digitisation. In addition to data storage over cloud, digital controls are enforced to ensure defect free engines passing to customers.

Digital controls been added in Engine assembly and engine testing areas by providing limit values for critical parameters like, Crankshafts axial play, Piston Protrusion, Frictional torque of the engine, critical joint tightening torques, etc, for assembly area. In engine testing parameters like torque, smoke, SFC, etc, has been provided with limiting values. These digital controls do not allow any defective product to pass through the process thus improving the reliability of the products. In machine shop, End of Line facility for automatic measurement and recording of critical to Quality parameters is provided for BSVI Crankshafts. In addition to this, we have implemented the industry 4.0 concept named as the 'Machine Talk' project, which provides inputs on the various machine & production parameters.

All these performance & manufacturing parameters are stored against each engine number & component manufactured which provides complete data traceability.

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution

1. Launch of new G435 BS VI diesel engine has helped the Company in business growth, build of brand image and build of customer trust on our capabilities. New engine is delivering best in class performance, robust emission and higher useful life. This engine is the upgraded version of Greaves' popular G435 BSIV engine which is known for its power & robustness. It is one of its kind engine which is mechanically governed & uses the liquid injection pump technology to attain the BSVI norms.
2. To enhance the competitiveness of the product in diesel generator segment, our product features are improved in terms of compact size, improved performance and best in class fuel economy.

3. Techniques of Value Analysis/ Value Engineering (VA/VE) have been adopted to enhance the value proposition and drive costs down across the board through "Propel 2.0" initiative.
4. Cost reduction, weight reduction without compromising product performance implemented in all products of auto engines, industrial engines, generator and farm equipment products.
5. Product development time minimized by utilization of project management tools, simulation and analysis and systematic design reviews.

(iii) In case of imported technology

Details of Imported Technology: N.A.

The year of import: N.A.

Whether the Technology is fully absorbed: N.A.

(iv) Expenditure on R&D

Particulars	Amount (₹ in Crore)
Capital	7.22
Revenue	13.69
Total	20.91

The total R&D expenditure as a percentage of Revenue from Operations: 1.35%

(2021-22: 1.58 %)

C. Foreign Exchange earnings and outgo

Particulars	Amount (₹ in Crore)
Inflow	49.24
Outflow	-23.78

For and on behalf of the Board

Ranipet
12th May 2023

Karan Thapar
Chairman
DIN: 00004264

Annexure 4

Annual Report on the CSR activities pursuant to Section 135 of the Companies Act, 2013 (“the Act”) read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

1. A brief outline of the Company’s CSR policy:

The Company believes that CSR is a process by which an organization thinks about its relationships with the stakeholders and integrates its economic, environmental and social objectives in such a manner that it will contribute for the social good.

The Company’s CSR initiatives have an underlying rationale of ‘benefitting the community at large’. The Company is focussed on identifying the communities/ beneficiaries of the projects and understanding their needs. The Company has adopted the CSR Theme of working on ‘Upskilling’.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms Sree Patel	Chairperson / Independent Director	4	3
2	Mr. Ajit Venkataraman*	Member / Executive Director	1	1
3	Mr. Firdose Vandrevala	Member / Independent Director	4	4
4	Dr. Arup Basu#	Member / Managing Director	3	3

*ceased to be a member with effect from 13th May 2022

#inducted as a member with effect from 13th May 2022

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.

The Composition of CSR Committee is disclosed on the website of the Company at <https://greavescotton.com/wp-content/uploads/2023/07/Composition-of-committee-12.05.2023.pdf>

The Board, based on the recommendation of the CSR Committee has approved the annual action plan / projects for Financial Year 2022-2023, the details are disclosed on the website of the Company at <http://www.greavescotton.com/csr>

The Company has adopted a CSR Policy in compliance with the provisions of the Act and the same is placed on the website of the Company at https://greavescotton.com/wp-content/uploads/2023/04/GCL-CSR-Policy_04.05.2021.pdf

4. Provide the executive summary along with weblinks of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

N.A.

5. (a) Average net profit of the Company as per section 135(5): ₹ 88.90 Crore

(b) Two percent of average net profit of the Company as per section 135(5): ₹ 1.78 Crore

(c) Surplus arising out of the CSR projects, programmes or activities of the previous Financial Years: NIL

(d) Amount required to be set off for the Financial Year, if any: NIL

(e) Total CSR obligation for the Financial Year (b+c-d): ₹ 1.78 Crore

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):

Type of Project	Amount (in Crore)
Ongoing Project	1.98
Other than Ongoing Project	Nil

(b) Amount spent in Administrative Overheads: ₹ 0.02 Crore

(c) Amount spent on Impact Assessment, if applicable: N.A.

(d) Total amount spent for the Financial Year (a+b+c): ₹ 2 Crore

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (₹ in Crore)	Amount Unspent (₹ in Crore)				
	Total Amount transferred to Unspent CSR Account as per section 135(6). (in ₹)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
2.00	0	-	N.A.	N.A.	N.A.

(f) Excess amount for set off, if any: ₹ 0.22 Crore

Sr.no	Particular	Amount (₹ in Crore)
(i)	Two percent of average net profit of the Company as per section 135(5)	1.78
(ii)	Total amount spent for the Financial Year	2.00
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0.22
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.22

7. Details of Unspent CSR amount for the preceding three Financial Years: N.A.

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: During the Financial Year 2022-23, no capital assets have been created or acquired through Corporate Social Responsibility amount.

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135 (5): N.A.

Dr. Arup Basu

Managing Director
DIN: 02325890

Ranipet
12th May 2023

Sree Patel

Chairperson of CSR Committee
DIN: 03554790

Annexure 5

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,
The Members,
Greaves Cotton Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Greaves Cotton Limited (hereinafter called the Company) having Registered office at J-2, MIDC Industrial Area, Chikalthana, Aurangabad- 431210. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition

of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- (e) The Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Ltd.

Provisions of the following Act, Regulations and Guidelines were not attracted to the Company for the financial year under review:-

- (i) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (iii) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (iv) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- (v) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above to the extent applicable.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is generally given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and there were no dissenting members' views which were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that during the period under review:

- (a) the Company has shifted its registered office from Unit No. 701, 7th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West Mumbai 400070 to Unit No. 1A, 5th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai 400070 with effect from 14th June 2022.
- (b) the Company has shifted its registered office outside local limits of the city within the State of Maharashtra pursuant to special resolution passed by members at Annual General Meeting held on 11th August 2022, from Unit No. 1A, 5th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai 400070 to J-2, MIDC Industrial Area, Chikalthana, Aurangabad 431210, with effect from 11th August 2022.
- (c) the Company has allotted 1,27,295 Equity Shares on exercise of stock options under 'Greaves Cotton – Employee Stock Option Plan 2020'.

For **Pradeep Purwar & Associates**

Company Secretaries

[Unique Identification No.: S2003MH071600]

[PR: 599/2019]

Pradeep Kumar Purwar

Proprietor

FCS No. 5769

CoP No. 5918

Place: Thane

Date: 12th May 2023

Annexure 6

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended March 31 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Greaves Electric Mobility Private Limited

(Formally known as Ampere Vehicles Private Limited)

Plot No. 72, Ranipet Industrial Park,
Ranipet, Vellore- 632403, Tamil Nadu

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Greaves Electric Mobility Private Limited (CIN: U51900TN2008PTC151470) (hereinafter called the "Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31 2023 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the 'Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(Not Applicable)**
- (iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder; **(Not Applicable)**
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'); **(Not Applicable)**

We further report that, having regard to the representation made by the Company and its Officers, compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis the Company has complied with the laws i.e. as stated in **Annexure I** attached herewith, applicable to the Company.

We have also examined, on test check basis, the relevant documents and records maintained by the Company according to the guidelines issued for electric vehicles by Ministry of Power, Government of India.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India related to board and general meetings.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations;

1. *Pursuant to Section 149 (1) of the Companies Act, 2013 read with Rules 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and basis the audited financial statements for the year ended 31st March 2022, the Company was required to appoint a women Director on the Board of the Company.*

Management response: The Nomination and Remuneration Committee ("**NRC**") and the Board have framed a comprehensive process for evaluation of Director, which includes reviewing the background, skills, and experience to align with the desired attributes required for a particular position. The Company is in the process of identifying the suitable candidate to be appointed as a Woman Director on the Board of the Company basis the framework.

2. *Pursuant to Section 177 (2) of the Companies Act, 2013, shall consist of a minimum of three directors with independent directors forming a majority. However, the composition of the Audit Committee of the Company does not have majority of members as Independent Directors.*

Management response: During the year under review, the Company, Greaves Cotton Limited (“**Holding Company**”) and Abdul Latif Jameel International DMCC (“**Investor**”) entered into Share Subscription Agreement and a Shareholders’ Agreement (“**SHA**”) on June 02 2022. The Audit Committee constitution, consisting of 4 members of which 2 are Independent Director (including Chairman of the Audit Committee), 1 Nominee Director by proposed by the Holding Company and 1 Non-Executive Non-Independent proposed by Investor, is in compliance with the SHA. Having a balanced composition, with equal representation of directors Nominated by Holding Company and Investor Director along with Independent Directors ensures that rights of Holding Company, Investor and the Company are protected in spirit and ensure transparency.

We further report that

The board of directors of the Company is duly constituted (except for requirement of Woman Director as stated above) as per the provisions of the Act and amendments made there under. The changes in the composition of the board of directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors/committee members to schedule the board meetings and committee meetings, agenda and detailed notes on agenda were sent within the prescribed time and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions were carried with requisite majority. The members of the board have not expressed dissenting views on any of the agenda items during the financial year under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company, Greaves Cotton Limited and Abdul Latif Jameel International DMCC entered into Share Subscription Agreement and a Shareholders’ Agreement on June 02 2022, pursuant to which the Company allotted 68,35,450 equity shares of face value INR 10 each representing 35.80% shareholding in the Company on a fully diluted basis to Abdul Latif Jameel International DMCC by way of preferential allotment through private placement basis for an

overall share subscription consideration amount of INR 1170.81 Crore approx.

For **SGGS & Associates**
ICSI Unique Code: P2021MH086900

Sunny Gogiya

Partner

Membership No.: A56804

Certificate of Practice No.: 21563

UDIN: A056804E000254311

Peer Review Certificate No.: 2161/2022

Date: 04 May 2023

Place: Thane

This report shall be read with Annexure I and II enclosed along with this report.

ANNEXURE I

List of Industrial and Labour laws applicable to the Company

Under the Major Group and Head

1. The Factories Act, 1948
2. The Industrial Disputes Act, 1947
3. Industries (Development & Regulation) Act, 1951
4. Labour laws and other incidental laws related to Labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, bonus, provident fund, Employees’ State Insurance etc.
5. The Shops and Establishment Act for the state where the Company have its office is situated.
6. The Legal Metrology Act, 2009
7. The Maternity Benefit Act, 1961
8. Fire Prevention and Life Safety Measures
9. Environment Protection Act, 1986 and other environmental laws including E-Waste Management Rules, 2016

For **SGGS & Associates**
ICSI Unique Code: P2021MH086900

Sunny Gogiya

Partner

Membership No.: A56804

Certificate of Practice No.: 21563

UDIN: A056804E000254311

Peer Review Certificate No.: 2161/2022

Date: 04 May 2023

Place: Thane

ANNEXURE II

To,
The Members
Greaves Electric Mobility Private Limited,

The Secretarial Audit Report of even date is to be read along with this letter.

Auditor's Responsibility

1. Our objective is to obtain reasonable assurance about the compliance under applicable laws, maintenance of records and issue a report that includes our opinion. While reasonable assurance in high level assurance, due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the standards.
2. We have followed the audit practices and processes in accordance with CSAS-1 to CSAS-4 i.e. the Auditing Standards issued by ICSI, which were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct.

Management Responsibility

3. The compliance of provisions of all laws, rules, regulations, standards applicable to Greaves Electric Mobility Private Limited (the 'Company') is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures maintained by the Company and required for the purpose of issue of the Secretarial Audit Report.
4. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company.

Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished by the Company, along with explanations where so required.

Others

5. The verification compliance and records was done on test check basis to ensure that correct facts are reflected in secretarial and other records produced. We believe that the processes and practices We follow, provides a reasonable basis for my opinion for the purpose of issue of the Secretarial Audit Report.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company and relied on the report presented by the Statutory Auditors of the Company.
7. *This Report has been issued with a modified opinion and we have highlighted the observations in italics.*
8. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
9. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **SGGS & Associates**
ICSI Unique Code: P2021MH086900

Sunny Gogiya

Partner

Membership No.: A56804

Certificate of Practice No.: 21563

UDIN: A056804E000254311

Peer Review Certificate No.: 2161/2022

Date: 04 May 2023

Place: Thane

Corporate Governance Report

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the application of best management practices, compliance of law in true letter and spirit and adherence to ethical standards for effective management and distribution of wealth for sustainable development of all the stakeholders.

Corporate Governance practices constitute the strong foundation on which successful organizations are built to last. The Company is committed to the adoption of best governance practices and their adherence in true spirit at all times. The Company always aims towards building trust and enhancing its stakeholders' values on a sustainable basis. The Company strives to promote good governance practices through "Pancha Tatva – 5 values 1 way of life" encompassing Transparency, Integrity, Responsibility, Passion for Excellence and Respect, towards all its stakeholders. Effective Corporate Governance practices have been the Company's hallmark inherited from its culture and ethos.

2. BOARD OF DIRECTORS ('Board')

2.1 Composition of Board:

The composition of the Board of the Company is in conformity with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The Board consists of experienced and eminent professionals with expertise in varied fields. The composition of the Board, consist of an optimum mix of Independent, Non-Executive and Executive Director, including an Independent Woman Director which is in line with the provisions of the Companies Act, 2013 ('the Act') and the Listing Regulations as amended from time to time. The profile of Directors is available on the Company's website at <https://www.greavescotton.com/about-us>. The Managing Director under the superintendence of the Board including Chairman and Vice Chairman and support of the competent Management Team is responsible for overseeing the overall business performance, driving growth, implementation of the strategic decisions and ensuring overall success while adhering to the direction set by the Board.

The Chairman of the Company is the Non-Executive Director and is not related to the Managing Director as per the definition of the term "relative" defined under the Act. Thus an effective Independent Board, the separation of supervisory role from executive management and the constitution of Committees to oversee critical areas are a reflection of the Company's commitment to good corporate governance. There is no relationship between the Directors inter se.

The composition of the Board of the Company and Directorship / Committee positions of the Directors as on 31st March 2023 in other public companies are as follows:

Name	Date of Appointment	Position / Category	Directorships in other Indian Public Limited Companies*	No. of Board Committees in which Chairperson / Member**	
				Chairperson	Member
Mr. Karan Thapar (DIN: 00004264)	29/09/1991	Chairman / Non-Executive Director	2	-	1
Mr. Nagesh Basavanhalli (DIN: 01886313)	27/09/2016	Executive Vice Chairman	2	-	1
Dr. Arup Basu# (DIN: 02325890)	12/05/2022	Managing Director	-	-	-
Mr. Arvind Kumar Singhal (DIN: 00709084)	01/11/2013	Independent Director	3	1	3
Mr. Kewal Handa (DIN: 00056826)	06/05/2016	Independent Director	9	4	9
Ms. Sree Patel (DIN: 03554790)	14/02/2017	Independent Director	-	-	-
Mr. Firdose Vandrevala (DIN: 00956609)	15/10/2021	Independent Director	1	-	-
Mr. Ravi Kirpalani [#] (DIN: 02613688)	12/05/2022	Independent Director	1	1	2
Mr. Raja Venkataraman ^{##} (DIN: 00669376)	09/02/2023	Independent Director	3	3	3

#appointed with effect from 12th May 2022

##appointed with effect from 9th February 2023

*Excludes Directorships in private companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

**Includes only Audit Committee and Stakeholders' Relationship Committee of other Indian public limited companies as on 31st March 2023. Further, membership includes positions as Chairperson of Committee.

Mr. Ajit Venkataraman resigned as an Executive Director of the Company with effect from the close of business hours of 31st May 2022 due to his personal reasons.

Mr. Vinay Sanghi completed his second term as Independent Director of the Company with effect from close of the business hours of 3rd August 2022.

Dr. Arup Basu who was appointed as Deputy Managing Director has been re-designated as Managing Director of the Company with effect from 12th August 2022.

Mr. Nagesh Basavanhalli who was appointed as Managing Director & Group CEO was re-designated as Executive Vice Chairman with effect from 12th August 2022. With effect from 12th May 2023, he is re-designated to Non-Executive Vice Chairman of the Company, subject to approval of Shareholders of the Company.

Mr. Kewal Handa resigned as an Independent Director of the Company with effect from 5th April 2023 due to his professional commitments. He has confirmed that there were no material reasons for his resignation.

As per declaration received from the Directors:

- a. none of the Directors is a member of more than ten Committees or Chairperson of more than five Committees across all companies in which he / she is a Director.
- b. none of the Directors holds Directorship in more than ten public companies and in more than seven listed companies, across the Directorships held including that in the Company.
- c. Managing Director/Executive Directors of the Company do not serve as an Independent Director of any listed company.

Based on the declarations received from all the Independent Directors and in the opinion of the Board, the Independent Directors fulfill the conditions specified in the Act and Listing Regulations and are independent of the Management. Independent Directors have confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The Directorships of the Board members in other listed entities along with the category of Directorships is attached as **Annexure A**.

2.2 Board Skill Matrix

The Board of Directors of the Company comprises of qualified members who possess relevant skills, expertise and competence for the effective functioning of the Company. In compliance with the Listing Regulations, the Board has identified the following skills / expertise / competencies fundamental for the effective functioning of the Company:

Core Skill Area	Skills/Expertise/Competencies	Summary
Leadership	Global Economics	Experience as Entrepreneur/ Business Leader/ CEO/ Industrialist, leading the operations of a large organization with an understanding of the consumer, operations, sales & marketing, business processes, strategic planning, risk management and governance.
Strategic	Merger and Acquisitions	Giving strategic guidance to the management regarding organic and inorganic growth opportunities to enhance the profitability and value for investors, competitively and in a sustainable manner.
Operational	Sales, Marketing and Commercial	Experience in strategizing market share growth, building brand awareness and enhancing enterprise reputation.
	Business Exposure	Understanding of diverse business environments, regulatory framework, economic & political conditions, cultures globally and a broad perspective on global market opportunities.
	Manufacturing, Quality and Supply Chain	Operational expertise and technical know-how in the area of manufacturing, quality and supply chain.
	Technology	Ability to evaluate the impact of Digital / Information Technology across the value chain and understanding of emerging technologies.
Expert Knowledge	Corporate Governance	Expert knowledge of high governance standards with an understanding of changing regulatory framework. Protection of stakeholders' interest, observing best governance practices and identifying key governance risks.
	Financial Expertise	Proficiency in financial management, financial reporting process, budgeting, treasury operations, audit and capital allocation.
	ESG Proficiency	Ability to guide in improving Environmental, Social and Governance practices of the Company and evaluation of the Company's efforts towards social and environmental factors and driving corporate sustainability initiatives and ethics and values.
Human Resource	People Management	Experience of developing talent, planning succession and driving changes towards long-term growth. General know-how of business management, talent management and development, workplace health & safety.

Basis the above-mentioned skill matrix, the skills which are currently available with the Board have been mapped below:

Name	Global Economics	ESG Proficiency	Financial Expertise	Sales, Marketing and Commercial	Merger and acquisitions	Manufacturing, Quality and Supply Chain	Corporate Governance	Technology	People Management
Mr. Karan Thapar	✓	✓	✓	✓	✓	✓	✓	-	✓
Mr. Nagesh Basavanhalli	✓	✓	✓	✓	✓	✓	✓	✓	✓
Dr. Arup Basu	✓	✓	-	✓	✓	✓	✓	✓	✓
Mr. Arvind Kumar Singhal	✓	✓	✓	✓	✓	✓	✓	-	✓
Mr. Kewal Handa	✓	✓	✓	✓	✓	-	✓	✓	✓
Ms. Sree Patel	✓	✓	✓	✓	✓	-	✓	✓	✓
Mr. Firdose Vandrevale	✓	✓	✓	✓	✓	✓	-	✓	✓
Mr. Ravi Kirpalani	✓	✓	-	✓	✓	✓	✓	✓	✓
Mr. Raja Venkataraman	✓	✓	✓	✓	✓	✓	✓	-	✓

2.3 Attendance of each Director at the Board Meetings and at the Annual General Meeting ('AGM')

During the Financial Year 2022-23, the Board met six times i.e. on 12th May 2022, 31st May 2022, 14th June 2022, 11th August 2022, 14th November 2022 and 9th February 2023. The Board met at least once in every calendar quarter and the gap between any two Board Meetings did not exceed 120 days. The quorum for every Meeting of Board was met as per the Act and the Listing Regulations. The 103rd AGM of the Members of the Company was held on 11th August 2022 at 01:30 p.m. IST through Video Conferencing / Other Audio Visual Means in compliance with the applicable provisions of the Act, rules framed thereunder and Listing Regulations read with related circulars issued by Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI').

The details of the attendance of the Directors at the meetings are as follows:

Name	Number of Board Meetings attended	Attendance at 103 rd AGM
Mr. Karan Thapar	6 of 6	Yes
Mr. Nagesh Basavanhalli	6 of 6	Yes
Dr. Arup Basu#	6 of 6	Yes
Mr. Ajit Venkataraman*	0 of 1	N.A.
Mr. Arvind Kumar Singhal	6 of 6	Yes
Mr. Kewal Handa**	6 of 6	Yes
Ms. Sree Patel	5 of 6	Yes
Mr. Vinay Sanghi***	3 of 3	N.A.
Mr. Firdose Vandrevale	6 of 6	Yes
Mr. Ravi Kirpalani#	6 of 6	Yes
Mr. Raja Venkataraman##	N.A.	N.A.

*resigned with effect from 31st May 2022

**resigned with effect from 5th April 2023

***ceased with effect from 3rd August 2022

#appointed with effect from 12th May 2022

##appointed with effect from 9th February 2023

2.4 Conduct of Board Meetings

The Board meets at least once in a calendar quarter to, inter alia, approve the quarterly financial results and review the strategic business plan and operations of the Company. The annual calendar of Board Meetings is tentatively agreed upon at the beginning of each year. Additionally, Board Meetings are convened to transact special business, as and when necessary.

The Board has complete access to all the information of the Company. All the Board Meetings are governed by a structured agenda which is backed by comprehensive background information. All agenda papers are uploaded in a web-based programme for information, perusal and comments, etc. of the Board/ Committee members. Video conferencing facility is provided to facilitate Directors to participate in the meetings.

Agenda papers, containing all relevant information, including information as specified in Part A of Schedule II to the Listing Regulations are made available to the Board well in advance to enable the Board to discharge its responsibilities effectively and take informed decisions (except unpublished price sensitive information which is circulated at a shorter notice). Presentations are also made to the Board by Business and Functional Heads on operations and various matters concerning business of the Company. The Directors also always have independent access to the Senior Management. The draft Minutes of the Meetings are circulated to the Directors for their comments and the final Minutes are thereafter entered into the Minutes Book.

The Company has an effective post Board Meeting follow up procedure. Action taken report on the decisions taken in a meeting is placed at the immediately succeeding meeting for information of the Board. The meetings and agenda items taken up during the meetings were in compliance with the Act and Listing Regulations read with various circulars issued by MCA and SEBI.

3. COMMITTEES

The Board has constituted several statutory Committees in accordance with the Act and the Listing Regulations, which include:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship & Share Transfer Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

The functioning of each of these Committees is regulated by the specific terms of reference, roles and responsibilities and powers as approved by the Board and as detailed in their respective Charters. The recommendations of the Committees are submitted to the Board for approval. During the year, all recommendations of the Committees were approved by the Board. Generally, Committee Meetings are held prior to the Board Meeting and the Chairperson of the respective Committees update the Board about the deliberations, recommendations and decisions taken by the Committee.

The Company Secretary of the Company acts as the Secretary to these Committees. The draft Minutes of the Committee Meetings are circulated to the respective Committee members for their comments and the final Minutes are thereafter entered into the Minutes Book.

3.1 Audit Committee:

The Audit Committee ('Committee') monitors and provides effective supervision of the Management's financial reporting process with a view to ensure accurate, timely and proper disclosures in the financial statements / results and the transparency, integrity, and quality of financial reporting.

3.1.1. Terms of reference in brief

The primary role of the Committee, inter alia, is that of:

- oversight of the financial reporting process and disclosure of financial information;
- recommending the appointment, remuneration and terms of appointment of the auditors of the Company;
- reviewing with Management, the quarterly financial results and annual financial statements and the auditor's report thereon;
- reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- approving or any subsequent material modification of transactions with related parties;
- evaluating internal financial controls, risk management systems, discussion on any significant findings and Management response and follow up thereon;
- reviewing financial statements, in particular, investments made by the unlisted subsidiary companies;
- reviewing the utilization of loans and / or advances from / investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- reviewing valuation of undertaking or assets of the Company, wherever it is necessary;
- reviewing the findings of any internal investigations by the internal auditor;
- reviewing the functioning of the Whistle Blower Mechanism and ensure adequate safeguards against victimization of employees and Directors;
- approving the appointment of Chief Financial Officer; and
- recommend to the Board, the appointment and remuneration of Cost Auditor and review Cost Audit Report/Cost Statements.
- management Discussion and Analysis of financial condition and results of operations;
- management letters / letters of internal control weaknesses issued by the Statutory Auditor;
- internal audit reports relating to internal control weaknesses;
- appointment, removal and terms of remuneration of the Chief Internal Auditor; and
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, acquisition, etc., on the Company and its shareholders.

3.1.2. Composition

The composition of the Audit Committee meets the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations. As on the date of this report, the Committee comprises of three Directors, all of whom are Independent Directors.

Name	Designation	Category
Mr. Raja Venkataraman	Chairperson	Independent Director
Ms. Sree Patel	Member	Independent Director
Mr. Firdose Vandrevala	Member	Independent Director

The Company Secretary is the Secretary to the Committee. The erstwhile Executive Vice Chairman, Managing Director, Group Chief Financial Officer of the Company, representatives of the Statutory Auditor and the Internal Auditor are the invitees at the Audit Committee Meetings.

During the year under review, following changes took place in the composition of the Committee-

- The Board at its Meeting held on 12th May 2022 inducted Mr. Firdose Vandrevala as a member of Committee in place of Mr. Arvind Kumar Singhal with effect from 13th May 2022.
- The Board at its Meeting held on 9th February 2023, inducted Mr. Raja Venkataraman as a member of Committee with effect from 10th February 2023.
- Due to resignation of Mr. Kewal Handa, the Board on 14th April 2023, through a circular resolution, designated Mr. Raja Venkataraman as the Chairperson of the Committee with immediate effect.

The Chairperson of the Committee was present at the last AGM, held on 11th August 2022

3.1.3. Meetings and attendance

During the Financial Year 2022-23, the Committee met six times i.e. on 11th May 2022, 31st May 2022, 14th June 2022, 10th August 2022, 14th November 2022 and 8th February 2023. The gap between any two consecutive meetings did not exceed 120 days. The details of the attendance of the Members at these Meetings are as follows:

Name	Number of Meetings attended
Mr. Kewal Handa#	6 of 6
Ms. Sree Patel	5 of 6
Mr. Arvind Kumar Singhal*	1 of 1
Mr. Firdose Vandrevala**	5 of 5
Mr. Raja Venkataraman##	N.A.

*ceased to be a member with effect from 13th May 2022

**inducted as a member with effect from 13th May 2022

ceased to be a member with effect from 5th April 2023

##inducted as a member with effect from 10th February 2023 and designated as a Chairperson of the Committee with effect from 14th April 2023.

3.2 Nomination and Remuneration Committee

The Nomination and Remuneration Committee ('NRC') ensures that the Company's nomination, remuneration and incentive policies, practices and key performance indicators of the Executive Directors, Key Managerial Personnel and the Senior Management are aligned with the Board's vision, values and overall business objectives and are appropriately designed to attract, motivate and retain them and to pursue the long term growth and success of the Company.

3.2.1 Terms of reference in brief

The primary role of the Committee, inter alia, is that of:

- To formulate the criteria for determining qualifications, positive attributes, expertise and independence of a Director and recommend to the Board a policy relating to the remuneration for the Directors and key managerial personnel;
- For every appointment of an Independent Director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a) use the services of external agencies, if required;
- b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c) consider the time commitments of the candidates.
- To review and recommend to the Board, the remuneration of the Executive Directors' with a view to attract and retain suitable talent, as follows:
 - a) Elements of the remuneration package that is salary, perquisites, retirement benefits, pension, separation compensation and the structure of the remuneration package viz. the proportion of fixed and variable component;
 - b) Remuneration amount, annual / mid-term increments, merit rewards, special payments, etc.;
 - c) Changes in the remuneration package, terms of appointment, notice period, severance fees, recruitment, retention and termination policies and procedures;
 - d) Details of stock options and period over which the options are exercisable;
 - e) Key performance indicators, the actual performance vis-à-vis the key performance indicators and amount of the annual performance linked incentive;
- To devise a policy on Board diversity;
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;
- To develop and maintain Board succession plan;
- To recommend to the Board, all remuneration, in whatever form, payable to senior management and ensure that the Company's remuneration and incentive policies, practices and performance indicators are aligned to the Board's vision, values and overall business objectives;
- To review the Remuneration / Promotion / Increment / Performance Linked Incentive Policy, including remuneration structure, retention and termination policies;
- To review the process for setting the Key Performance Indicators (KPI) / Key Result Areas (KRA) and for measuring their performance against the set KPIs / KRAs to determine their annual Performance Linked Incentive; and
- To investigate any senior level employee grievance or complaints that may have arisen.

3.2.2 Composition

The composition of the NRC meets the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations. As on the date of this report, the NRC comprises of three Directors of whom two are Independent Directors including the Chairperson and one is a Non-Executive Director.

Name	Designation	Category
Mr. Arvind Kumar Singhal	Chairperson	Independent Director
Mr. Karan Thapar	Member	Non-Executive Director
Mr. Ravi Kirpalani	Member	Independent Director

The Company Secretary acts as the Secretary of the Committee.

During the year under review, following changes took place in the composition of the Committee:

- The Board at its meeting held on 12th May 2022 inducted Mr. Ravi Kirpalani as a member of the Committee in place of Mr. Vinay Sanghi with effect from 13th May 2022.

3.2.3 Meetings and attendance

During the Financial Year 2022-23, the NRC met four times i.e. on 10th May 2022, 10th August 2022, 11th November 2022 and 8th February 2023. The details of the attendance of the Members at these Meetings are as follows:

Name	Number of Meetings attended
Mr. Karan Thapar	4 of 4
Mr. Arvind Kumar Singhal	4 of 4
Mr. Vinay Sanghi*	1 of 1
Mr. Ravi Kirpalani**	3 of 3

*ceased to be a member with effect from 13th May 2022

**inducted as a member with effect from 13th May 2022

3.2.4 Remuneration policy

Based on the recommendation of NRC, the Board has formulated a comprehensive Remuneration Policy for its Directors, Key Managerial Personnel (KMPs), Senior Management and other employees. Remuneration Policy of the Company is performance driven and is structured to attract and retain talent, motivate employees, recognize their merits and achievements and promote excellence in their performance. This policy is available on the Company's website at https://greavescotton.com/wp-content/uploads/2023/04/GCL-Remuneration-Policy_04.05.2021.pdf

1. For Executive Directors

The remuneration of the Executive Directors is recommended by the NRC to the Board. The NRC considers the qualification, experience and prevailing industry practices while recommending the remuneration.

The remuneration paid to the Executive Directors comprises salary and allowances, perquisites, retirement benefits and performance linked incentive. Details of remuneration paid to the Executive Directors during the Financial Year 2022-23 are as follows:

Name of the Director	Fixed component		Retirement benefit	Variable Component Performance Linked Incentives	Total [#]
	Salary and Allowance	Perquisites			
Mr. Nagesh Basavanhalli	313.33	8.38	15.49	168.76	505.97
Mr. Ajit Venkataraman*	105.27	0.07	1.54	0*	106.88
Dr. Arup Basu **	221.95	5.16	11.82	0**	238.93

*resigned with effect from 31st May 2022.

**appointed with effect from 12th May 2022.

[#]Exclusive of provision for leave encashment and contribution to the approved Group Gratuity Fund, which are determined on an overall basis.

Performance Incentive of the individual is linked to the financial and non-financial parameters of the organisation.

There is no separate provision for payment of severance fees.

Details regarding Service Contract and Notice Period are as follows:

	Mr. Nagesh Basavanhalli	Dr. Arup Basu
Service Contract	5 th November 2020 to 4 th November 2025	12 th May 2022 to 11 th May 2027
Notice Period	3 months	3 months

2. For Non - Executive Directors

The Non- Executive Directors are paid remuneration in the form of sitting fees and commission on the profits, if any, made by the Company.

a. Sitting Fees

The Non-Executive Directors are entitled to sitting fees as per table mentioned below:

Type of Meetings	Amount in ₹
Board of Directors	75,000
Audit Committee	75,000
Nomination and Remuneration Committee	75,000
CSR Committee	35,000
Risk Management Committee	35,000
Independent Directors	35,000
Stakeholders' Relationship and Share Transfer Committee	25,000

In compliance with the provisions of Section 197(5) of the Act read with Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors in its meeting held on 11th August 2022, basis the recommendation of Nomination and Remuneration Committee, increased the sitting fees for the meetings of the Board, Audit Committee and Nomination and Remuneration Committee from ₹ 35,000 to ₹ 75,000 for attending each such respective meetings. The sitting fees for Stakeholders' Relationship and Share Transfer Committee was increased from ₹ 10,000 to ₹ 25,000 for attending each such meeting.

The aforesaid sitting fees are within the limits prescribed under the Act.

b. Commission

In terms of the Members' approval through postal ballot approved on 22nd December 2021 for payment of remuneration by way of commission to Non-Executive Directors for a period of five years commencing from 1st April 2022, commission is payable at a rate not exceeding 1% per annum of the Net Profits of the Company. The actual amount of commission payable to each Non-Executive Director is decided by the Board, basis the recommendation of the NRC, on the following criteria:

- Number of meetings attended;
- Role and contribution as Chairman / Member of the Board;
- Role and contribution as Chairman / Member of the Committee; and
- Overall contribution and time devoted outside the Meetings.

Details of the remuneration paid / payable to the Non-Executive Directors for the Financial Year 2022-23 are as follows:

Name of the Directors	Sitting fees	Commission#	Total
Mr. Karan Thapar	6.15	65.51	71.66
Mr. Arvind Kumar Singhal	6.50	19.65	26.15
Mr. Kewal Handa*	7.20	22.11	29.31
Ms. Sree Patel	6.15	19.65	25.80
Mr. Vinay Sanghi**	1.85	4.91	6.76
Mr. Firdose Vandrevala	7.55	19.65	27.20
Mr. Ravi Kirpalani***	5.35	12.28	17.63

#Subject to approval of the audited financial statements for the Financial Year 2022-23 by the Members at the forthcoming 104th AGM

*resigned with effect from 5th April 2023

**ceased with effect from 3rd August 2022

***appointed with effect from 12th May 2022

Please refer to the disclosure on Related Party transactions in Notes to the Standalone Financial Statements for details of transactions in which Directors of the Company are concerned or interested.

Except for the remuneration, sitting fees paid / payable and reimbursement of expenses incurred by Directors for attending the meeting, none of the Directors of the Company have any pecuniary relationship with the Company.

The remuneration paid to the Non-Executive Directors during Financial Year 2022-23 does not exceed the threshold specified in Regulation 17(6)(ca) of the Listing Regulations and therefore no approval of the Shareholders by Special Resolution was called for.

3.2.5 Shareholding of Non-Executive Directors of the Company

The Non-Executive Directors as on 31st March 2023 do not hold any shares of the Company.

3.3 Corporate Social Responsibility Committee

The objective of the Corporate Social Responsibility (CSR) Committee is to assist the Board of Directors in fulfilling its oversight responsibilities for the corporate social responsibility activities of the Company towards its shareholders, customers, communities and other key stakeholders.

3.3.1 Terms of reference in brief

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII of the Act;
- Formulate and recommend to the Board, the Annual Action Plan for the financial year with respect to the CSR Activities proposed to be undertaken by the Company;
- Recommend the amount of expenditure to be incurred on the approved activities;
- Monitor the Corporate Social Responsibility Policy of the Company from time to time;
- The Committee shall institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company or through any Implementation Agency; and
- Monitor the preparation of Company's annual Corporate Social Responsibility Report.

3.3.2 Composition

The composition of the CSR meets the requirements of Section 135 of the Act. As on the date of this report, the CSR Committee comprises of three Directors of whom two are Independent Directors including the Chairperson.

Name	Designation	Category
Ms. Sree Patel	Chairperson	Independent Director
Dr. Arup Basu	Member	Managing Director
Mr. Firdose Vandrevala	Member	Independent Director

During the year under review, following changes took place in the composition of the Committee:

The Board at its meeting held on 12th May 2022 inducted Dr. Arup Basu as a member of the Committee in place of Mr. Ajit Venkataraman with effect from 13th May 2022.

3.3.3 Meetings and attendance

During the Financial Year 2022-23, the CSR Committee met four times i.e. on 11th May 2022, 10th August 2022, 14th November 2022 and 8th February 2023. The details of the attendance of the Members at these Meetings are as follows:

Name	Number of Meetings attended
Ms. Sree Patel	3 of 4
Mr. Ajit Venkataraman*	1 of 1
Mr. Firdose Vandrevala	4 of 4
Dr. Arup Basu**	3 of 3

*ceased to be a member with effect from 13th May 2022.

**inducted as a member with effect from 13th May 2022

3.4 Risk Management Committee

The objective of the Risk Management Committee is to assist the Board in fulfilling its responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and environmental risks. The Risk Management Committee has the overall responsibility of monitoring and approving the risk policies and associated practices of the Company.

3.4.1 Terms of reference in brief

- Review and recommend changes to the Enterprise Risk Management Policy and / or associated frame work, processes and practices of the Company to ensure timely identification of elements of risk, if any, which in the opinion of the Board may threaten the performance or existence of the Company;
- Ensure appropriate review of identification of strategic, operational, regulatory & compliance and catastrophic risks, and appropriate review of the Mitigation Plans for the identified risks;
- Ensure appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- Formulate a detailed Risk Management Policy, to monitor and oversee implementation of the Risk Management Policy, including evaluating the adequacy of risk management policy;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- Ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities;
- Monitor and review cyber security;
- Review the Political, Economic, Social, Technological, Legal / Regulatory and Environmental trends and make recommendations to the Board as to how best the Company can adjust to these trends;
- Review with Management the key issues, options and external / internal developments impacting Company's strategy;
- Review with Management, the process for the development, approval and modification of strategies, long-range business objectives and strategic plan;
- Review and recommend to the Board financial policies and standards as developed by Management pertaining to debt ratio, dividend policy and specific operating standards like revenue, returns and gestation period of new business opportunities;
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Committee.

3.4.2 Composition

The composition of the Risk Management Committee meets the requirements of Regulation 21 of the Listing Regulations. As on the date of this report, the Risk Management Committee comprises of three Directors of whom all are Non-Executive Directors including the Chairperson.

Name	Designation	Category
Mr. Karan Thapar	Chairperson	Non-Executive Director
Mr. Nagesh Basavanhalli	Member	Non-Executive Director
Mr. Arvind Kumar Singhal	Member	Independent Director

During the year under review, following changes took place in the composition of the Committee:

- The Board at its meeting held on 12th May 2022 inducted Mr. Arvind Kumar Singhal as a member of the Committee in place of Mr. Firdose Vandrevala with effect from 13th May 2022.
- Mr. Kewal Handa ceased to be a member of the Committee with effect from 5th April 2023.

3.4.3 Meetings and attendance

During the Financial Year 2022-23, the Risk Management Committee met three times i.e. on 11th May 2022, 10th August 2022 and 8th February 2023. The details of the attendance of the Members at these Meetings are as follows:

Name	Number of Meetings attended
Mr. Karan Thapar	3 of 3
Mr. Nagesh Basavanhalli	3 of 3
Mr. Kewal Handa#	3 of 3
Mr. Firdose Vandrevala*	1 of 1
Mr. Arvind Kumar Singhal**	2 of 2

ceased to be a member with effect from 5th April 2023

*ceased to be a member with effect from 13th May 2022

**inducted as a member with effect from 13th May 2022

3.5 Stakeholders' Relationship & Share Transfer Committee

The Stakeholders' Relationship & Share Transfer Committee periodically reviews investors' grievance redressal process and evaluates the performance and service standards of the Registrar and Share Transfer Agent of the Company ('RTA') to ensure that the investors' grievances are timely and satisfactorily resolved.

3.5.1 Terms of reference in brief

- To receive and review the report of the RTA about investors' complaints and grievances and follow up for necessary action taken for redressal thereof;
- To review the existing "Investor Redressal System" and suggest measures for improvement in investor relations;
- To resolve the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- To note the transfer / transmission / transposition / rematerialisation / dematerialization of shares and consolidation / splitting of folios as approved by the officials duly authorized by the Board in this regard and the issue of share certificates in exchange for sub-divided, consolidated, defaced, torn share certificates etc;

- To appoint and remove the RTA, decide the terms and conditions, remuneration, service charge / fees and review their performance;
- To decide the frequency of audit of the RTA and to consider the Auditor's Report thereon;
- To review the Shareholding Pattern of the Company and the significant changes therein;
- To review the measures taken for effective exercise of voting rights by shareholders and adherence to the service standards adopted by the Company in respect of various services being rendered by the RTA; and
- To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrant / annual reports / statutory notices by the shareholders of the Company.

3.5.2 Composition

The composition of the Committee meets the requirements of Regulation 20 of the Listing Regulations. As on the date of this report, the Committee comprises of three Directors of whom two are Independent Directors including the Chairperson.

Name	Designation	Category
Ms. Sree Patel	Chairperson	Independent Director
Dr. Arup Basu	Member	Managing Director
Mr. Ravi Kirpalani	Member	Independent Director

During the year under review, following changes took place in the composition of the Committee:

- The Board at its meeting held on 12th May 2022 inducted Dr. Arup Basu and Mr. Ravi Kirpalani as members of the Committee in place of Mr. Ajit Venkataraman and Mr. Vinay Sanghi with effect from 13th May 2022.

The Chairperson of the Committee was present at the last AGM, held on 11th August 2022

3.5.3 Meetings and attendance

During the Financial Year 2022-23, the Committee met four times i.e. on 11th May 2022, 10th August 2022, 14th November 2022 and 9th February 2023. The details of the attendance of the Members at these Meetings are as follows:

Name	Number of Meetings attended
Ms. Sree Patel	3 of 4
Mr. Ajit Venkataraman*	1 of 1
Mr. Vinay Sanghi*	1 of 1
Dr. Arup Basu#	3 of 3
Mr. Ravi Kirpalani#	3 of 3

*ceased to be a member with effect from 13th May 2022

#inducted as a member with effect from 13th May 2022

3.5.4 Name and designation of Compliance Officer

Mr. Atindra Basu, General Counsel and Company Secretary, is the Compliance Officer of the Company as required under Regulation 6 of the Listing Regulations.

3.5.5 Investor complaints

The Company received four complaints during the year under review which were satisfactorily addressed. There were no pending complaints as on 31st March 2023.

In keeping with the Company's focus on resolving investors' complaints, the RTA strives to attend to all investor complaints promptly.

SEBI vide its latest Circular dated 16th March 2023, in supersession of its earlier circulars in this regard, has prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. It is mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. The detailed requirements have been specified in the aforesaid Circular dated 16th March 2023. The folios wherein any one of the document/ details cited above are not available on or after 01st October 2023, shall be frozen by the RTA.

The Company had sent periodic reminders to shareholders holding physical securities for furnishing PAN, Nomination, Contact details, Bank A/c details and Specimen signature. The forms for updating the same were made available to the shareholders at www.greavescotton.com

The Company has a dedicated email ID investorservices@greavescotton.com to which investors can send their grievances.

Mr. Atindra Basu, General Counsel and Company Secretary, is designated as the Investor Relations Officer who may be contacted at the Corporate Office of the Company at **022 41711700**.

The Complete details of the past unpaid / unclaimed dividends lying with the Company have been uploaded on the Company's website at www.greavescotton.com under the head "Investor Information" under Investors Tab. Members are urged to visit the website and claim their unpaid / unclaimed dividend, if any, before the amount gets transferred to the Investor Education and Protection Fund of the Government.

3.5.6 Unclaimed Dividend and shares transferred to Investor Education and Protection Fund ('IEPF') Account:

In accordance with the provisions of sections 124 and 125 of the Act and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time ('IEPF Rules'), dividends which remain unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account shall be transferred by the Company to the IEPF Account and such shares in respect of which dividend entitlements remained unclaimed for seven consecutive years or more are also required to be transferred by the Company to the IEPF Account.

In accordance with the said IEPF Rules and to ensure maximum disbursement of unclaimed dividend, the Company had sent notices to all the Shareholders whose unclaimed dividend and shares were due for transfer to the IEPF Authority and simultaneously published newspaper advertisement(s) requesting them to comply with the procedure and lodge their claims.

The Members whose dividend/shares are transferred to the IEPF Authority can claim their shares/dividend from the IEPF Authority following the procedure prescribed in the IEPF Rules.

The details of Dividend remitted to IEPF during the year:

Financial Year	Dividend declared on	Amount transferred to IEPF (in ₹)	Date of transfer to IEPF
Final Dividend for the Financial Year 2014-15	06.08.2015	₹15,99,096	17.09.2022
		₹6,98,764	21.09.2022
Interim Dividend for the Financial Year 2015-16	03.02.2016	₹ 62,68,176	23.03.2023
		₹ 28,20,308	05.04.2023

Shares transferred / credited to IEPF:

During the Financial year 2022-23, the Company transferred 29,903 Equity Shares to IEPF Authority. After the Financial year 2022-23, the Company transferred 14,337 Equity Shares to IEPF Authority on 11th April 2023. The IEPF Authority holds 16,60,782 Equity Shares in the Company as on 31st March 2023.

The voting rights on these shares shall remain frozen until the rightful owner claims the shares.

The Company has appointed a Nodal Officer and Deputy Nodal Officer under the provisions of IEPF. The details of Nodal Officer are available on the website of the Company at www.greaves cotton.com

The following table provides dates on which unclaimed dividend and their corresponding shares would become liable to be transferred to the IEPF:

Year	Date of declaration of Dividend	Due date for transfer to IEPF	Amount (In ₹) (As on 31 st March 2023)
Final Dividend for the Financial Year 2015-16	26.09.2016	31.10.2023	21,53,050.00
Interim Dividend for the Financial Year 2016-17	14.02.2017	22.03.2024	82,34,672.00
Final Dividend for the Financial Year 2016-17	03.08.2017	08.09.2024	32,36,454.50
Interim Dividend for the Financial Year 2017-18	05.02.2018	13.03.2025	57,66,208.00
Final Dividend for the Financial Year 2017-18	13.08.2018	18.09.2025	22,19,607.50
Interim Dividend for the Financial Year 2018-19	04.02.2019	12.03.2026	52,31,796.00
Final Dividend for the Financial Year 2020-21	11.08.2021	16.09.2028	2,78,979.80
Final Dividend for the Financial Year 2021-22	11.08.2022	16.09.2029	2,20,647.60

3.6 Meeting of Independent Directors

During the Financial Year 2022-23, the Independent Directors met once without the presence of the management and Non-Executive Directors, whereat, inter alia, the following prescribed items are discussed:

- review of performance of Non- Independent Directors, the Chairman and the Board as a whole;
- matters arising out of Board and Board Committee agendas, performance of the Company and other board-related matters;
- assessment of the effectiveness and promptness of the information flow inter se the Board and the management.

The Independent Directors of the Board nominated Ms. Sree Patel as the Lead Independent Director of the Company. The role of the Lead Independent Director is to provide leadership to the Independent Directors, liaise on their behalf and ensure effective functioning of the Board. The Lead Independent Director briefed the Chairperson on the proceedings of the Independent Director's Meeting.

3.6.1 Performance evaluation criteria for Independent Directors

The performance evaluation criteria for Independent Directors is determined by the NRC. The criteria for performance evaluation includes, inter alia, relevant experience and skills, preparedness and constructive contributions, participation in strategic long-term planning, integrity, focus on shareholder value creation, monitoring corporate governance practices and Board/Committee culture and dynamics.

Brief synopsis of the performance evaluation carried out for the Financial Year is provided in the Boards' Report Section of this Report.

4. General Body Meetings

4.1 Location and time of the last three Annual General Meetings (AGM) of the Company

Date of AGM	Time	Mode	Venue/Deemed Venue	Special Resolution passed, if any
11 th August 2022	1:30 p.m.	Video Conference / Other Audio Visual Means	Unit No. 1A, 5 th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai- 400 070	<ol style="list-style-type: none"> 1. Appointment of Dr. Arup Basu (DIN: 02325890) as Deputy Managing Director and to approve his remuneration. 2. Appointment of Mr. Ravi Kirpalani (DIN: 02613688) as an Independent Director. 3. Approval for shifting of Registered Office from Mumbai to Aurangabad.
11 th August 2021	04:00 p.m.	Video Conference / Other Audio Visual Means	Unit No. 701, 7 th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai- 400 070	<ol style="list-style-type: none"> 1. Approval and ratification for payment of minimum remuneration to Mr. Nagesh Basavanhalli (DIN: 01886313) in capacity of Managing Director and CEO, till 13th August 2020. 2. Appointment of Mr. Nagesh Basavanhalli (DIN: 01886313) as Managing Director and Group CEO and to approve his remuneration. 3. Approval and ratification for payment of minimum remuneration to Mr. Mohanan Manikram (DIN: 08555030) in capacity of Executive Director till 5th November 2020. 4. Appointment of Mr. Ajit Venkataraman (DIN: 07289950) as an Executive Director of the Company and to approve his remuneration. 5. Re-appointment of Mr. Kewal Handa (DIN: 00056826) as an Independent Director.
13 th August 2020	04:00 p.m.	Video Conference /Other Audio Visual Means	Unit No. 701, 7 th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai- 400 070	<ol style="list-style-type: none"> 1. Re-appointment of Ms. Sree Patel (DIN: 03554790) as an Independent Director. 2. Re-appointment of Mr. Vinay Sanghi (DIN: 00309085) as an Independent Director.

4.2 Special Resolutions through Postal Ballot

During the year under review, the Company approached the shareholders twice through postal ballot by utilising a remote e-voting facility only, the details of which are as follows:

1) Date of Postal Ballot Notice: 14th November 2022

Voting period: Commenced on Tuesday, November 29 2022 at 09:00 hours IST and ended on Wednesday, December 28 2022 at 17:00 hours IST

Date of declaration of results: 29th December 2022

Date of approval: 28th December 2022 (i.e. last date specified for remote e-voting)

Sr. No.	Name of the resolution	Type of resolution	No. of votes polled	Vote cast in favour		Vote cast against	
				No. of votes	%	No. of votes	%
1	Approval for change in designation of Mr. Nagesh Basavanhalli (DIN: 01886313) from Managing Director & Group CEO to Executive Vice Chairman effective 12 th August 2022	Special resolution	14,13,04,825	14,12,95,371	99.99	9,454	0.01
2	Approval for change in designation of Dr. Arup Basu (DIN: 02325890) from Deputy Managing Director to Managing Director effective 12 th August 2022	Special resolution	14,13,04,825	14,12,95,327	99.99	9,498	0.01

2) Date of Postal Ballot Notice: 27th March 2023

Voting period: Commenced on Thursday, 30th March 2023 at 09:00 hours IST and ended on Friday, 28th April 2023 at 17:00 hours IST

Date of declaration of results: 29th April 2023

Date of approval: 28th April 2023 (i.e. last date specified for remote e-voting)

Sr. No.	Name of the resolution	Type of resolution	No. of votes polled	Vote cast in favour		Vote cast against	
				No. of votes	%	No. of votes	%
1	Appointment of Mr. Raja Venkataraman (DIN:00669376) as an Independent Director	Special resolution	13,76,83,182	13,76,34,099	99.96	49,083	0.04

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, were appointed as scrutinizers to scrutinize the remote e-voting process in a fair and transparent manner for both the postal ballot conducted during the Financial Year 2022-23.

Procedure for Postal Ballot:

The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Rules framed thereunder, Regulation 44 of the Listing Regulations and in accordance with the related circulars issued by MCA.

4.3 Details of special resolution proposed to be conducted through postal ballot:

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

5. DISCLOSURES

5.1 Related Party Transactions

5.1.1 Basis

During the year under review, the Company has not entered into any material significant related party transactions that had potential conflict with the interests of the Company. All transactions entered into with related parties as defined under the Act and the Listing Regulations, each as amended, during the year under review were on an arm's length basis and in the ordinary course of business.

Prior omnibus approval is obtained for related party transactions on periodic basis for transactions which are repetitive in nature. All related party transactions are placed before the Audit Committee for review on a quarterly basis. Details of transactions with related parties are disclosed in Notes to the Standalone Financial Statements, which forms part of this Annual Report.

5.1.2 Policy on dealing with Related Party Transactions

The Policy on dealing with Related Party Transactions is reviewed by the Audit Committee and the Board on a periodic basis. The Policy is disclosed on the website of the Company at <https://greavescotton.com/wp-content/uploads/2023/07/Draft-RPT-Policy-12.05.2023.pdf>

5.2 Disclosure of Accounting treatment in preparation of Financial Statements

The Company has prepared its Standalone and Consolidated Financial Statements in accordance with applicable Indian Accounting Standards as notified under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

5.3 Management Discussion and Analysis Report

The Management Discussion and Analysis Report, as required under Regulation 34 of the Listing Regulations forms a part of this Annual Report.

5.4 Compliance by the Company

The Company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years and accordingly no penalties or strictures were imposed on the Company by the stock exchanges, SEBI or any other statutory authority.

5.5 CEO/CFO Certification

The Managing Director and the Group Chief Financial Officer of the Company have certified to the Board with regard to the financial statements and other matters as required by Regulation 17(8) of the Listing Regulations. The Certificate is attached as **Annexure B**.

5.6 Auditors' certificate on Corporate Governance

The Auditors' Certificate on compliance with the conditions of corporate governance, as stipulated under Regulation 34(3) read with Schedule V of the Listing Regulations, is attached as **Annexure E**.

5.7 Subsidiary Companies

As on 31st March 2023, the Company has five unlisted subsidiary companies. The Minutes of the Board Meetings of the subsidiary companies are placed at the Board Meetings of the Company. Details of significant transactions and arrangements entered into by the subsidiary companies and placed for approval before respective board of subsidiary companies are noted by the Board. The Audit Committee of the Company reviews the financial statements of the subsidiary companies, including investments made by the subsidiary companies. The Company has adopted a policy for determining material subsidiaries and the same has been placed on the website of the Company which can be accessed at <https://greavescotton.com/wp-content/uploads/2023/04/Policy-for-determining-material-subsiidiaries.pdf>

5.7.1 Material Subsidiary

As on 31st March 2023, the Company has Greaves Electric Mobility Private Limited as a material unlisted Indian subsidiary as defined under Regulation 16 of the Listing Regulations. Details of the material subsidiary are as follows-

Sr No	Particulars	Details
1.	Date of Incorporation	02/06/2008
2.	Place of Incorporation	Chennai, Tamil Nadu
3.	Name of statutory auditor	M/s. Deloitte Haskins & Sells LLP
4.	Date of appointment of statutory auditor	Appointed on 31/07/2019 for a first term of 5 years starting from 2019-2020 to 2023-2024.

5.8 Code of Conduct for Prevention of Insider Trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Insider Trading Regulations'), the Company has formulated the 'Code of Conduct for Prevention of Insider Trading in the securities of the Company' and the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' ('Code'), which allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in the Company's shares. It also prohibits the purchase or sale of the Company's shares by the Directors, designated employees and their immediate relatives, while in possession of Unpublished Price Sensitive Information ('UPSI') in relation to the Company and during the period(s) when the Trading Window to deal in the Company's shares is closed.

The Code are revised in line with the amendments to the Insider Trading Regulations, as amended from time to time.

Pursuant to the above, the Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of the Insider Trading Regulations. A structured digital database is being maintained by the Company, which contains the names and other particulars of the persons covered under the Code.

The Company has formulated the 'Policy on Procedure of Inquiry in case of leak / suspected leak of UPSI. The policy is formulated to maintain ethical standards in dealing with sensitive information of the Company by persons who have access to UPSI. The rationale of the policy is to strengthen the internal control systems to ensure that the UPSI is not communicated to any person except in accordance with the Insider Trading Regulations. The Policy also provides an investigation procedure in case of leak/suspected leak of UPSI.

The Company has also formulated a Policy for determination of 'legitimate purposes' as a part of the Code of Practices and Procedures for Fair Disclosure of UPSI as per the requirements of the Insider Trading Regulations.

The Compliance Officer is responsible for monitoring adherence to the rules for the preservation of UPSI, pre-clearance of trades, monitoring of trades and implementation of the Code for trading in the Company's securities, under the overall supervision of the Board. Mr. Atindra Basu, General Counsel and Company Secretary, has been appointed as the Compliance Officer for the purpose of this Code.

5.9 Code of Conduct

The Board is responsible for ensuring that rules are in place to avoid conflict of interest by Members of the Board. The Company has adopted a Code of Conduct for Members of the Board and Senior Management Personnel as required under Regulation 17 of the Listing Regulations. The Board at its meeting held on 12th May 2023 amended the Code of Conduct for Board Members and Senior Management to extend its scope to the subsidiaries of the Company and to align it with the core elements of the National Guidelines for Responsible Business Conduct. The Code is displayed on the Company's website which can be accessed at [https://greavescotton.com/wp-content/uploads/2023/06/Code-of-Conduct- BoardSeniormanagement-website-upload.pdf](https://greavescotton.com/wp-content/uploads/2023/06/Code-of-Conduct-BoardSeniormanagement-website-upload.pdf)

All the Members of the Board and Senior Management personnel have affirmed their compliance with the Code for the Financial Year ended 31st March 2023. A declaration to this effect, signed by the Managing Director, is attached as **Annexure C**. Disclosures have also been received from the Senior Management Personnel relating to the financial and commercial transactions in which they or their relatives may have a personal interest. However, no transactions have been reported that could have a potential conflict with the interests of the Company at large.

5.10 Whistle Blower Policy

The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. Accordingly, a Whistle Blower Policy has been formulated where employees can voice their genuine concerns about any unethical or unacceptable business practice or any event of misconduct. It provides a mechanism for the employees of the Company to approach the Compliance Officer or the Chairperson of the Audit Committee. The Company ensures that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment or victimisation.

The Company affirms that during Financial Year 2022-23, no personnel have been denied access to the Audit Committee.

The Board at its meeting held on 12th May 2023 amended the Whistle Blower Policy to extend its scope to the subsidiaries of the Company and to deal with matters involving leak or suspected leak of UPSI as per Insider Trading Regulations. The Whistle Blower Policy is displayed on the website of the Company and can be accessed at <https://greavescotton.com/wp-content/uploads/2023/06/Whistle-Blower-Policy-for-website-upload.pdf>

6. MEANS OF COMMUNICATION

- a) **Newspapers:** The Company publishes the statement of financial results (quarterly / half yearly / annual) in English and regional language (Marathi) newspapers like Business Standard and Loksatta. The financial results (quarterly / half yearly / annual) were sent to the stock exchanges and displayed on the Company's website at www.greavescotton.com
- b) **Press Release:** The Company issues press release highlighting significant performance and operational milestones. The proceedings of the press release are disseminated to the Stock Exchanges, where the shares of the Company are listed and are displayed on the Company's website at www.greavescotton.com
- c) **Analysts and Investors' Meet / Call:** The Company regularly conducts meetings / calls with analysts and investors to brief them of the financial and operational performance. The transcripts of investors' calls and Investor's Presentation are also sent to the Stock Exchanges and displayed on the Company's website which can be accessed at <https://www.greavescotton.com/investors/investor-information>. The audio recordings of earnings call are also sent to the stock exchanges and displayed on the Company's website at www.greavescotton.com
- d) **Website:** The financial results and the official news releases are also simultaneously uploaded on the Company's website at <http://www.greavescotton.com/investors/financials>

7. GENERAL SHAREHOLDER INFORMATION

7.1 Annual General Meeting Information

Day, Date & time: Thursday, 10th August 2023 at 03:00 P.M. IST

Mode: Video Conferencing or Other Audio Visual Means

Deemed Venue: J-2, MIDC Industrial Area, Chikalthana, Aurangabad-431210.

Dividend and Payment Date: Dividend of ₹ 0.90 per share (45%) on the face value of ₹ 2 per equity share, payable on or before 8th September 2023, subject to the approval of the Shareholders.

7.2 Financial year of the Company: 1st April to 31st March each year

7.3 Financial Calendar (tentative)

The Company expects to announce the financial results for the year 2023-24, as per the following schedule:

1 st quarter ending 30 th June 2023	: on or before 14 th August 2023
2 nd quarter ending 30 th September 2023	: on or before 14 th November 2023
3 rd quarter ending 31 st December 2023	: on or before 14 th February 2024
4 th quarter and Financial year ending 31 st March 2024	: on or before 30 th May 2024
105 th Annual General Meeting	: on or before 30 th September 2024

7.4 Stock Exchange Information

The Company's shares are listed on the following Stock Exchanges having nation-wide trading terminals:

Name and address of Stock Exchange	Stock Code / Symbol
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	501455
National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051	GREAVESCOT

The Company's shares form part of Group "A" / S&P BSE Smallcap Index of BSE Limited.

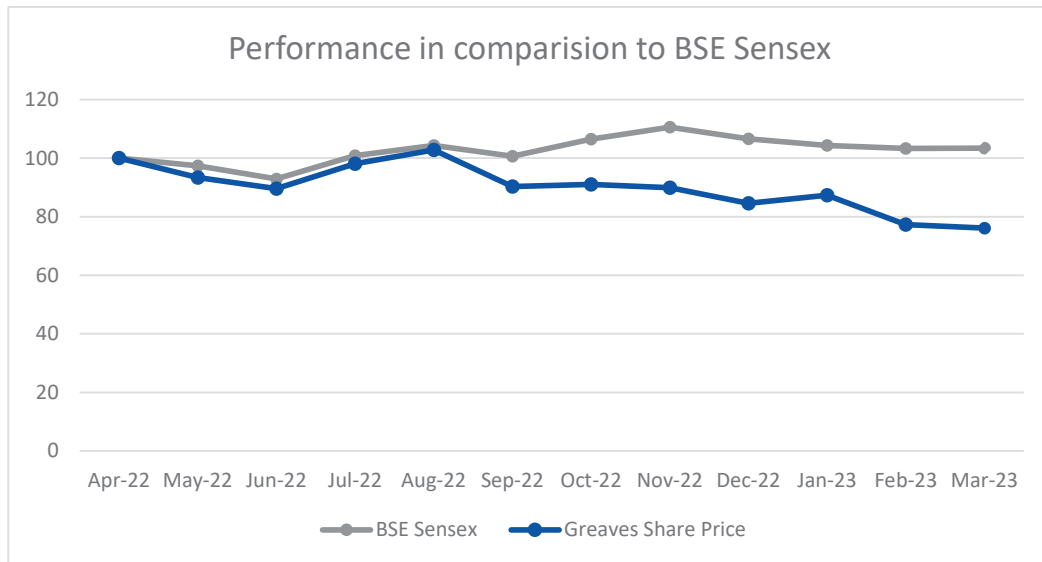
The Listing Fees for the Financial year 2023-24 has been paid to both the above Stock Exchanges.

7.5 Market Price Data (high, low during each month in the Financial Year 2022-23):

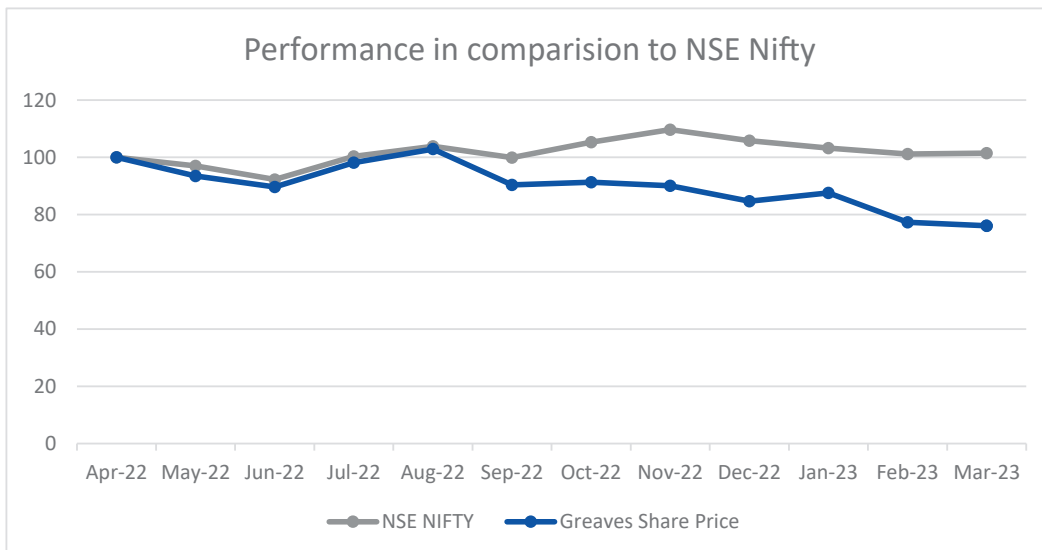
Month	BSE				NSE			
	Prices in ₹		S & P BSE Sensex		Prices in ₹		Nifty 50	
	High	Low	High	Low	High	Low	High	Low
April, 2022	210.75	165.00	60845.10	56009.07	210.80	164.50	18114.65	16824.70
May, 2022	164.50	129.55	57184.21	52632.48	164.45	129.60	17132.85	15735.75
June, 2022	183.90	131.15	56432.65	50921.22	183.80	131.10	16793.85	15183.40
July, 2022	167.00	145.35	57619.27	52094.25	167.30	145.50	17172.80	15511.05
August, 2022	182.35	160.60	60411.20	57367.47	182.40	160.70	17992.20	17154.80
September, 2022	184.50	145.75	60676.12	56147.23	184.65	145.75	18096.15	16747.70
October, 2022	158.75	145.30	60786.70	56683.40	158.70	145.30	18022.80	16855.55
November, 2022	164.40	145.50	63303.01	60425.47	164.45	145.50	18816.05	17959.20
December, 2022	153.80	124.15	63583.07	59754.10	153.90	124.35	18887.60	17774.25
January, 2023	148.50	131.85	61343.96	58699.20	148.60	131.85	18251.95	17405.55
February, 2023	149.25	127.85	61682.25	58795.97	149.40	128.00	18134.75	17255.20
March, 2023	133.95	118.70	60498.48	57084.91	133.95	118.15	17799.95	16828.35

7.6 Performance of share price in comparison with the BSE and NSE indices

a. Performance of the Company’s share price in comparison with the S & P BSE Sensex



b. Performance of the Company’s share price in comparison with the NIFTY 50



7.7 Share Transfer Agent Information:

Registrar and Share Transfer Agent:

KFin Technologies Limited
 UNIT: Greaves Cotton Limited
 Selenium Tower B, Plot 31-32,
 Gachibowli, Financial District,
 Nanakramguda, Hyderabad – 500 032

Telephone Number:
 +91 40 6716 2222
 Fax Number:
 +91 40 2342 0814
 Email Id: einward.ris@kfintech.com
 Website: www.kfintech.com

7.8 Share Transfer System

We have appointed KFin Technologies Limited ('KFINtech') as the RTA to handle shareholders related matters. KFINtech has adequate infrastructure to process share transfer related matters. In compliance with Regulation 40(9) of the Listing Regulations, the Company obtains certificate from a Company Secretary in Practice confirming the timely issue of share certificates for transfer, sub-division, consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(10) of Listing Regulations on a yearly basis to the effect that all the transfers are completed within the statutory stipulated period.

In terms of amended Regulation 40 of the SEBI Listing Regulations w.e.f. 1st April 2019, transfer of securities in physical form are not processed unless the securities are held in the dematerialized mode with a Depository Participant. Further, with effect from 24th January 2022, SEBI has made it mandatory for listed companies to issue securities in dematerialized mode only while processing any investor service request viz. issue of duplicate certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, subdivision/splitting/consolidation of certificate, transmission and transposition. Further, SEBI vide its Circular dated 25th January 2022, clarified that the RTA/ listed company shall verify and process the service requests and thereafter issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), to the securities holder/ claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities. The necessary forms for the above request are available on the website of the Company at <http://www.greaves cotton.com/investors/investor-information>

The Stakeholders Relationship and Share Transfer Committee meets as and when required to examine and redress investors' complaints.

The Shareholders who hold shares in physical form are advised that SEBI has made it mandatory for all holders and claimants of physical securities to keep their KYC detail updated all the time to avoid freezing their folio.

The Shareholders holding shares in physical form are requested to get their shares dematerialized at the earliest to avoid any inconvenience in future while transferring the shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of KFINtech to seek guidance on the demat procedure.

7.9 Shareholding Pattern as on 31st March 2023

Category	Number of Shares held	% of Shareholding
Promoters	12,91,21,455	55.74
Mutual Funds	23,63,770	1.02
Alternative Investment Fund	5,84,995	0.25
Banks	11,275	0.00
Insurance Companies (Central / State Govt. Institutions / Non-Government Institutions)	68,37,547	2.95
NBFC's registered with RBI	1,10,394	0.05
Foreign Portfolio Investors	1,04,84,764	4.53
Foreign Institutions	21,575	0.01
Directors and KMP	3,62,581	0.16
IEPF	16,60,782	0.72
Resident Individuals	6,82,01,911	29.44
NRIs	30,06,225	1.30

Category	Number of Shares held	% of Shareholding
Foreign National	2,860	0.00
Foreign Companies	2,65,000	0.11
Body Corporate	55,12,956	2.38
Trust	3,125	0.00
HUF	29,16,654	1.26
Clearing Members	1,80,718	0.08
Total	23,16,48,587	100.00

7.10 Distribution of Shareholding as on 31st March 2023

Number of shares	Number of shareholders	%	Number of Shares	%
Upto 2,500	2,21,344	98.08	3,98,15,384	17.19
2,501 to 5,000	2,580	1.14	94,28,913	4.07
5,001 to 10,000	1,065	0.47	77,80,470	3.36
10,001 to 15,000	230	0.10	28,45,783	1.23
15,001 to 20,000	147	0.07	26,13,047	1.13
20,001 to 25,000	79	0.04	18,14,843	0.78
25,001 to 50,000	122	0.05	44,28,261	1.91
50,001 & above	113	0.05	16,29,21,886	70.33
Total	2,25,680	100.00	23,16,48,587	100.00

7.11 Dematerialization of Shares and Liquidity

The Company's shares can be traded on the Stock Exchanges only in dematerialized form. 99.30% of the total equity share capital was held in dematerialized form as on 31st March 2023.

The ISIN number allotted to the Company's shares is INE224A01026.

The details of shares held in dematerialized and physical form as on 31st March 2023 are as follows:

Particulars	Equity Shares of ₹ 2 each		Shareholders	
	Number	% of total	Number	% of total
Dematerialized form				
NSDL	19,23,39,975	83.03	74,387	32.96
CDSL	3,76,97,624	16.27	1,45,571	64.50
Sub- total	23,00,37,599	99.30	2,19,958	97.46
Physical form	16,10,988	0.70	5,722	02.54
Total	23,16,48,587	100.00	2,25,680	100.00

Promoter's entire shareholding is in dematerialized form.

The shares of the Company are regularly traded on both the Stock Exchanges ensuring liquidity.

7.12 Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity capital of the Company

The Company has not issued any GDRs / ADRs / Warrants or any other Convertible Instruments and hence as on 31st March 2023, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

During the Financial Year 2022-23, the Company had granted 3,83,103 stock options to its employees under the Greaves Cotton – Employee Stock Option Plan 2020 ('ESOP 2020') and allotted 1,27,295 fully paid equity shares to eligible employees resulting in increase in the paid-up equity share capital of the Company.

As on 31st March 2023, total 15,84,295 stock options were outstanding under the ESOP 2020.

7.13 Shares in the Suspense Account

No shares were lying under the Demat account opened with Axis Bank Limited for holding unclaimed shares in the name and style of "Greaves Cotton Limited- Unclaimed Shares Demat Suspense Account".

7.14 Plant Locations of the Company and its Subsidiaries as on 31st March 2023

For the Company	
Unit	Address
Light Engine Unit - V	A-1/3, Five Star, MIDC Industrial Area, Shendra, Aurangaad- 431201
Auxiliary Power Business - Genset Assembly	Gat No – 39 (P), 45 (P), 48 (P), Jadhavawadi, Talegaon, MIDC, Near Chasys Automotive Pvt Ltd, Navla Umbre, Mawal, Pune - Maharashtra, 410507
Light Engine Unit - I	J-2, MIDC Industrial Area, Chikalthana, Aurangabad- 431 210
Industrial Engine Unit	J-2A, MIDC Industrial Area, Chikalthana, Aurangabad- 431 210
For Subsidiaries	
Greaves Electric Mobility Private Limited	Plot No. 72, Sipcot Industrial Complex, Ranipet- 632 403
Bestway Agencies Private Limited	Plot No-B, 28 & 29, Ecotech 1 Extension, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh- 201308

7.15 Address for Correspondence

Greaves Cotton Limited

Registered office:

J-2, MIDC Industrial Area, Chikalthana, Aurangabad MH 431210

Corporate office:

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

Telephone number: 022-41711700

E-mail: investorservices@greavescotton.com

Website: www.greavescotton.com

7.16 Weblink of Familiarisation Programme

Pursuant to the requirements of Schedule IV of the Act and Regulation 25(7) of Listing Regulations, the Company has undertaken various actions for familiarising the Directors with the Company, its business model, the nature of the industry in which it operates, their roles, rights and responsibilities, etc. The Company makes consistent efforts to acquaint the Board with the overall business performance covering all respective business verticals including each product category.

The details of the same are displayed on the Company's website at <https://greavescotton.com/wp-content/uploads/2023/07/Familiarisation-Programmes-for-Directors-2022-23-1.pdf>

7.17 Credit Rating

The Company has obtained credit rating from India Ratings and Research Private Limited (A Fitch Group Company) for the following instruments:

Type of Instrument	Rating
Fund-based working capital limits	IND AA
Non-fund based working capital limits	IND A1+

8. COMMODITY PRICE / FOREIGN EXCHANGE RISK AND HEDGING

For details related to commodity price / foreign exchange risk and hedging, please refer to the Management Discussion and Analysis Report which forms part of this Annual Report.

9. AFFIRMATIONS AND DISCLOSURES

- 9.1 Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)- N.A.**
- 9.2 A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/MCA or any such statutory authority** – The certificate from a Company Secretary in practice confirming that none of the Directors of the Company are disqualified or debarred by the SEBI or the Ministry of Corporate Affairs or any other authority from being appointed or continuing as Directors of the Company is attached as **Annexure D**.
- 9.3 Where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant Financial Year, the same to be disclosed along with reasons thereof-** The Board accepted the all the recommendation of its Committees during the year.
- 9.4 Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part-** The Company and Greaves Electric Mobility Private Limited, material subsidiary of the Company, have a common Statutory Auditor. The fees paid to the Statutory Auditors by the Company and its subsidiaries are disclosed in the Standalone and Consolidated Financial Statements of the Company.
- 9.5 Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013-** There were no complaints filed during the year.
- 9.6 Disclosures by the Company and its subsidiaries of 'Loans and advances in nature of loans to firms/companies in which Directors are interested by name and amount:** N.A.
- 9.7 During the year under review, there were no instances of non-compliance of any requirement of corporate governance report as mentioned in sub-paras (2) to (10) of Part C of Schedule V to the Listing Regulations.**

10. DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE

During the year under review, the Company is in compliance with corporate governance requirement specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

11. COMPLIANCE WITH MANDATORY AND NON-MANDATORY REQUIREMENTS

All the mandatory requirements of Regulation 34(3) of the Listing Regulations have been complied with.

Following is the status of compliance with non-mandatory requirements:

11.1 The Board

A Non-Executive Director has been provided a Chairman's office. It complies with the requirement of having separate persons to the post of Chairman and Managing Director / CEO. The Chairman is not related to the Managing Director as per the definition of the term "relative" defined under the Act.

11.2 Shareholder Rights

The results are promptly displayed on the Company's website at www.greavescotton.com in addition to being disseminated to the Stock Exchanges and published in newspapers.

11.3 Audit qualifications

The audit report is with unmodified opinion (unqualified).

11.4 Reporting of Internal Auditor

The Chief Internal Auditor reports to the General Counsel and Company Secretary and has independent direct access to the Audit Committee. In addition to attending meetings of the Audit Committee for presenting the internal audit observations, the Internal Auditor has separate meetings with the Audit Committee Members, as and when required.

Annexure A

The Directorships of the Directors in other listed entities along with the category of Directorships are as follows:

Sr. No.	Name of the Director	Name of Listed Entity	Category
01.	Mr. Arvind Kumar Singhal	Welspun India Limited	Independent Director
		Blue Star Limited	Independent Director
		Metro Brands Limited	Independent Director
02.	Mr. Kewal Handa	Borosil Limited	Independent Director
		Heubach Colorants India Limited	Independent Director
		Mukta Arts Limited	Independent Director
03.	Mr. Ravi Kirpalani	Foseco India Limited	Independent Director
04.	Mr. Raja Venkataraman	Amrutanjan Health Care Limited	Independent Director

Except the Directorships as mentioned above, none of the other Directors hold any Directorship in other listed entities.

Annexure B

Certification

[As required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Dr. Arup Basu, Managing Director, and Dalpat Raj Jain, Group Chief Financial Officer of the Company, hereby certify to the Board of Directors that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2023 and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or in violation of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting; and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee that:
 - a) there were no significant changes in internal control over financial reporting during the year;
 - b) there were no significant changes in accounting policies during the year; and
 - c) there were no instances of significant fraud of which we have become aware and there are no instances of involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Greaves Cotton Limited

Dr. Arup Basu
Managing Director

Dalpat Raj Jain
Group Chief Financial Officer

Place: Mumbai
Date: 11th May 2023

Annexure C

Declaration

[As required under Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

As required under Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March 2023.

For Greaves Cotton Limited

Dr. Arup Basu
Managing Director
DIN: 02325890

Place: Mumbai
Date: 11th May 2023

Annexure D

Certificate Of Non-Disqualification Of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Greaves Cotton Limited
J-2, MIDC Industrial Area,
Chikalthana, Aurangabad- 431210

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Greaves Cotton Limited having CIN L99999MH1922PLC000987 and having registered office at J-2, MIDC Industrial Area, Chikalthana, Aurangabad-431210 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company, as stated below for the Financial Year ended on 31 March 2023, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority .

Sr. No.	Name of Director	DIN	Date of appointment	Date of Cessation
1	Mr. Karan Thapar	00004264	29 September 1991	-
2	Mr. Nagesh Basavanhalli	01886313	27 September 2016	-
3	Dr. Arup Basu	02325890	12 May 2022	-
4	Mr. Ajit Venkataraman	07289950	14 August 2020	31 May 2022
5	Ms. Sree Patel	03554790	14 February 2017	-
6	Mr. Ravi Moti Kirpalani	02613688	12 May 2022	-
7	Mr. Arvind Kumar Singhal	00709084	01 November 2013	-
8	Mr. Kewal Handa	00056826	06 May 2016	05 April 2023
9	Mr. Vinay Sanghi	00309085	04 August 2017	03 August 2022
10	Mr. Firdose Vandrevale	00956609	15 October 2021	-
11	Mr. Raja Venkataraman	00669376	09 February 2023	-

Note – Date of appointment of all the Directors are the original date of appointment as per MCA Records.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **SGGS & Associates**

ICSI Unique Code: P2021MH086900

Sunny Gogiya

Partner

Membership No.: A56804

Certificate of Practice No.: 21563

UDIN: A056804E000196647

Place: Thane
Date: 26 April 2023

Independent Auditor's Certificate On Corporate Governance

TO THE MEMBERS OF GREAVES COTTON LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter reference no. MP/EL/22-23/9 dated 27th September, 2022.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of Greaves Cotton Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2023, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2023.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **DELOITTE HASKINS & SELLS LLP**

Chartered Accountants
(Firm's Registration No. 117366W / W-100018)

Mehul Parekh

(Partner)

(Membership No. 121513)

(UDIN: 23121513BGXZXR8276)

Place: Mumbai

Date: 12th May, 2023

Business Responsibility & Sustainability Report

Greaves Cotton Limited (“**Greaves or the Company**”) is one of the leading diversified engineering companies with presence in Automotive, Non-Automotive, Aftermarket, Retail, Electric mobility solutions, Technology & Finance. With 163+ years of rich legacy & trust, Greaves continues to innovate leveraging technology at forefront & finding new avenues of providing affordable & reliable solutions for progressive world.

At Greaves, we are committed to doing our business in an ethical and transparent manner taking into consideration the impact of operations on environment, community, employees, customers, investors and other stakeholders.

This Business Responsibility and Sustainability Report (BRSR) is an attempt to disclose our performance against the nine principles of the ‘National Guidelines on Responsible Business Conduct’ (NGRBCs). The BRSR targets investors and other stakeholders seeking responsible and sustainable businesses in value creation journey. Each principle of BRSR is further divided into Essential Indicators and Leadership Indicators. Essential Indicators must be reported on a mandatory basis, while the reporting of Leadership Indicators is voluntary. As this is our first year, we have opted to disclose Essential Indicators and a few Leadership indicators, with a commitment to disclose Leadership Indicators in the future. The format of BRSR further allows us to make disclosures on standalone or consolidated basis. Considering that we have only one Material Subsidiary i.e., Greaves Electric Mobility Private Limited, we included only Greaves Electric Mobility Private Limited for purpose of consolidated disclosures. We continue to enhance our disclosures and are in process of developing of systems to capture data for other subsidiaries as well.

Sustainable Development Goals (SDGs) mapped against NGRBC principles

SDG Goals	Goals description	Goals mapped with NGRBC principles
Goal 1	No poverty	P3, P4, P8
Goal 2	Zero hunger	P2, P6, P7, P8, P9
Goal 3	Good health and well-being	P3, P6, P8
Goal 4	Quality education	P3, P8, P9
Goal 5	Gender equality	P3, P4, P5, P8
Goal 6	Clean water and sanitation	P2, P6, P8
Goal 7	Affordable and clean energy	P2, P6, P7
Goal 8	Decent work and economic growth	P2, P3, P5, P8
Goal 9	Industry, innovation and infrastructure	P3, P4, P8
Goal 10	Reduced inequalities	P2, P6, P7
Goal 11	Sustainable cities and communities	P3, P4, P7, P8
Goal 12	Responsible consumption and production	P2, P6, P9
Goal 13	Climate action	P2, P6, P7, P8
Goal 14	Life below water	P2, P6, P7, P8, P9
Goal 15	Life on land	P2, P6, P7, P8, P9
Goal 16	Peace, justice and strong institutions	P1, P3, P4, P5, P8
Goal 17	Partnership for the goals	P1, P7, P8

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1. Corporate Identity Number (CIN)	L99999MH1922PLC000987
2. Name of the Listed Entity	Greaves Cotton Limited
3. Year of incorporation	1922
4. Registered office address	J-2, MIDC Industrial Area, Chikalthana, Aurangabad-431210, Maharashtra, India
5. Corporate address	Unit No. 1A, 5 th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai- 400 070, Maharashtra, India
6. E-mail	investorservices@greavescotton.com
7. Telephone	022-41711700
8. Website	https://www.greavescotton.com/
9. Financial year for which reporting is being done	1 st April 2022 to 31 st March 2023
10. Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) & National Stock Exchange of India Ltd (NSE)
11. Paid-up Capital	₹ 46.32 crore.
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Atindra Basu Telephone: 022-41711700 Email: investorservices@greavescotton.com
13. Reporting boundary	This report covers the period from 1 st April 2022 to 31 st March 2023 and includes all the financial and non-financial information of Greaves Cotton Limited ('GCL') and Greaves Electric Mobility Private Limited ('GEMPL')- a subsidiary of GCL. Appropriate notes have been added wherever there is an exception.

II. Products/services

14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of main activity	Description of business activity	% of turnover of the entity
1.	Manufacturing	Electrical equipment, General purpose and special purpose machinery & equipment and transport equipment.	92%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total turnover contributed
1	Diesel, CNG & Petrol Engines	2910	26%
2	Gensets	2710	23%
3	Own and Multi brand Spares Parts	2930	31%
4	Non-Auto Engines	2811	7%
5	Industrial Engines	2812	6%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	5	10	15
International	-	-	-

17. Markets served by the entity:**a. Number of locations**

Locations	Number
National (No. of States and Union Territories)	28 states and 8 Union territories
International (No. of Countries)	34

b. What is the contribution of exports as a percentage of the total turnover of the entity?

The contribution of exports as a percentage of the total turnover of Greaves is 3.22%

c. A brief on types of customers

Greaves has presence across Automotive, Non-Automotive, Aftermarket, Retail, Electric mobility solutions, Technology & Finance. Greaves customers include automotive manufacturing companies, farmers, builders and retail customers who purchase engines, generators, electric scooters, electric three-wheelers, spare parts and accessories.

IV. Employees**18. Details as at the end of the Financial Year:****a. Employees and workers (including differently abled):**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Employees						
1.	Permanent (D)	955	889	93%	66	7%
2.	Other than Permanent (E)	63	59	94%	4	6%
3.	Total employees (D + E)	1,018	948	93%	70	7%
Workers						
4.	Permanent (F)	342	337	99%	5	1%
5.	Other than Permanent (G)	1,618	1,358	84%	260	16%
6.	Total workers (F + G)	1,960	1,695	86%	265	14%

b. Differently abled Employees and workers

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Differently abled employees						
1.	Permanent (D)	955	1	~0%	1	~0%
2.	Other than Permanent (E)	63	1	2%	-	-
3.	Total differently abled employees (D + E)	1,018	2	~0%	1	~0%
Differently abled workers						
4.	Permanent (F)					
5.	Other than permanent (G)					
6.	Total differently abled workers (F + G)					

We do not have any differently abled workers.

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors*	8	1	12%
Key Management Personnel*	3	-	-

*As there was a change in Directors and Key Management Personnel post 31st March 2023, the above data is as of 12th May 2023. For more details, please refer Corporate Governance Report.

20. Turnover rate for permanent employees and workers

	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	24%	2%	26%	28%	4%	32%	19%	4%	23%
Permanent Workers	28%	4%	32%	26%	1%	27%	50%	0%	50%

V. Holding, Subsidiary and Associate Companies (including joint ventures)**21. Names of holding / subsidiary / associate companies / joint ventures**

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Karun Carpets Private Limited	Holding	55.74%	No
2	Greaves Finance Limited	Subsidiary	100%	No
3	Greaves Technologies Limited	Subsidiary	100%	No
4	Greaves Electric Mobility Private Limited	Subsidiary	62.85%	Yes
5	Bestway Agencies Private Limited	Subsidiary	100%	No
6	Greaves Technologies Inc.	Subsidiary	100%	No
7	MLR Auto Limited	Associate	26%	No

VI. CSR Details:**22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)**

Yes, CSR is applicable as per Section 135 of Companies Act, 2013.

(ii) Turnover (in Rs.)- Rs. 1,177.59 crore

(iii) Net worth (in Rs.) - Rs. 921.16 crore (As on 31/03/2022)

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom the complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redressal policy)*	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	-	-	-	-	-	-
Investors (other than shareholders)	Yes		N.A.			N.A.	
Shareholders	Yes	4	-	-	3	-	-
Employees and workers	Yes	35	-	-	-	-	-
Customers	Yes	26,755	26	-	6,090	10	-
Value Chain Partners	Yes		Nil			Nil	
Other (please specify)		-	-	-	-	-	-

* While there are different policies and mechanisms available for various stakeholders which includes reaching out to Company through emails, phone calls etc., however, the vigil mechanism provides a detailed process for raising concerns or complaints by all the stakeholders. Vigil mechanism is explained in detail in the Corporate Governance Report. The Stakeholders Relationship & Share Transfer Committee, Compliance Officer and Registrar and Transfer Agent of Company, KFin Technologies Limited are responsible for resolving grievances of shareholders/investors. The Whistle Blower Policy and the contact details for resolving investor grievance are available on the website of the Company at <https://greavescotton.com/wp-content/uploads/2023/06/Whistle-Blower-Policy-for-website-upload.pdf> and <https://greavescotton.com/investor-relations/> respectively.

24. Overview of the entity's material responsible business conduct issues

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Product Safety and Quality	Risk	Product quality, sustainability and safety are essential to drive customer satisfaction, attract environmentally conscious consumers, protect consumers' well-being, differentiate organizations, enhance reputation and ensure regulatory compliance and long-term success.	We employ stringent quality control methods in all of our production processes, as well as formal testing process for any new products. Quality management systems such as ISO 9001: 2015 is implemented that provides a strong foundation for ensuring consistency in product quality and safety.	Negative
2	Sustainable Supply Chain	Risk	A sustainable supply chain encompassing vendors minimizes environmental impact, promotes social responsibility, improves efficiency and ensures competitiveness. It reduces resource consumption, reduces costs and mitigates risks. Any disruption in supply chain due to environmental issues, increase in cost, regulatory issues can lead to business disruption.	Greaves has developed various processes and systems to avoid any disruption in supply chain, which includes implementation of Supplier Code of Conduct, comprehensive due diligence of suppliers at the time of on-boarding, trainings and awareness programs. For more details refer disclosures under Principles 2, 3 and 5 of this report.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Environment Sustainability	Opportunity	<p>Environmental sustainability is an opportunity for us as it focuses on minimizing environmental impact and improving operational efficiency. Greaves focuses on waste management through recycling and adopting eco-friendly technologies.</p> <p>Environmental sustainability ensures long term viability, enhanced brand reputation and reduced operational and environmental risks</p> <p>It enhances brand reputation and competitiveness while ensuring long-term viability by meeting future regulatory requirements and minimizing risks.</p>	N.A.	Positive
4	Protection of Human Rights	Risk	Protection of Human Rights aligns with fundamental ethical responsibilities, demonstrating a commitment to fairness, dignity and equality. Additionally, promoting human rights helps mitigate legal, operational and reputational risks, avoiding potential consequences such as legal actions, supply chain disruptions and negative publicity.	As a commitment towards protection of Human Rights, we formulated Human Rights Policy and also conducted assessment of our operations on Human Rights aspects. For more details, please refer disclosure under Principle 5 of this report.	Negative
5	Customer Engagement and Satisfaction	Opportunity	Customer Engagement is crucial to understand expectations of the customers and manage risks. By aligning with customers needs, organization can aim to achieve positive outcomes and long-term success.	N.A.	Positive
6	Occupational Health and Safety	Risk	Ensuring employee health and safety is paramount to us as this is our moral responsibility and it helps in cost reduction, legal compliance and improved performance. It protects employees' well-being, fosters a positive work environment and promotes satisfaction.	We have a well-developed occupational health and safety management system which ensures safety of workers and effective monitoring of occupational risks. Additionally, we also conduct various training and awareness programmes to ensure health and safety of employees. For more details, please refer disclosures in Principle 3 and 5 of this report.	Negative
7	Human Resource Development	Opportunity	Human resource development is vital for us as it enables skill acquisition, boosts employee engagement and satisfaction, cultivates leadership potential, enhances organizational flexibility and competitiveness and contributes to improved performance and long-term growth.	N.A.	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8	Diversity and Inclusion	Opportunity	Diversity and inclusion are crucial for us as it drives innovation, improves customer service, boost employee engagement and retention, enhance reputation, attracts top talent and foster a culture of equality and fairness.	N.A.	Positive
9	Community Welfare	Opportunity	By actively participating in the local community, we contribute to the betterment of the society in which our business operates, allowing us to give back and create a positive impact.	N.A.	Positive
10	Cyber Security and Data Privacy	Risk	Data privacy and cybersecurity help us in protecting sensitive information, maintain trust and avoid legal consequences. Strong cybersecurity measures prevent unauthorized access and data breaches, preserving privacy and reputation.	Greaves has developed strong systems, processes and policies which ensures data privacy and protects us from Cyber Security Risks. Additionally, we have also prepared a business continuity plan in case of any cyber-security attacks.	Negative
11	Innovation and New Technology	Opportunity	To remain at the forefront, it is crucial for us to embrace emerging technologies and drive innovation, as the technology and regulatory landscape in both the automotive and non-automotive sectors is evolving rapidly. By staying ahead of the curve, we can proactively adapt to changes, leverage new opportunities and maintain a competitive edge in the market.	N.A.	Positive
12	Corporate Governance and Regulatory Compliance	Risk	Corporate governance or regulatory issues can negatively impact the investor confidence, long-term business continuity and value creation.	We have taken various measures to enhance our governance practices and ensuring regulatory compliances. Please refer the disclosures under Principle 1 of this report along with Corporate Governance Report.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Greaves is guided by a comprehensive set of policies that cover NGRBC (National Guidelines on Responsible Business Conduct) principles and their underlying core elements. This foundation provides a clear framework for decision-making, governance, and operations within the Company. It ensures that responsible practices are embedded throughout the organization, promotes ethical behaviour, sustainable business practices and stakeholder engagement.

These policies promote transparency and encourage all stakeholders to ensure ethical business conduct. These policies are readily available on the Company’s website at <https://greavescotton.com/investors/policies>

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity’s policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No) *	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	Please refer the table below.								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/certifications/labels/standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trust) standards (e.g., SA 8000, OHSAS, ISO, BIS) mapped to each principle.	<ul style="list-style-type: none"> P2, P3 & P6: Occupational Health and Safety Management Systems (ISO 45001:2018) P6: Environmental Management System (14001:2015) P1, P2 & P9: Quality Management System (ISO 9001:2015) P2 & P9, International Automotive Task Force (IATF) 16949: 2016 P1 to P9: United Nations Sustainable Development Goals (SDGs) P1 to P9: National Guidelines on Responsible Business Conduct 								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Greaves is in the process of setting up its goal and targets towards the nine principles of BRSR.								
6. Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met.	The performance of Greaves on Environment, Social and Governance measures are provided in the respective principles of this report.								

* Policies are approved by the Board, respective board committees, respective department heads, wherever applicable

Governance, leadership, and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements

Greaves is pleased to present its Business Responsibility and Sustainability Report, outlining our commitment to sustainable growth and responsible business conduct. We believe in creating a positive impact on the environment and the society through various initiatives focussing on environmental friendly manufacturing, adopting sustainable goods, emphasising on green energy solutions and implementing the same across our operations.

We understand our responsibility towards shaping our business with a focus on Environmental, Social and Governance ('ESG') factors and will continue to enhance our focus on green and eco-friendly technology, diversity and inclusion, health and safety and ethical and transparent business conduct.

We promote and ensure adherence towards good governance through our "Pancha Tatva" approach, comprising of 5 values Transparency, Integrity, Responsibility, Passion for Excellence and Respect, towards all our stakeholders which strengthens our business practices and ensures adherence to the best industry practices and ethical standards, contributing to long term value creation for all stakeholders.

We are committed towards serving our communities and ensuring betterment of the society by creating a meaningful and positive impact. The Company has undertaken several initiatives towards better healthcare, education, and reskilling with support from various civil society organizations, NGOs, and government authorities.

Going forward, we will continue to be committed towards sustainability and value creation for all our stakeholders through business performance and other initiatives. We will remain transparent in our reporting and will provide updates on the progress, achievements and areas of focus on ESG factors - Dr. Arup Basu, Managing Director.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy/policies

Dr. Arup Basu

Designation: Managing Director

(DIN: 02325890)

Telephone: 022- 41711700

Email ID: investorservices@greavescotton.com

9. Does the entity have a specified Committee of the Board / Director responsible for decision-making on sustainability related issues? (Yes / No). If yes, provide details.

Yes

Dr. Arup Basu

Designation: Managing Director

(DIN: 02325890)

Telephone: 022- 41711700

Email ID: investorservices@greavescotton.com

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action and frequency of review for performance against above policies and follow up action	<p>Policies have been approved by the Board, Board committees, Senior management of Greaves to comply with the regulatory requirements. Division and department leaders frequently evaluate our policies or, if necessary, undertake urgent evaluations. During this review, the efficacy of the policies is assessed and any necessary modifications to the policies and procedures are implemented.</p> <p>Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)</p> <p>The policies are reviewed internally on a periodic basis.</p>								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances and frequency of review	<p>Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee</p> <p>Greaves complies all applicable laws and regulations which is reviewed by the Board.</p> <p>Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)</p> <p>The Board of Directors reviews the status of compliance of all the applicable laws on a quarterly basis.</p>								
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency?	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Yes	No	Yes	No	Yes	Yes	No	No	No
<p>Yes, the effectiveness of policies relating to Human Rights and a few governance related polices are reviewed on a periodic or need basis as a part of internal audit plan through external agencies if required.</p>									

Name of Policy/ Code	Linkage to principles	Web-link
Code of Conduct for employees and Code of Conduct for Board Members and Senior Management	P1, P2, P3, P4, P5, P6, P7, P8, P9	https://greavescotton.com/wp-content/uploads/2023/06/Code-of-Conduct-BoardSeniormanagement-website-upload.pdf https://greavescotton.com/wp-content/uploads/2023/06/Code-of-Conduct-for-employees-for-website-upload.pdf
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	P1	https://greavescotton.com/wp-content/uploads/2023/04/Code_Fair_Disclosure_UPSI.pdf
Health and Safety Policy	P2, P3, P6	https://greavescotton.com/wp-content/uploads/2023/06/Health-and-Safety-Policy-cleanandfinal-website-upload.pdf
Environment Policy	P2, P6	https://greavescotton.com/wp-content/uploads/2023/05/Environment-Policy-Final-for-website-upload.pdf
Quality Policy	P2, P9	https://greavescotton.com/wp-content/uploads/2023/04/QA-POLICY.pdf
Human Rights Policy	P3, P5, P8, P9	https://greavescotton.com/wp-content/uploads/2023/06/Greaves-Cotton-Limited-Human-Rights-Policy-website-upload.pdf
Supplier Code of Conduct	P1, P2, P3, P4, P5, P6, P7, P8, P9	https://greavescotton.com/wp-content/uploads/2023/06/GCL-Supplier-Code-of-Conduct-websiteupload.docx.pdf
CSR Policy	P8	https://greavescotton.com/wp-content/uploads/2023/04/GCL-CSR-Policy_04.05.2021.pdf
Equal Opportunity Policy	P3, P5	https://greavescotton.com/wp-content/uploads/2023/06/Equal-Opportunity-Policy-for-website-upload.pdf
Privacy Policy	P9	https://greavescotton.com/privacy-policy/

12. If answer to question (1) above is “No” i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Not applicable as all principles are covered by respective policies

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE**Principle 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable****Essential Indicators****1. Percentage coverage by training and awareness programs on any of the principles during the financial year:**

Segment	Total number of training and awareness programs held	Topics / principles covered under the training and its impact*	% of persons in respective category covered by the awareness programs
Board of Directors	5	<ul style="list-style-type: none"> Update on regulatory requirements Strategy update Industry outlook and changes Consumer outlook Business update Code of Conduct 	100%
Key Managerial Personnel	5	<ul style="list-style-type: none"> Update on regulatory requirements Strategy update Industry outlook and changes Consumer outlook Business update Code of Conduct 	100%
Employees other than BoD and KMPs and workers**	49	<ul style="list-style-type: none"> Code of Conduct Leadership trainings Skill development trainings Safety Trainings 	43%

* The training programs helps the Board, senior management, employees and workers of Greaves to stay agile and stay ahead of the curve.

**Greaves conducts various SOPs and shop-floor trainings for employees and workers which are not tracked currently.

2. **Details of fines/penalties/punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures based on materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website):**

Monetary				
NGRBC Principle	Name of the regulatory/ Enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine Settlement Compounding fee	There were no instances that required disclosure based on materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.			
Non-Monetary				
NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment Punishment	There were no instances that required disclosure based on materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.			

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

N.A.

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, the Code of Conduct highlights Greaves commitment towards fostering a culture of transparency, trust and accountability through ethical conduct and non-tolerance towards activities involving bribery and corruption. We ensure that all employees and senior management adhere to the principles and ethical standards of the code as a commitment towards good governance.

We also have a Supplier Code of Conduct in place which ensures that all suppliers and their employees adhere to all applicable laws pertaining to anti-corruption and money laundering and do not engage in any misconduct. The suppliers are also required to perform all business operations with transparency.

The web link of the Code of Conduct and Supplier Code of Conduct are as follows:

<https://greavescotton.com/wp-content/uploads/2023/06/Code-of-Conduct-BoardSeniormanagement-website-upload.pdf>

<https://greavescotton.com/wp-content/uploads/2023/06/Code-of-Conduct-for-employees-for-website-upload.pdf>

<https://greavescotton.com/wp-content/uploads/2023/06/GCL-Supplier-Code-of-Conduct-websiteupload.docx.pdf>

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption.**

NIL

6. Details of complaints about conflict of interest:

NIL

7. Provide details of any corrective action taken or underway on issues related to fines / penalties /action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

N.A.

Leadership Indicators**1. Awareness programs conducted for value chain partners on any of the principles during the financial year:**

Greaves conducts various trainings for its value chain partners which includes update on product trainings, compliance requirements and skill-based trainings wherever required. We are in process of developing a mechanism to track the trainings provided to value chain partners.

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.

Yes, Greaves has a 'Code of Conduct for Board of Directors and Senior Management' ('Code') and Related Party Transaction Policy ('RPT') that outlines clear guidelines to address potential conflicts of interest. The Code and RPT ensures that the personal interests of Board members and senior management do not conflict with the interests of the Company. It emphasizes the importance of avoiding situations where personal interests could clash with the interests of the Company. The Board of Directors, Audit Committee or officer designated for this purpose are required to be informed about all relevant facts and circumstances of conflict of interest or potential conflict of interest to ensure transparency and allows the Board to make informed decisions regarding potential conflicts.

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe**Essential Indicators****1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2022-23	FY 2021-22	Details of improvements in environmental and social impacts
R&D	72%	76%	Overall R&D and capex expenditure was focused on reducing energy, reducing waste including waste water and new technologies for better product performance
Capex	4%	8%	

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**b. If yes, what percentage of inputs were sourced sustainably?**

Yes, Greaves has developed a comprehensive Supplier Code of Conduct which also provides for Greaves to evaluate the new and/or current value chain partners on Environmental, Social and Governance parameters and take appropriate actions for compliance with Supplier Code of Conduct. The suppliers are expected to pro-actively reduce carbon emissions, water consumption and minimize waste generation. Further, we also endeavor to maintain a high standard of human rights and fair labor practices in our supply chain. This helps us to procure goods and services on sustainable basis.

3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Greaves does not have process for reclaiming the products at the end of their life. However, Greaves continues to reduce the waste by adopting the following process:

- Engines are sent to clients utilising recyclable pallets rather than corrugated boxes. We estimate a savings of ~ 220 tonnes of waste corrugated boxes annually with this switch to recyclable pallets.
- In our electric mobility production site, we re-use the carton boxes for purpose of packaging.
- Raw material sent by vendors in polythene covers are sent back to vendors which leads to saving of ~ 200 tonnes of plastic waste every year.
- The e-wastes such as batteries, computers and laptops are disposed of through authorised vendors.
- Hazardous and other non-hazardous wastes are disposed of as per environmental norms.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

No. EPR is not applicable to the Company.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for the manufacturing industry) or for its services (for the service industry)?

No, we acknowledge the need for a comprehensive LCA, as it provides valuable insights into the environmental footprint of products throughout their lifecycle, including raw material extraction, manufacturing, use, and disposal.

We have taken proactive steps to minimize our environmental impact. The implementation of measures to reduce energy consumption, water usage and waste generation are few of the Company's commitment to sustainable practices.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

N.A.

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Customer safety is of utmost importance to Greaves. Considering the critical products manufactured by Greaves, we do not recycle or reuse the input material in production. However, we do reuse/recycle packaging material to the extent possible. For more details, please refer answer to question number 3 of essential indicators in Principle 2.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tons) reused, recycled, and safely disposed of.

Greaves has not claimed the products back at the end of life. However, we do reuse/recycle packaging material to extent possible. We reuse steel pallets for engine transfer to OEMs (Original Equipment Manufacturers), thus minimizing waste generation. Instead of using disposable or single-use pallets, the practice of reusing steel pallets reduces the need for additional resources and promotes sustainability.

We also extract oil from scrap coolant through a chip winger which allows the reuse of the coolant. This process helps recover valuable oil while separating it from the coolant. We not only reduce waste but also maximize the utility of resources and promoting environmental efficiency by reusing the coolant.

For more details, please refer answer to question number 3 of essential indicators in Principle 2.

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

N.A.

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains**Essential Indicators****1. a. Details of measures for the well-being of employees.**

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	889	889	100%	889	100%	-	-	889	100%	363	41%
Female	66	66	100%	66	100%	66	100%	-	-	40	61%
Total	955	955	100%	955	100%	66	100%	889	100%	403	42%
Other than Permanent employees*											
Male	59	59	100%	59	100%	-	-	59	100%	-	-
Female	4	4	100%	4	100%	4	100%	-	-	-	-
Total	63	63	100%	63	100%	4	100%	59	100%	-	-

*The third-party employees are governed by their respective employment terms.

b. Details of measures for the well-being of workers:

Category	Total (A)	% of workers covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	337	337	100%	337	100%	-	-	337	100%	5	1%
Female	5	5	100%	5	100%	5	100%	-	-	1	20%
Total	342	342	100%	342	100%	5	100%	337	100%	6	2%
Other than Permanent workers*											
Male	1,358	1,358	100%	1,358	100%	-	-	1,358	100%	287	21%
Female	260	260	100%	260	100%	260	100%	-	-	234	90%
Total	1,618	1,618	100%	1,618	100%	260	100%	1,358	100%	521	32%

*The third-party workers are governed by their respective employment terms.

2. Details of retirement benefits.

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
Provident Fund	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	N.A.	100%	100%	N.A.
ESI*	3%	83%	Y	5%	80%	Y
Others:	Apart from above, GCL also provides leave encashment and super annuation benefits.					

* It includes only those employees and workers who are eligible for ESI.

3. Accessibility of workplaces: are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Greaves recognizes the importance of an inclusive workplace environment and is committed to ensure that its premises and offices are accessible to everyone, including differently abled employees and workers in accordance with the requirements of the Rights of Persons with Disabilities Act 2016. Wherever required, ergonomic changes are made to meet the requirements of Rights of Persons with Disabilities Act 2016.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, we have an equal opportunity policy as per Rights of Persons with Disabilities Act, 2016. Greaves believes that diversity and inclusion is an important tool for societal advancement and economic success. We are dedicated to provide a stimulating work environment with equal employment opportunities, free from discrimination based on age, caste, gender, sex, religion, nationality, colour or sexual orientation. Equal Opportunity Policy can be accessed at <https://greavescotton.com/wp-content/uploads/2023/06/Equal-Opportunity-Policy-for-website-upload.pdf>

5. Return to work and retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	58%	100%	72%
Female	50%	-	-	-
Total	90%	58%	100%	72%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

	Yes/ No (If yes, then give details of the mechanism in brief)
Permanent Workers	At Greaves, we follow “Pancha Tatva” comprising of five values: Transparency, Integrity, Responsibility, Passion for Excellence and Respect, towards all our stakeholders. Greaves has developed various mechanisms for grievance redressal which is available for all employees and workers and gives them the opportunity to address and report any complaints or concerns. ‘SAMVAAD’ is one such mechanism where employees and workers collaborate and connect with each other for cooperation and better understanding.
Other than Permanent Workers	
Permanent Employees	We also conduct periodic welfare meeting, safety committee meeting, ‘Happy to Help’ activity for effective grievance redressal and ensuring a healthy workplace environment. Unit meetings are periodically held for both contractual and non-contractual workers and employees to discuss any concerns or grievances. We also have a robust ‘Whistle Blower Policy’ in place which acts as a mechanism for employees, workers and senior management to approach the Compliance Officer or the Chairman of the Audit Committee in situations of misconduct or breach of code of conduct and any other grievances which hamper the functioning of the organization. This policy ensures responsible whistle blowing through efficient redressal and disciplinary action. We strive to ensure transparency and effective redressal through open communication and access for all employees and workers to voice their concerns to the senior management. Besides the above we also have a Prevention of Sexual Harassment (POSH) Policy to ensure a safe and secure working environment which can be accessed at https://greavescotton.com/wp-content/uploads/2023/06/POSH-Policy.pdf
Other than Permanent Employees	

7. Membership of employees and workers in association(s) or Unions recognized by the listed entity:

Category	FY 2022-23			FY 2021-22		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) of Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) of Union (D)	% (D/C)
Total Permanent Employees	955	-	-	740	-	-
- Male	889	-	-	695	-	-
- Female	66	-	-	45	-	-
Total Permanent Workers	342	24	7%	391	36	9%
- Male	337	24	7%	385	36	9%
- Female	5	-	-	6	-	-

8. Details of training given to employees and workers:

Category	FY 2022-23*					FY 2021-22*				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	948	203	21%	363	38%	769	95	12%	50	7%
Female	70	9	13%	22	31%	47	4	9%	0	0%
Total	1,018	212	21%	385	38%	816	99	12%	50	6%
Workers										
Male	1,695	258	15%	197	12%	1,488	169	11%	63	4%
Female	265	185	70%	179	68%	258	218	84%	57	22%
Total	1,960	443	23%	376	19%	1,746	387	22%	120	7%

*Greaves conducts various SOPs and shop-floor trainings for employees and workers which are not tracked currently.

9. Details of performance and career development reviews of employees and worker:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	889	813	91%	695	641	92%
Female	66	60	91%	45	42	93%
Total	955	873	91%	740	683	92%
Workers						
Male	337	313	93%	385	349	91%
Female	5	5	100%	6	6	100%
Total	342	318	93%	391	355	91%

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, what is the coverage of such a system?**

Yes, Greaves has developed a robust occupational health and safety management system across all its locations and a few of them are ISO 45001 certified. We also have in place a Health and Safety Policy which demonstrates our commitment of ensuring safety of our employees and workers by conducting training programs, allowing them to raise concern about health and safety, monitoring of health and safety risks and taking corrective actions.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Greaves has developed an in-house system to identify work-related hazards. The system allows employees and workers to spot any hazards and dangers while they are working and once identified, a record of these hazards and risks is maintained and further discussed with respective unit heads on a weekly/fortnightly basis to explore scope of improvement to eliminate/mitigate the hazard.

The risk management process to identify work-related hazards comprises of 5 phases: Identification, Assessment, Mitigation, Monitoring, and Reporting, which ensures reduced risk of environmental health and safety in commercial operations. The risk management approach involves the participation of all pertinent stakeholders, including members of the EHS team.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.**

Yes. Greaves has rolled out various measures for employees and workers to identify and report work related hazards to ensure occupational health and safety. The employees and workers are provided regular training and awareness sessions on how to report any hazards or risks identified at the workplace. The management representatives conduct inspections of the manufacturing facilities to identify the hazards and take necessary corrective actions for the same.

Additionally, Greaves has also formulated a local safety committee which oversees the workplace hazard and safety through initiatives such as mapping of noise levels, oil mist fumes, employee health check-up, tracking of employee health along with gap identification counselling and ergonomics and medical facilities. This holistic perspective allows us to make well informed proactive decisions to mitigate or prevent any risks.

- d. Do the employees/ workers of the entity have access to non-occupational medical and healthcare services?**

Yes, as per the requirement of Factories Act, 1948, Greaves plants are equipped with Occupational Health Centres (OHC) which can be accessed by employees and workers for non-occupational or occupational health problems. Greaves also has medical insurances for its employees and workers which helps them to claim their medical bills as per the medical insurance policy.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	-	-
Total recordable work-related injuries	Employees	-	-
	Workers	-	-
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The International Standard for Occupational Health and Safety or ISO 45001:2018 guidelines, serves as the foundation for the health and safety management system. Greaves carefully considers regulatory requirements for a safe and healthy workplace in accordance with appropriate Indian and International standards while designing / acquiring its plants, facilities and industrial machinery. Greaves continuously strives to maintain employee health and safety by investing in technology and procedures to ensure effective functioning of operations and incorporate engineering controls that will reduce production risks. For more details, please refer answer to question no. 10 of essential indicator of Principle 3 above.

13. Number of complaints on the following made by employees and workers

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	5	-	-		Nil	
Health & Safety	30	-	-			

All the above complaints were non-critical and routine in nature. Appropriate corrective actions were taken to resolve the complaints.

14. Assessments for the year

% Of your plants and offices that were assessed (by entity or statutory authorities or third parties) *	
Health and safety practices	60%
Working Conditions	60%

*Covers only plant locations of Greaves Cotton Limited and Greaves Electric Mobility Private Limited

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

There were no significant, health and safety risk identified during Financial Year 2022-23. Therefore, this is not applicable.

Leadership Indicators**1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N)?**

Yes, permanent employees and workers are covered under group life insurance of the Company.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Greaves is committed to ensure that all its value chain partners comply with applicable laws and regulations regarding the deduction and deposit of statutory dues. It takes its legal and ethical obligations seriously and expects its value chain partners to adhere to the same. Before processing invoice payments to contract labour supply agencies, we ensure that the agencies comply with their statutory compliance obligations, such as timely remitting payments for Provident Fund, ESI/ Workman Compensation Insurance, Professional Tax and Labour Welfare Fund, if applicable. To facilitate compliance, the Company withholds the agency's invoice payment until they have paid the relevant statutory compliance dues in accordance with the appropriate regulations. This procedure ensures that value chain partners meet their legal requirements before receiving their payments, demonstrating our commitment of ensuring fulfilment of statutory payment requirements.

3. Provide the number of employees/ workers having suffered high consequence work related injury/ ill-health/ fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/ workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Employees				
Workers	N.A.		N.A.	

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

All employees are given a platform through variety of learning interventions, such as functional training and behavioural training through instructor-led workshops and self-paced programmes. These continuing interventions provide employees the chance to upskill, which improves performance at work and provides them ability to earn even after their retirement.

5. Details on assessment of value chain partners:

Greaves has a Supplier Code of Conduct in place, which sets expectations for ethical business conduct and emphasizes the importance of health and safety measures to ensure employee well-being. The Code mandates that value chain partners, who are contractual partners of Greaves, comply with applicable laws and regulations.

In the event of any breach of these obligations, the value chain partners are required to report back to Greaves. However, during the reporting period, none of the suppliers reported any non-compliance, indicating a positive adherence to the contractual obligations.

Additionally, Greaves is in the process of developing a procedure to assess the compliance of value chain partners thoroughly.

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

N.A.

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Greaves believes that stakeholders form an integral part of the business operations and considers their opinions and viewpoints for effective decision making through an effective engagement system.

We strive to create an inclusive environment for all and believe in upholding strong and meaningful connections with our stakeholders through the principles of transparency and trust.

We have identified and prioritized our internal and external stakeholder groups through internal discussions and by understanding how they impact and influence our operations or are affected by our operations and have been identified by us through discussion with Greaves leadership team. The key stakeholders identified include employees, shareholders/investors, suppliers, regulatory bodies, community and customers.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	<ul style="list-style-type: none"> Employee Engagement Survey Town-halls Awards and Recognition Appraisals Skip level meetings Emails 	Event Based	To understand their needs, communicate performance of the Company and recognize them for their performance.
Communities	Yes	<ul style="list-style-type: none"> Non-Governmental Organizations/ implementation partner 	Event based	To understand the needs of community around business eco system and support the marginalized and vulnerable groups as per Greaves CSR Policy
Suppliers/Service Providers	No	<ul style="list-style-type: none"> E-mail Telephone calls SMS Quality Audits Supplier Meetings 	Periodic and Event Based	Conduct audits / assessment to ensure they are meeting standards set out by Greaves and to understand their concerns
Government/ Regulatory Bodies	No	<ul style="list-style-type: none"> One to One or group meetings 	Event Based	To represent Greaves directly or through industry associations on various matters.
Shareholders and Investors	No	<ul style="list-style-type: none"> Quarterly financial results through stock exchanges Analyst meetings General Meetings Emails Newspaper advertisements Notices Annual Report Website 	<ul style="list-style-type: none"> Quarterly Annual Event Based 	To communicate the business performance of Greaves and understand their expectations from the Company.
Customers	No	<ul style="list-style-type: none"> Face to Face interactions Social media platforms Sales representatives Demo's Surveys 	Daily and Event Based	To receive inputs, comprehend customer requirements, and prioritize customer satisfaction.

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Greaves believes in order to improve its performance and strategy, it must communicate with its key stakeholders consistently. Stakeholder consultations are normally carried out by the executives and functional heads of Greaves who seek feedback frequently through various platforms. The feedback and suggestions of the stakeholders are periodically presented to the Board of Directors and its Committees, wherever applicable in summarized form and after deliberation, changes in the strategies and policies are carried out so as to meet expectations and achieve long-term value creation for all the stakeholders in line with objectives of Greaves.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, as provided in answer to question number 1 of leadership indicators in Principle, 4, the management regularly interacts with our stakeholders to identify the environmental and social topics. As part of materiality assessment, the management and Board of Directors of Greaves basis the feedback of the internal stakeholders, industry benchmark and global standards identified key material environmental, social and governance topics. Greaves constantly endeavours to make changes in our policies, strategies, business practices, operations basis the feedback and suggestions of the stakeholders. These practices are covered in disclosures under the heads of different principles.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

Greaves continues its effort towards engaging and addressing the concerns of vulnerable/marginalised stakeholder group. As a part of our CSR activity, Greaves engages with non-governmental organisations to understand the needs of community and develops its CSR strategy basis the discussions with these non-governmental organisations.

Principle 5: Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity:

Committed to zero tolerance towards discrimination, better working conditions and other human rights aspects, Greaves has a robust Code of Conduct and grievance mechanism through Whistle Blower Policy which allows employees or workers to raise their concerns. Greaves also conducts various awareness sessions on Human Rights related issue through informal channels. It has also rolled out Human Rights Policy with an endeavour to create a focused and formal channel of conducting awareness on various Human Rights aspects. However, it is yet to develop a mechanism to track the coverage of employees on awareness/training programs on Human Rights aspects.

2. Details of minimum wages paid to employees and workers, in the following format

Category	FY 2022-23					FY 2021-22				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Permanent Employees										
Male	889	-	-	889	100%	695	-	-	695	100%
Female	66	-	-	66	100%	45	-	-	45	100%
Other than Permanent Employees										
Male	59	52	88%	7	12%	74	58	78%	16	22%
Female	4	4	100%	0	0	2	2	100%	-	-
Permanent Workers										
Male	337	-	-	337	100%	385	-	-	385	100%
Female	5	-	-	5	100%	6	-	-	6	100%
Other than Permanent Workers										
Male	1,358	1,280	94%	78	6%	1,103	1,035	94%	68	6%
Female	260	259	~100%	1	~0.00%	252	251	~100%	1	~0%

3. Details of remuneration/salary/wages, in the following format*:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (in INR crs)	Number	Median remuneration/ salary/ wages of respective category (in INR crs)
Board of Directors (BoD)	9	0.22	1	0.20
Key Managerial Personnel	5	2.39	-	-
Employees other than BoD and KMP	720	0.08	56	0.03
Workers	389	0.04	7	0.03

*This data is specifically for GCL. It includes persons who have resigned during the Financial Year 2022-23.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, Compliance Officer and the Chairman of the Audit Committee of Greaves are responsible for addressing Human Rights impact/ issue caused or contributed by the business. Any person who has any concerns relating to Human Rights can raise the concerns as per the detailed mechanism provided in the Whistle Blower Policy of the Company without fear of being retaliated or discriminated at the dedicated email id provided in the policy.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Greaves has developed comprehensive mechanism to redress the grievances related to Human Rights issues. Any person who is aggrieved by or has any concerns relating to Human Rights can directly reach out to Compliance Officer or the Chairman of the Audit Committee on the dedicated email ids provided in the Whistle Blower Policy. The Compliance Officer/ Chairman of Audit Committee is required to investigate in the matter and provide its report to Managing Director within 30 days. If need be, they are also authorised to take help from third party to investigate on the matter. The Managing Director and Compliance Officer/Chairman of the Audit Committee are then required to deliberate and finalise the action points based on the findings. Throughout the whole process the person raising concern is protected from any retaliation or discrimination.

6. Number of Complaints on the following made by employees and workers.

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour/Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Greaves is committed towards creating a workplace which is safe and free of discrimination and harassment including sexual harassment. It believes in zero tolerance towards sexual harassment and supports the reporting of any such instances. To ensure effective redressal of complaints regarding sexual harassment, Greaves has formulated a POSH Policy which comprises of Internal Complaints Committee which investigates the matter and takes appropriate measures to ensure prompt resolution of complaints.

The Whistle Blower Policy also encourages employees and workers to disclose any improper actions, unethical behaviour, discrimination or non-compliance of the Code of Conduct, or other policies of Greaves.

Both Code of Conduct and POSH Policy includes stringent action against the person found guilty which includes disciplinary action, suspension from official duties, severance from employment / services etc.

To ensure that employees, workers and management are informed and aware about the Code of Conduct and POSH Policy, Greaves ensure regular communication, through formal and informal channels, about its commitment to zero tolerance towards any unethical behaviour including discrimination or sexual harassment. For Financial Year 2022-23, Greaves also conducted Human Rights due diligence at a few plant sites to ensure proactive steps can be taken to identify and prevent potential Human Rights related issue including discrimination and harassment.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, Greaves commercial agreements include provisions related to compliance of labour laws which also focuses on Human Rights related compliance. Our commitment to human rights is detailed in the Supplier Code of Conduct and Human Rights policy, which is applicable to business partners across the value chain.

9. Assessments of the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties) *
Child labour	60%
Forced/involuntary labour	60%
Sexual harassment	60%
Discrimination at workplace	60%
Wages	60%
Others – please specify Freedom of Association	60%
Others – please specify Working Condition	60%

*Covers only plant locations of Greaves Cotton Limited and Greaves Electric Mobility Private Limited

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not Applicable, as there were no significant risks or concerns arising from assessments in question 9 above.

Leadership Indicators

1. Details of a business process being modified / introduced because of addressing human rights grievances/complaints.

Not Applicable, as there were no Human Rights related complaints during FY 2022-23.

2. Details of the scope and coverage of any Human rights due diligence conducted.

The human rights due diligence was conducted for our two plant locations located at Aurangabad and Ranipet on areas such as child labour, discrimination, forced labour, sexual harassment, freedom of association, wages and working conditions.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Greaves is committed to ensure that its premises and offices are accessible to everyone including visitors as per the requirement of Rights of Person with Disabilities Act, 2016. Wherever required, temporary or permanent ergonomic changes are made to ensure differently abled visitors do not face any challenge while accessing the Company's premises.

4. Details on assessment of value chain partners:

Greaves has a Supplier Code of Conduct in place, which sets expectations for ethical business conduct and emphasizes the importance of human rights aspects to ensure their employee well-being. The Code mandates that value chain partners, who are contractual partners of Greaves, comply with applicable laws and regulations.

In the event of any breach of these obligations, the value chain partners are required to report back to Greaves. However, during the reporting period, none of the suppliers reported any non-compliance, indicating a positive adherence to the contractual obligations.

Additionally, Greaves is in the process of developing a procedure to assess the compliance of value chain partners thoroughly.

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

N.A.

Principle 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	Unit	FY 2022-23	FY 2021-22
Total electricity consumption (A)	GJ	30,291.17	22,286.06
Total fuel consumption (B) (Self generation)	GJ	770.04	718.51
Energy consumption through other sources (C)	GJ	14,379.34	11,696.29
Total energy consumption (A+B+C)	GJ	45,440.55	34,700.86
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	KJ/INR	1.74	2.17

Indicate if any independent assessment / evaluation / assurance has been carried out by any external agency- No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, (if any).

Not Applicable, as we do not fall under the categories mandated in the PAT scheme.

3. Provide details of the following disclosures related to water in the following format:

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)		
(i) Surface water: KIADB Water supply	-	-
(ii) Groundwater	-	-
(iii) Third party water (Municipal water supplies and tanker water)	1,03,446.37	81,285
(iv) Seawater / desalinated water	-	-
(v) Others (Recycled)	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v) (KL)	1,03,446.37	81,285
Total volume of water consumption (in kilolitres) (KL)	1,03,446.37	81,285
Water intensity per rupee of turnover (Water consumed / turnover) KL/Lakh	0.40	0.51

Indicate if any independent assessment / evaluation / assurance has been carried out by any external agency- No

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Greaves recognizes the importance of water as a resource and has implemented several initiatives to optimize its water consumption. All the plants of Greaves at Aurangabad and Ranipet plant of Greaves Electric Mobility Private Limited are Zero Liquid Discharge plants. Greaves plant at Talegaon is located in a shared facility and the waste water generated at Talegaon plant is sent to common treatment plant within the same facility. The treated water is then used for gardening purpose, which not only helps in reducing water consumption but also aids in maintaining a healthy environment. As a proactive measure, we have also created a pond for harvesting rainwater at the onset of the monsoon season which is then used throughout the year for various activities including production activities. This initiative not only reduces the dependence on freshwater but also helps in reducing the strain on the local water resources.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2022-23	FY 2021-22
NOx	KG	1,090.81	811.66
SOx	KG	1,554.99	1,074.22
Particulate Matter (PM)		-	-
Persistent Organic Pollutants (POP)		-	-
Volatile organic Compounds (VOC)		-	-
Hazardous air pollutants (HAP)		-	-
Others- please specify		-	-

Indicate if any independent assessment / evaluation / assurance has been carried out by any external agency- No

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Tco ₂ eq/MwH	126.30	117.85
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Tco ₂ eq/MwH	6,815.51	4,890.55
Total Scope 1 and Scope 2 emissions per rupee of turnover	Tco ₂ eq/MwH/Lakh	0.03	0.03

Indicate if any independent assessment / evaluation / assurance has been carried out by any external agency- No

7. Does the entity have any project related to reducing Greenhouse Gas emissions? If yes, then provide details.

Yes, Greaves understands the significance of reducing its carbon emissions and minimize the environmental impact of its operations. It has adopted the Miyawaki Method, a Japanese technique of tree plantation, through which it endeavours to ensure building of native forests and restoration of natural vegetation on degraded land at in and around the sites. Through this method, we have reduced our carbon footprint, increased the green cover and have built a forest with a wide variety of species. We continue to move towards renewable energy and adopt energy efficient techniques to reduce the overall GHG emissions. A few initiatives include installation of energy efficient compressors, air dryers, cooling pumps, variable frequency pumps etc. Additionally, we have installed solar plant at our sites in Maharashtra, which will help us to move towards consumption of renewable sources and reduce GHG emissions.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-23	FY 2021-22
Total Waste generated (in metric tonnes)		
Plastic waste (A)	41.84	24.76
E-waste (B)	5.07	2.41
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery Waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	29.53	36.16
Other Non-hazardous waste generated (H) . Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	1,390.16	828.35
Total (A+B + C + D + E + F + G + H)	1,466.60	891.68
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	-	-
(ii) Re-used	140	-
(iii) Other recovery operations	-	-
Total	140	-
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	1326.60	891.68
Total	1,466.60	891.68

Indicate if any independent assessment / evaluation / assurance has been carried out by any external agency- No

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Greaves understands its responsibility towards the environment and adheres to all applicable environmental laws and regulations. To ensure responsible waste management, we have undertaken several initiatives such as: reuse of steel pallets for engine transfer to OEMs to reduce waste generation, reuse of coolant from scrap by extracting oil through a chip winger and reuse of oil from testing engines through filtration process, which enhances its end-of-life.

We have also implemented several initiatives to decrease the use of harmful and hazardous chemicals in our operations and products. One of the methods is to shorten the engine testing cycle time, which has decreased the amount of diesel consumed. We have further combined the Heat Treatment (HT) cell, which resulted in shorter shifts and decreased energy use. We also recognize the importance of recycling the wastewater by reusing the treated wastewater generated from Effluent Treatment Plants (ETPs) and Sewage Treatment Plants (STPs) for gardening purposes.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S.No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
The entity does not have any offices or plants in ecologically sensitive areas			

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

N.A.

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken if any
We are fully compliant with all relevant environmental legislations and there were no significant instances of non-compliance reported by the regulatory authorities.				

Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-23	FY 2021-22
From renewable sources (UoM: GJ)		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	14,379.34	11,696.29
Total energy consumed from renewable sources (A+B+C)	14,379.34	11,696.29
From non-renewable sources		
Total electricity consumption (D)	30,291.17	22,286.06
Total fuel consumption (E)	770.04	718.51
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	31,061.21	23,004.57

Indicate if any independent assessment / evaluation / assurance has been carried out by any external agency- No

2. Provide details related to water discharged:

All the plants of Greaves at Aurangabad and Ranipet plant of Greaves Electric Mobility Private Limited are Zero Liquid Discharge plants. Greaves plant at Talegaon is located in a shared facility and the waste water generated at Talegaon plant is sent to common treatment plant within the same facility. The treated water is utilised for gardening purpose. Therefore, there is no discharge from any of the facilities.

3. Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

N.A.

4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 3 emissions *(Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	-	-	-
Total Scope 3 emissions per rupee of turnover	-	-	-
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

*The Company has not yet conducted a baseline assessment for Scope 3 emissions. However, the process is underway to identify the hotspots related to Green House Gas emissions that contributes to the Company's overall carbon footprint.

Indicate if any independent assessment / evaluation / assurance has been carried out by any external agency- No

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not Applicable, as our business operations are located in industrial zones earmarked by the respective state governments and are not adjacent to ecologically sensitive areas.

6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1.	Energy Management	<ol style="list-style-type: none"> 1. Installation of pumps with low energy consumption for engine testing. 2. Conversion of shop floor lighting to an energy-efficient lighting system, by adopting LED lights 3. Power savings achieved at LEU-I and LEU-V with the Condition Base Monitoring (CBM) instrument. 4. Setting up of a variable frequency drive (VFD). 5. Lower wattage blower motors were used in place of higher power ones. 6. For the BSVI Diesel model, Greaves has started purchasing HPDC crankcases rather than LPDC 7. Rooftop solar panels have been installed at Aurangabad and Bangalore. 	<p>Energy efficiency and conservation.</p> <p>Reduced cycle time and machining of stocks.</p>
2	Water conservation	<ol style="list-style-type: none"> 1. Rainwater harvesting through development of farm lakes 2. Reuse of ETP & STP treated water for gardening purpose 3. Development of ETP plant for 100% recycling of treated water 	Responsible consumption and conservation of water
3	Waste Management	<ol style="list-style-type: none"> 1. Use of recyclable pallets for engine transportation to customers 2. Use of plastic bins for transportation instead of corrugated boxes 3. Reuse of engine oil for the purpose of engine testing 	Efficient management of waste through recycling

7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Greaves has an 'On-Site Emergency Plan', which focuses on the use of the internal resource of the Company with minimum dependence on the outside agencies for the following –

- Containing & minimizing the consequences or mitigation its effects on people, property and environment.
- Protecting the life of personnel not directly affected by emergency.
- Initially containing and ultimately bringing the incident under control.
- Quick assessment of the number of people affected and arranging prompt medical treatment for them.
- Ensure that there is no further fall out of the incident and that it is safe for personnel to re-enter the premises and later restore normalcy.
- Preserving all relevant records and evidence for subsequent inquiry and investigation for ascertaining the underlying cause of the emergency.
- Ensuring that safety and security is restored within the shortest possible time.

8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

No significant adverse impact has been observed from the value chain, pertaining to environment.

9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

The value chain partners are contractually obligated to comply with the environmental laws and are required to report to us in case of any non-compliance of such laws. None of the value chain partners have reported any non-compliance to us during Financial Year 2022-23. We are developing a process to assess the value chain partners on the environmental impacts.

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in manner that is responsible and transparent

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations:** Two
- b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such a body) the entity is a member of/ affiliated to.**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Confederation of Indian Industry	National
2	Society of Indian Automobile Manufacturers	National

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

N.A.

Leadership Indicators

1. **Details of public policy positions advocated by the entity:**

Greaves participates on different platforms (viz. Industry associations and regulatory bodies) to present its views on various public policies focusing on automotive and non-automotive industry.

Principle 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

N.A.

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:**

N.A.

3. Describe the mechanisms to receive and redress grievances of the community.

Greaves has developed a systematic mechanism to receive and address grievances effectively. Our collaboration with an NGO partner for CSR activities enables us to gather feedback and suggestions from the community in and around our operational areas. The Company carefully analyses the feedback and recommendations from our NGO partners to identify suitable areas for CSR projects. These recommendations are then presented to the CSR Committee and the Board for their approval. Additionally, we have implemented a whistle-blower mechanism as part of our Code of Conduct and other policies. This mechanism allows community members to raise concerns and provides them with direct access to the Chairman of the Audit Committee.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2022-23	FY 2021-22
Directly sourced from MSMEs/ small producers	37%	30%
Sourced directly from within the district and neighbouring districts*	11%	8%

*This data is available only for GEMPL, our subsidiary

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

N.A.

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies.

In Financial Year 2022-23, we have undertaken our CSR projects in Aurangabad, Maharashtra which doesn't fall under the list of aspirational districts identified by government bodies

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

(b) From which marginalized /vulnerable groups do you procure?

(c) What percentage of total procurement (by value) does it constitute?

Greaves produces specialized automotive and non-automotive products. As they are critical and especially mechanized products required for production, the procurement is from licensed and verified suppliers with minimum scope to procure from marginalised/ vulnerable groups. However, we endeavor to purchase from marginalized / vulnerable groups, wherever possible.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

NIL

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

N.A.

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefited from CSR Projects	% Of beneficiaries from vulnerable and marginalized groups
1.	DEEP Upskilling Program	81	100%

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner**Essential Indicators****1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

We have a robust mechanism to receive and respond to consumer complaints and feedback. We have developed both formal and informal channel where the consumer can share the feedback or raise complaints. The formal channel includes dedicated helpline number, email and customer feedback forms and the informal channel include interaction with sales representatives and social media platforms. Once the feedback/complaint is received by us through any of the channels, the same is routed to internal teams based on the type of complaint with a defined turnaround timeline. Depending on the level of the complaint/feedback an investigation is carried out and corrective and preventive actions are put in place. This helps us ensure customer satisfaction.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	40%
Safe and responsible usage	100%*
Recycling and/or safe disposal	-

*All the products carry information about safe and responsible use except for B2B products.

3. Number of consumer complaints in respect of the following:

	FY 2022-23			FY 2021-22		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Others	15	14	Pending Litigation	8	8	Pending Litigation

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls		NIL
Forced recalls		NIL

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, Greaves has a comprehensive policy on cybersecurity and risks related to data privacy. This policy outlines our commitment to protect the confidentiality, integrity, availability of information assets, and to comply with all applicable laws, regulations, and industry standards. We have established an information security management system that governs the management of information assets, including the identification, assessment, and management of cybersecurity risks. We have also implemented measures to protect the confidentiality, integrity, and availability of data. There are set procedures for the collection, storage, and use of personal data, in compliance with all applicable data protection laws and regulations and for incident management, there are protocols set to detect, respond to, and recover from any cybersecurity incidents in a timely and effective manner.

The Policy is available on our intranet which is accessible internally to our employees.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of consumers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

N.A.

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

<https://greavescotton.com/our-businesses/>

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Greaves strategically identifies the necessary steps to inform and educate consumers on safe and responsible usage of its products and/or services. As a process, the sales representatives ensures that the dealers/consumers are provided with demo of the product which includes, installation, usage instructions and dos and don'ts. Apart from the above practice we also use various social media platforms and website to inform about the safe usage of products. For e-mobility we have taken significant steps to prioritize customer education to ensure a deeper understanding of our products. The recent launch of KYA- #KnowYourAmpere demonstrates a strong commitment to build a long-term relationships with customers. This is a critical step in ensuring that customers are aware of the safe and responsible usage of products and services.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

Greaves has a robust mechanism to ensure that consumers are informed of any potential risks of disruption or discontinuation of its essential services. There has been no instance of discontinuation or disruption in any of the services during this year. However, we will ensure that the consumers/dealers are informed about potential discontinuation/disruption well in advance through various channels which shall include press release, stock exchange intimation and utilising all other channel of communication. To ensure that the consumers/dealers are well aware of the discontinuation, we will ensure that the discontinuation of any of the products/services are done strategically to ensure there is least disruption or impact.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey about consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes, Greaves ensures that it complies with requirement of law and wherever required does make a few disclosures which it considers essential for consumers to know like a complete manual on how to use the e-scooters. GEMPL has conducted a survey related to consumer satisfaction for major products/services at significant locations of operation with the help of Net Promoter Score information.

5. Provide the following information relating to data breaches:

- a. Number of instances of data breaches along-with impact.**
- b. Percentage of data breaches involving personally identifiable information of consumers**

No such instances of data breach were reported during the year.

Independent Auditor's Report

To the Members of Greaves Cotton Limited Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Greaves Cotton Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Director's report including Annexures to Director's Report, Business Responsibility Report and Corporate Governance but does not include the consolidated financial statements, standalone financial statements and our auditor's reports thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for

safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company to express an opinion on the standalone financial statements.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to standalone financial statements.
 - g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 36 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of it’s knowledge and belief, other than as disclosed in the note 7 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The Management has represented, that, to the best of it’s knowledge and belief, as disclosed in the note 7 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company

shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.
- As stated in note 15E to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Deloitte Haskins and Sells LLP

Chartered Accountants
(Firm's Registration No.117366W/W-100018)

Mehul Parekh

Partner

Membership No. 121513
UDIN 23121513BGXZXS6519

Place: Mumbai

Date: May 12, 2023

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to standalone financial statements of Greaves Cotton Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A company’s internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Deloitte Haskins and Sells LLP

Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Mehul Parekh

Partner

Membership No. 121513

UDIN: 23121513BGXZXS6519

Place: Mumbai

Date: May 12, 2023

Annexure “B” to the Independent Auditor’s Report (Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that

- (i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of the Property, Plant and Equipment, capital work-in-progress and relevant details of right-of-use assets.
- B. The Company has maintained proper records showing full particulars of intangible assets and the Intangible assets under development.
- (b) The Company has a program of verification of property, plant and equipment so to cover all the items once every 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) Based on our examination of the registered sale deed / conveyance deed provided to us, we report that, the title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favor of the Company) disclosed in the financial statements included in (property, plant and equipment, and non-current assets held for sale) are held in the name of the Company as at the balance sheet date.
- (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventories (excluding the inventories held with third parties and Goods in Transit), were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. For inventories held with third parties at the year-end, written confirmations have been obtained and in respect of goods in- transit, the goods have been received subsequent to the year-end or confirmations have been obtained from the parties. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories, when compared with the books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising (stock statements, book debt statements) filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters and no material discrepancies have been observed.
- (iii) The Company has not provided guarantee or security, or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company has made investments in and granted unsecured loans, to companies during the year, in respect of which:

- a) The Company has provided unsecured loans during the year and details of which are given below:

	Loans (Rs. in crore)
A. Aggregate amount granted / provided during the year:	
- Subsidiaries	18.40
B. Balance outstanding as at balance sheet date in respect of above cases:	
- Subsidiaries	32.00

- b) The investments made and the terms and conditions of the grant of all the above-mentioned loans, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
- c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.
- d) According to information and explanation given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no amount overdue for more than 90 days at the balance sheet date.
- e) During the year, the company has renewed the terms of the loans aggregating to Rs. 10.85 crores which fell due. The details of such loans that fell due and renewed during the year are stated below:

Particulars	Loans that fell due and renewed during the year (Rs. in crore)	Date they fell due and renewed	Details of the loans renewed during the year	% to the total loans granted during the year
	0.75	21-Jul-22		
	1.00	13-Oct-22	Renewal for working capital requirement	
	1.50	15-Jan-23		
	1.00	25-Feb-23		
Greaves Finance Limited	1.50	15-Mar-23		
	0.10	31-Mar-23	Working Capital Requirement	
Total	5.85			
	1.50	1-Nov-22	Renewal for working capital requirement	
Greaves Technologies Limited	1.70	1-Oct-22		
	1.80	1-Dec-22		
Total	5.00			27.17%

- f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause (iii)(f) is not applicable.
- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act,

2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of the cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) In respect of statutory dues:

(a) Undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have generally regularly deposited by it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Services Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes are given below:

SL NO.	Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the amount relates	Rs in crore*
1	Central Sales Tax Act, 1956 & Local Tax Act	Non submission of forms, interest and other matters	High Court	2001-02	0.30
2	Central Sales Tax Act, 1956 & Local Tax Act	Non submission of forms interest and other matters	Appellate Tribunal	1989-90, 1994-95, 1999-00 to 2004-05	0.32
3	Central Sales Tax Act, 1956 & Local Tax Act	Non submission of forms interest and other matters	Appeal Joint Commissioner /Deputy Commissioner	1998-00, 1992-93, 2003-04, 2006-07, 2008-09, 2012-13 to 2017-18	9.66
4	Central Sales Tax Act, 1956 & Local Tax Act	Non submission of forms interest and other matters	ADC/Assistant Commissioner/ Deputy Commissioner	2008-09, 2016-17, 2017-18	0.27
5	Central Excise Act ,1944	Disallowance of input credit and penalty	Appellate Tribunal	2002-03, 2005-06, 2006-07, 2008-09, 2011-12 to 2016-17	21.16
6	Central Excise Act ,1944	Disallowance of input credit and penalty	Commissioner (Appeals)	1991-92, 2010-11, 2011-12, 2016-17, 2017-18	0.54
7	Central Excise Act ,1944	Disallowance of input credit and penalty	Assistant Commissioner/ Deputy Commissioner/ Additional Deputy Commissioner/ Joint Commissioner/ Commissioner	1997-98, 2008-09, 2010-11, 2011-12, 2015-16	3.20

* Net of amount paid under protest

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause (ix)(a) of the Order is not applicable to the Company.

(b) The Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the

year and hence, reporting under clause (ix)(c) of the Order is not applicable.

- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, we report that the Company has neither taken any funds from any entity or person during the year nor it had any unutilised funds as at the beginning of the year raised through issue of shares or borrowings in the previous year and hence, reporting under clause (ix)(e) of the Order is not applicable.
- (f) The Company has not raised any loans during the year and hence reporting on clause (ix)(f) of the Order is not applicable.
- (x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) We have taken into consideration the whistle blower complaint received by the Company during the year and provided to us, when performing our audit.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto March 31, 2023.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with any of its directors or directors of its holding company, subsidiary companies, associate company or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
- (d) The Group does not have more than one CIC as part of the Group.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.

- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) The Company does not have any unspent amount for other than ongoing projects as on the balance sheet date. Hence, reporting under this clause is not applicable.
- (b) In case of ongoing project, the Company has fully spent the required amount towards Corporate social Responsibility (CSR) and there are no unspent amount for the year requiring a transfer to special account in compliance with the provisions of sub section (6) of Section 135 of the said Act. Accordingly, reporting under clause (xx) (b) of the Order is not applicable for the year.

For Deloitte Haskins and Sells LLP

Chartered Accountants
Firm Registration No 117366W/W-100018

Mehul Parekh

Partner

Membership No 121513
UDIN: 23121513BGXZXS6519

Place: Mumbai

Date: May 12, 2023

Balance Sheet

as at March 31, 2023

(₹ in Crore)

	Note No.	As at March 31, 2023	As at March 31, 2022
ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	4	144.30	154.56
(b) Capital work- in- progress	4A	16.05	11.76
(c) Right-of-use assets	4 & 38	33.28	36.62
(d) Intangible assets	5	32.53	39.04
(e) Intangible assets under development	5A	57.95	66.60
(f) Financial assets			
(i) Investments	6	180.78	176.78
(ii) Loans	7	32.00	16.60
(iii) Other financial assets	8A	504.26	360.20
(g) Income tax assets (Net of provisions)		32.22	30.62
(h) Deferred tax assets (Net)	19A	19.71	20.53
(i) Other non- current assets	9A	18.16	19.53
Total non-current assets		1,071.24	932.84
2 Current assets			
(a) Inventories	10	153.98	139.70
(b) Financial assets			
(i) Investments	6	29.67	-
(ii) Trade receivables	11	159.92	177.72
(iii) Cash and cash equivalents	12	34.38	68.42
(iv) Bank balances other than (iii) above	13	3.02	9.62
(v) Other financial assets	8B	21.17	21.63
(c) Other current assets	9B	19.40	18.97
Total current assets		421.54	436.06
3 Non-current assets classified as held for sale	14	13.07	12.31
Total Assets		1,505.85	1,381.21
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	15	46.33	46.30
(b) Other equity	16	999.22	883.45
Total Equity		1,045.55	929.75
LIABILITIES			
1 Non-current liabilities			
(a) Financial liabilities			
Lease liabilities	38	12.92	10.88
(b) Provisions	18A	0.26	0.29
(c) Other non- current liabilities	21A	16.92	17.46
Total non-current liabilities		30.10	28.63

Balance Sheet

as at March 31, 2023 (Contd.)

	Note No.	As at March 31, 2023	As at March 31, 2022
2 Current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	38	4.38	9.59
(ii) Trade payables			
- Total outstanding dues of micro enterprises and small enterprises	20	31.67	30.22
- Total outstanding dues of creditors other than micro enterprises and small enterprises	20	212.38	208.98
(iii) Other financial liabilities	17	27.66	28.59
(b) Provisions	18B	30.85	25.29
(c) Income tax liabilities (Net of advance tax)		9.60	5.26
(d) Other current liabilities	21B	113.66	114.90
Total current liabilities		430.20	422.83
Total Equity and Liabilities		1,505.85	1,381.21
Notes forming part of the financial statements	1-41		

In terms of our report of even date attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Mehul Parekh
Partner
Mumbai, May 12, 2023

For and on behalf of the Board
Dr. Arup Basu
Managing Director
DIN : 02325890

Dalpat Raj Jain
Group Chief Financial Officer

Nagesh Basavanhalli
Vice Chairman
DIN : 01886313

Atindra Basu
General Counsel & Company Secretary

Statement of Profit & Loss

for the year ended March 31, 2023

	Note No.	Year ended March 31, 2023	Year ended March 31, 2022
(₹ in Crore)			
I Revenue from operations	22	1,549.76	1,177.59
II Other income	23	42.53	31.59
III Total income (I + II)		1,592.29	1,209.18
IV Expenses			
Cost of materials consumed	24	994.32	741.88
Purchases of stock-in-trade	25	112.62	92.63
Changes in inventories of finished goods, stock-in-trade and work-in progress	26	(7.40)	8.23
Employee benefits expense	27	115.24	130.83
Finance costs	28	2.11	1.96
Depreciation and amortisation expense	29	38.10	42.43
Other expenses	30	183.57	159.28
Total expenses		1,438.56	1,177.24
V Profit before exceptional items and tax (III - IV)		153.73	31.94
VI Exceptional items : Income /(Expense)	31	6.99	7.33
VII Profit before tax (V - VI)		160.72	39.27
VIII Tax expense			
Current tax		44.81	14.23
Deferred tax (credit) / charge		0.81	(2.04)
Total tax expenses		45.62	12.19
IX Profit for the year (VII - VIII)		115.10	27.08
X Other comprehensive income			
(i) Items that will not be subsequently reclassified to profit or loss			
Remeasurements of the defined benefit plans : Gain		1.16	2.73
(ii) Income tax related to items above		(0.31)	(0.72)
Other comprehensive income for the year		0.85	2.01
XI Total Comprehensive income for the year (IX + X)		115.95	29.09
XII Earnings per equity share of Rs. 2 each :			
Basic	34	4.97	1.17
Diluted	34	4.94	1.16
Notes forming part of the financial statements	1-41		

In terms of our report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Mehul Parekh

Partner

Mumbai, May 12, 2023

For and on behalf of the Board

Dr. Arup Basu
Managing Director
DIN : 02325890

Dalpat Raj Jain

Group Chief Financial Officer

Nagesh Basavanhalli

Vice Chairman
DIN : 01886313

Atindra Basu

General Counsel & Company Secretary

Statement of Changes in Equity

for the year ended March 31, 2023

(₹ in Crore)

A Equity share capital	
Balance as at April 1, 2021	46.24
Add: Equity shares issued pursuant to exercise of options under ESOP-2020	0.06
Balance as at March 31, 2022	46.30
Add: Equity shares issued pursuant to exercise of options under ESOP-2020	0.03
Balance as at March 31, 2023	46.33

(₹ in Crore)

	Reserves and surplus					Retained earnings	Total
	Capital reserve	Securities premium	General reserves	Capital redemption reserve	Employee share options		
B Other equity							
Balance as at April 1, 2021	1.34	34.59	346.18	2.60	1.78	468.22	854.71
Profit for the year	-	-	-	-	-	27.08	27.08
Other comprehensive income (net of tax)	-	-	-	-	-	2.01	2.01
Total Comprehensive Income for the year	-	-	-	-	-	29.09	29.09
Dividends	-	-	-	-	-	(4.62)	(4.62)
Transfer from/(to) general reserve during the year	-	-	0.60	-	(0.60)	-	-
Issue of shares on ESOP exercised	-	0.79	-	-	(0.79)	-	-
Employee Stock option Plan (Refer Note 16A)	-	-	-	-	4.27	-	4.27
Balance as at March 31, 2022	1.34	35.38	346.78	2.60	4.66	492.69	883.45
Balance as at April 1, 2022	1.34	35.38	346.78	2.60	4.66	492.69	883.45
Profit for the year	-	-	-	-	-	115.10	115.10
Other comprehensive income (Net of tax)	-	-	-	-	-	0.85	0.85
Total Comprehensive Income for the year	-	-	-	-	-	115.95	115.95
Dividends	-	-	-	-	-	(4.63)	(4.63)
Transfer from/(to) general reserve during the year	-	-	1.07	-	(1.07)	-	-
Issue of shares on ESOP exercised	-	0.51	-	-	(0.51)	-	-
Employee Stock option Plan (Refer Note 16A)	-	-	-	-	4.45	-	4.45
Balance as at March 31, 2023	1.34	35.89	347.85	2.60	7.53	604.01	999.22
Notes forming part of the financial statements	1-41						

In terms of our report of even date attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Mehul Parekh
Partner

Mumbai, May 12, 2023

For and on behalf of the Board
Dr. Arup Basu
Managing Director
DIN : 02325890

Dalpat Raj Jain
Group Chief Financial Officer

Nagesh Basavanhalli
Vice Chairman
DIN : 01886313

Atindra Basu
General Counsel & Company Secretary

Statement of cash flows

for the year ended March 31, 2023

	(₹ in Crore)	
	Year ended March 31, 2023	Year ended March 31, 2022
Cash Flows From Operating Activities		
Profit after tax for the year	115.10	27.08
Adjustments for:		
Income tax expense	45.62	12.19
Finance costs	2.11	1.96
Interest income	(28.71)	(18.73)
(Profit) / Loss on sale of property, plant & equipment (Net)	(0.50)	0.42
Asset under development written off	-	0.10
Profit on sale of Immovable property (exceptional item)	(4.90)	(19.86)
Profit on sale of PPE (exceptional item)	-	(2.11)
Profit on Sale of Brand to subsidiary (exceptional item)	(19.49)	-
Fair value gain on investments (Including realised gain)	(0.17)	-
Financial assets measured at fair value through profit or loss (realised)	(0.30)	-
Expense recognised in respect of equity-settled share based payments	4.45	4.27
Depreciation and amortisation expenses	38.10	42.43
Gain on lease termination	(1.19)	-
Impairment of PPE and Intangible assets under development (exceptional item)	15.84	9.42
Impairment of PPE and Intangible assets under development	1.26	-
Allowance for expected credit loss	9.63	13.09
Insurance claim	-	(4.33)
Unrealised foreign exchange (gain) / loss	0.02	(0.08)
Operating profit before working capital changes	176.87	65.85
<i>Adjustments for movements in working capital:</i>		
Trade receivables	8.22	12.15
Inventories	(14.28)	15.13
Other assets	4.50	14.30
Trade payables	4.78	(78.23)
Provisions	5.53	0.67
Other liabilities	(2.21)	8.58
Cash generated from operations	183.41	38.45
Less: Income taxes paid	(42.37)	(14.19)
Net cash generated from operating activities (A)	141.04	24.26
Cash Flows From Investing Activities		
Acquisition of property, plant and equipment and Capital work-in-progress	(13.75)	(6.41)
Acquisition of Intangible Assets and Intangible assets under development	(15.35)	(21.57)
Proceeds from disposal of property, plant and equipment	27.55	20.27
Proceeds from Sale of Brand to subsidiary	19.49	-
Advance received towards sale of land	-	84.15
(Purchase) / (reinvestment) of financial assets	(72.00)	-
Proceeds from sale of financial assets	42.80	-
Inter corporate deposits placed	(30.00)	-
Bank deposits placed	(313.97)	(354.49)

Statement of cash flows

for the year ended March 31, 2023 (Contd..)

	(₹ in Crore)	
	Year ended March 31, 2023	Year ended March 31, 2022
Bank deposits matured	196.18	109.15
Interest received	14.13	17.67
Investment in subsidiary	(4.00)	(0.19)
Loans given to subsidiaries	(18.40)	(105.71)
Loan repaid by subsidiaries	3.00	142.45
Net cash used in investing activities (B)	(164.32)	(114.68)
Cash Flows From Financing Activities		
Dividend paid to owners of the Company	(4.63)	(4.62)
Proceeds from issue of shares on exercise of ESOPs	0.03	0.06
Payment made towards lease liabilities (including interest)	(5.73)	(6.71)
Interest paid	(0.43)	(0.42)
Net cash used in financing activities (C)	(10.76)	(11.69)
Net decrease in cash and cash equivalents (A+B+C)	(34.04)	(102.12)
Cash and cash equivalents at the beginning of the year	68.42	170.53
Cash and cash equivalents at the end of the year (Refer Note 12)	34.38	68.42
Notes forming part of the financial statements	1-41	

In terms of our report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Mehul Parekh

Partner

Mumbai, May 12, 2023

For and on behalf of the Board

Dr. Arup Basu
Managing Director
DIN : 02325890

Dalpat Raj Jain

Group Chief Financial Officer

Nagesh Basavanhalli

Vice Chairman
DIN : 01886313

Atindra Basu

General Counsel & Company Secretary

Notes to the Financial Statements

for the year ended March 31, 2023

1. General Information:

Greaves Cotton Limited (the 'Company') is engaged in the Engineering and Mobility Retail Businesses. The Company has manufacturing facilities in the states of Maharashtra and Tamil Nadu. The products are mainly sold in India with some export to Middle East, Africa & South East Asia Region. The Company has three direct, two indirect subsidiaries and one associate.

On May 8, 2023, the Company completed acquisition of 60% shareholding in Nagpur based Excel Controlinkage Private Limited ("Excel"). Consequently, Excel has become a subsidiary of GCL w.e.f. May 8, 2023. Excel is engaged in business of manufacturing Push pull cables and Control levers.

The Company is public limited company incorporated and domiciled in India. The address of its corporate office is Unit No.1A, 5th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla (West), Mumbai – 400 070.

The Financial statements for the year ended March 31, 2023 were approved by the Board of Directors and authorised for issue on May 12, 2023.

2. Summary of Significant Accounting Policies:

2.1 Statement of compliance:

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013.

2.2 Basis of preparation and presentation:

The financial statements have been prepared on a historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly

transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability as if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

2.3 Non-current assets held for sale:

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

2.4 Revenue recognition:

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable

Notes to the Financial Statements

for the year ended March 31, 2023

consideration on account of various discounts and schemes offered by the Company as part of the contract.

Consequent to the introduction of Goods and Service Tax (GST) with effect from July 1, 2017, Central Excise, Value Added Tax (VAT) etc. have been subsumed into GST. In accordance with Ind-AS 115 on Revenue and Schedule III of the Companies Act, 2013, unlike Excise Duties, levies like GST, VAT etc. are not part of Revenue.

2.4.1 Sale of goods:

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Company is recognising revenue as and when it satisfies the performance obligation by transferring promised goods to a customer and customer obtains control of the same;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company;
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

The Company derives its revenue from sale of engines, power generating sets, farm equipment & Spares. It also earns revenue from servicing power generating sets. The Company also trades in the spares of engines and other products like construction equipment and electric vehicles.

In case of exports the revenue is recognized based on the Bills of Lading received from the shipping companies who assume control of goods on behalf of the customers.

The products which are sold to OEMs and direct end customers, the prices are pre-determined as per negotiations and long term supply contracts. The products through dealer network are sold at dealer prices as determined and circulated by the Company periodically.

The Company also offers cash discounts and volume discounts and the same are netted off against the gross revenue. The volume discounts are accrued on a regular basis based on total sales of each dealer / customer.

The Company disaggregates revenue on the basis of its segments viz. engines, electric mobility and others as well as geographical operations viz. domestic and overseas. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors.

2.4.2 Rendering of services:

Revenue in respect of services is recognised in the accounting year in which the services are performed in accordance with the terms of contract with customers.

2.4.3 Dividend and interest income:

Dividend income from investments is recognised when the Company's right to receive payment has been established.

Interest income from a financial assets is recognised when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

2.5 Foreign currencies:

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). These financial statements

Notes to the Financial Statements

for the year ended March 31, 2023

are presented in Indian rupee (INR), which is the Company's functional and presentation currency. Transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rate of exchange prevailing at the dates of transactions. At the end of each reporting period monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Exchange differences on monetary items are recognised in the Statement of profit and loss in the year in which they arise except for exchange differences arising on marking forward contracts to market rates are recognised in the Statement of profit and loss in the year in which they arise and the premium paid / received is accounted as expenses / income over the period of contract.

2.6 Borrowing cost:

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the year in which they are incurred.

2.7 Employee benefits:

2.7.1 Defined Contribution Plans:

The eligible employees of the Company are entitled to receive benefits under provident fund schemes defined contribution plans, in which both employees and the Company make monthly contributions at a specified percentage of the employees' salary. The contributions are paid to the respective Regional Provident Fund Commissioner and the Central Provident Fund under the State Pension scheme. There are no other obligations other than the contribution payable to the Regional Provident Fund Commissioner and the Central Provident Fund under the State Pension scheme.

Contribution to Superannuation Fund and National Pension Scheme, a defined contribution scheme, is made at pre-determined rates to the

Superannuation Fund managed by Life Insurance Corporation and various asset management companies under National Pension Scheme and is charged to the Statement of profit and loss. There are no other obligations other than the contribution payable to the Superannuation Fund & National Pension Scheme.

2.7.2 Defined Benefit Plans:

For defined benefit retirement plans (i.e. gratuity and ex-gratia) the cost of providing benefits is determined using the projected unit credit method, with independent actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- re-measurement.

2.7.3 Compensated Absences:

Compensated absences which accrue to employees and which are expected to be availed within twelve months immediately following the year end are reported as expenses during the year in which the employee performs the service that the benefit covers and the liabilities are reported at the undiscounted amount of the benefit, and where the availment or encashment is otherwise not expected to wholly occur within the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

There is mandatory clause to avail certain no. of privilege leaves during the financial year, failing which, unavailed minimum privilege leaves will lapse and can not be carried forward.

Notes to the Financial Statements

for the year ended March 31, 2023

2.8 Share-based payment arrangements:

The stock options granted to employees pursuant to the Company's Stock Options Schemes, are measured at the fair value of the options at the grant date. The fair value of the options is treated as discount and accounted as employee compensation cost over the vesting period on a straight line basis. The amount recognised as expense in each year is arrived at based on the number of grants expected to vest. If a grant lapses after the vesting period, the cumulative discount recognised as expense in respect of such grant is transferred to the General reserve within equity. The share based payment equivalent to the fair value as on the date of grant of employee stock options granted to key managerial personnel is disclosed as a related party transaction in the year of grant.

2.9 Goods and Service Tax (GST) paid on incurring expenses or on acquisition of assets:

Expenses and Assets are recognised net of the amount of GST, except

- a. When the tax incurred on purchase of expenses or assets is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- b. The net amount of tax receivable / payable is included as part of other assets or other liabilities, as the case may be.

2.10 Taxation:

2.10.1 Current tax:

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before tax" as reported in the Statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted by the end of the reporting period.

2.10.2 Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year.

2.10.3 Current and deferred tax for the year:

Current and deferred tax are recognised in the Statement of profit and loss, except when they relate to items that are recognised in other comprehensive income, in which case, the current and deferred tax are also recognised in other comprehensive income.

2.11 Earnings per share:

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events (such as bonus shares, share-based payment arrangements), if any, other than the conversion of

Notes to the Financial Statements

for the year ended March 31, 2023

potential equity shares that have changed the number of equity shares outstanding without a corresponding change in resources. For calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.12 Dividends:

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of approval by the Company's Board of Directors.

2.13 Property, plant and equipment:

Cost includes inward freight, taxes (other than taxes recoverable from tax authorities) and expenses incidental to acquisition and installation, up to the point the asset is ready for its intended use. Own manufactured assets are capitalised at factory cost. Certain project related direct expenses incurred at site for the period upto the date of commencement of commercial production are capitalised.

Depreciation on fixed assets is provided under the straight line method over the useful life of the assets. Extra shift depreciation is provided based on the number of shifts for which the plant has worked. Leasehold land is amortised over the primary period of the lease. Leasehold building improvements are written off over the period of lease or their estimated useful life, whichever is lower, on a straight line basis. The residual value of the assets is estimated at 5% of cost. The useful lives of the assets of the Company are as follows:

Asset	Useful lives
Leasehold land	Over lease period
Leasehold improvements	Over lease period
Buildings	30 years
Plant & equipment	15 years
Office equipment	5 years
Furniture and fixtures	10 years
Vehicles	8 years

When an asset is scrapped or otherwise disposed off, the cost and related depreciation are removed from the books and the resultant profit or loss (including capital profit), if any, is reflected in the Statement of profit and loss.

The estimated useful life and residual value is reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

2.14 Business Combinations:

Business combinations, if any, are accounted by using the acquisition method as per Ind AS 103 'Business Combination'. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at fair value on acquisition date and the amount of any non-controlling interests in the acquiree. Acquisition related costs are expensed as incurred. Goodwill is initially measured at cost, being the excess of the net acquisition cost and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the net cost of acquisition, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the Company recognises the gain directly in equity as capital reserve, without routing the same through OCI.

2.15 Investment Property:

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties are measured initially at cost including transaction costs. Subsequent to initial recognition investment properties are measured in accordance with Ind AS 16 "Property Plant and Equipment", requirements for cost model..

An investment property is de-recognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and

Notes to the Financial Statements

for the year ended March 31, 2023

the carrying amount of the asset) is included in the Statement of profit and loss in the year in which the property is de-recognised.

Investment property owned by the Company is depreciated under the straight line method over its estimated useful life of 30 years.

2.16 Leases:

At inception of a contract, the Company assesses whether a contract is or contains a lease. A contract is, or contains, a lease if a contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Ind AS 116 requires a lessee to recognise assets and liabilities for all leases for a term of more than 12 months unless the underlying assets is of low value. Therefore, At the date of commencement of a lease, the Company recognises a right-of-use asset ("ROU assets") and a corresponding lease liability for all leases, except for short term leases and low value leases. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. Lease payments to be made under such reasonably certain extension options are included in the measurement of ROU assets and lease liabilities. ROU assets are amortised on a straight-line basis over the asset's useful life or the lease period whichever is shorter.

Lease liability is measured by discounting the lease payments using the interest rate of the incremental borrowing. Lease liabilities are re-measured with a corresponding adjustment to the related right-of-use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Impairment of ROU assets is in accordance with the policy for impairment of non- financial assets.

The Company has opted for exemption provided under Ind AS 116 "Leases" for short-term leases and leases of low-value assets, hence the lease payments associated with those leases are treated as an expense on a straight-line basis over the lease term.

2.17 Intangible assets:

2.17.1 Intangible assets internally generated or acquired separately:

Own developed intangible assets are capitalised at actual cost. Cost includes all expenses incurred for development of the intangible asset, up to the point the asset is ready for its intended use. Research costs are charged to the Statement of profit and loss in the year in which they are incurred. Product development costs incurred on new engine platform, engines, transmission and new products are recognised as intangible assets, when feasibility has been established, the Company has committed technical, financial and other resources to complete the development and it is probable that asset will generate future economic benefits. The costs capitalized include the cost of materials, direct labour and directly attributable overhead expenditure incurred up to the date the asset is available for use.

Intangible assets with finite useful lives that are acquired separately or own developed intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and residual value is reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

2.17.2 Derecognition of intangible asset:

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of profit and loss in the period when the asset is derecognised.

2.17.3 Useful life of intangible assets:

Estimated useful lives of the intangible assets are as follows:

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for the year ended March 31, 2023

- i) Technical know-how is amortised over a period of 5 years.
- ii) Product development is amortised over a period of 3 to 5 years.
- iii) Computer software is amortised over a period of 4 years.

2.18 Impairment of tangible and intangible assets other than goodwill:

Property, Plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of profit and loss.

2.19 Inventories:

Inventories are valued, after providing for obsolescence, as under:

- a. Raw materials, stores, spares, packing materials, loose tools and traded goods at weighted average cost or net realisable value, whichever is lower.
- b. Work-in-progress at lower of weighted average cost including conversion cost or net realisable value, whichever is lower.
- c. Finished goods at lower of weighted average cost including conversion cost or net realisable value, whichever is lower.

2.20 Provisions:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result

of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.21 Warranties:

Provisions for the expected cost of warranty obligations are recognised at the date of sale of the relevant products as per management's best estimate of the expenditure required to settle the Company's obligation.

2.22 Financial instrument:

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

2.23 Financial asset:

Purchases or sales of financial assets in ordinary course of business are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All financial assets are recognized initially at fair value plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

All recognised financial assets are subsequently measured in their entirety at either amortised cost

Notes to the Financial Statements

for the year ended March 31, 2023

or fair value, depending on the classification of the financial assets.

Disputed Dues are those receivables against which legal cases has been filed with the corresponding legal authorities.

2.23.1 Financial assets at fair value through profit and loss (FVTPL):

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in the Statement of profit and loss. The net gain or loss recognised in the Statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income / Other Expenses' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably.

2.23.2 Impairment of financial assets:

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

For trade receivables or any contractual rights to receive cash or another financial asset that results from transactions that are within the scope of Ind AS 115 "Revenue from Contracts with Customers", the Company always measures their allowances at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivable, the Company has used a practical expedient as permitted under Ind AS 109 "Financial Instruments". This expected credit loss allowance is computed based on a provision

matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

2.23.3 Derecognition of financial assets:

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

2.23.4 Foreign exchange gains and losses:

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, exchange differences are recognised in the Statement of profit and loss, except for those which are designated as hedging instruments in a hedging relationship.

2.24 Financial liabilities:

Financial liabilities are subsequently measured at amortised cost or at FVTPL.

2.24.1 Financial liabilities at FVTPL:

Financial liabilities such as derivative that is not designated and effective as a hedging instrument are classified as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on

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for the year ended March 31, 2023

remeasurement recognised in the Statement of profit and loss. The net gain or loss recognised in the Statement of profit and loss is included in the 'other income / expense' line item.

2.24.2 Financial liabilities subsequently measured at amortised cost:

Financial liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost.

2.24.3 Foreign exchange gains and losses:

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains or losses are determined based on the amortised cost of the instruments and are recognised in 'Other income / Other Expenses'.

The fair value of financial liabilities denominated in foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in the Statement of profit and loss.

2.24.4 Derecognition of financial liabilities:

The Company de-recognises financial liabilities when the Company's obligations are discharged, cancelled or have expired.

2.25 Derivative financial instruments:

The Company enters into foreign exchange forward contracts to manage its exposure to foreign exchange rate risks.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of profit and loss immediately.

2.26 Contingent liabilities and contingent assets:

Contingent liability is disclosed in the case of:

- i) a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation
- ii) a present obligation when no reliable estimate is possible, and
- iii) a possible obligation, arising from past events where the probability of outflow of resources is not remote.

Contingent assets are neither recognised nor disclosed.

Contingent liabilities are reviewed at each balance sheet date and updated / recognised as appropriate.

3. Critical accounting judgements and key sources of estimation uncertainty:

In the application of the Company's accounting policies, which are described in Note 2, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In the following areas the management of the Company has made critical judgements and estimates:

a. Employee Benefits:

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost

Notes to the Financial Statements

for the year ended March 31, 2023

(income) for post employments plans include the discount rate. Any changes in these assumptions will impact the carrying amount of such obligations.

The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the defined benefit obligations. In determining the appropriate discount rate, the Company considers the interest rates of government bonds of maturity approximating the terms of the related plan liability.

b. Useful lives of property, plant and equipment & intangible assets (Including Intangible Asset under development):

The Company reviews the useful life of property, plant and equipment & intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

The Company's assessment of carrying value of intangible under development have inherent challenge with accurately predicting the future economic benefits which includes estimate of volume projection, margin, regulatory changes, expected capital expenditure for production phase and judgement around the probability of acceptance of technology/new product. Estimate and judgement around these inputs are critical to assess the carrying value of assets. The Company undertakes significant levels of research and development activities for engine development and its various uses. A periodic review is undertaken during the life cycle of the engine. The Company applies judgement to determine the point at which the recognition criteria under accounting standard is satisfied.

c. Provision for warranty:

The Company gives warranties for its products, undertaking to repair or replace the items that fail to perform satisfactorily during the warranty period. Provision made at the year-end represents the amount of expected cost of meeting such obligations of rectification / replacement. The timing of the outflows is expected to be within a period of nine to sixty six months.

d. Provisions and Contingent Liabilities:

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance sheet date. These are reviewed at each Balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

e. Impairment of Investment in Subsidiaries:

The investments in subsidiaries are carried at cost and tested for impairment in accordance with provisions applicable to impairment of non-financial assets. The recoverable amount is determined based on value in use. The determination of recoverable amount involves significant judgements such as market value, future projection of revenue, EBITDA, weighted average cost of capital and terminal growth.

The recoverable amount is significantly dependant on achievement of revenue growth and any change in revenue growth projection could have an impact on recoverable value.

Based on the above, no impairment was identified as of March 31, 2023 as the recoverable amount is higher than carrying value.

f. Recoverability assessment of Assets:

In assessing the recoverability of assets such as intangible assets (including intangible assets under development), investments, inventories, trade receivables and other assets, based on current indicators of future economic conditions the Company expects to recover the carrying amounts of its assets. The impact of the global health pandemic, COVID 19, may be different from that presently estimated and would be recognised in the financial statements when material changes to economic conditions arise.

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for the year ended March 31, 2023

Particulars	Right-of-use assets (₹ in Crore)									
	Freehold	Plant & equipment	Office equipment	Furniture & fixtures	Vehicles	Leasehold improvements	Total Property, plant and equipment	Leasehold land	Leased properties	Total Right-of-use assets
Gross carrying amount										
Balance as at April 1, 2021	3.44	279.85	3.94	6.81	0.46	6.39	391.01	20.19	19.04	39.23
Additions	-	0.01	0.06	0.06	-	0.21	10.06	-	14.19	14.19
Classified as asset held for sale	(3.44)	(16.89)	-	-	-	-	(20.33)	-	-	-
Disposals	-	(16.24)	(1.20)	(0.80)	(0.08)	(0.03)	(66.80)	(0.83)	-	(0.83)
Balance as at March 31, 2022	-	57.00	2.80	6.07	0.38	6.57	313.94	19.36	33.23	52.59
Additions	-	4.94	0.19	0.06	-	0.60	12.13	-	7.06	7.06
Classified as asset held for sale	-	(0.01)	(0.17)	-	-	-	(8.19)	-	-	-
Disposals	-	(0.20)	(0.35)	(0.21)	-	(1.86)	(29.36)	-	(4.99)	(4.99)
Balance as at March 31, 2023	-	61.73	2.47	5.92	0.38	5.31	288.52	19.36	35.30	54.66
Depreciation										
Balance as at April 1, 2021	-	(26.45)	(3.13)	(2.78)	(0.22)	(2.96)	(198.66)	(1.35)	(9.09)	(10.44)
Depreciation expense for the year	-	(3.42)	(0.20)	(0.49)	(0.04)	(1.07)	(22.59)	(0.22)	(5.64)	(5.86)
Adjustment on asset held for sale	-	8.02	-	-	-	-	8.02	-	-	-
Impairment	-	-	(0.85)	-	-	-	(0.85)	-	-	-
Disposals	-	6.40	1.15	0.80	0.08	0.02	54.70	0.33	-	0.33
Balance as at March 31, 2022	-	(15.45)	(2.18)	(2.47)	(0.18)	(4.01)	(159.38)	(1.24)	(14.73)	(15.97)
Depreciation expense for the year	-	(2.18)	(0.17)	(0.27)	(0.04)	(0.89)	(18.03)	(0.21)	(5.20)	(5.41)
Adjustment on asset held for sale	-	0.01	0.16	-	-	-	7.43	-	-	-
Impairment	-	-	(1.26)	-	-	-	(1.26)	-	-	-
Disposals	-	0.20	0.33	0.20	-	1.16	27.02	-	-	-
Balance as at March 31, 2023	-	(17.42)	(1.86)	(2.54)	(0.22)	(3.74)	(144.22)	(1.45)	(19.93)	(21.38)
Net carrying Amount										
Balance as at March 31, 2022	-	41.55	106.03	3.60	0.20	2.56	154.56	18.12	18.50	36.62
Balance as at March 31, 2023	-	44.31	94.27	3.38	0.16	1.57	144.30	17.91	15.37	33.28

All the title deed of immovable property (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favor of the Company) are in the name of the company.

Notes to the Financial Statements

for the year ended March 31, 2023

4A - Capital-Work-in Progress (CWIP)

(a) CWIP aging schedule as on March 31, 2023

(₹ in Crore)

Particulars	Amount in CWIP for period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	4.77	2.03	7.05	2.20	16.05

For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, the project-wise details of when the project is expected to be completed as of March 31, 2023 are as follows:

(₹ in Crore)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Various Projects	2.14	-	-	-	2.14

(b) CWIP aging schedule as on March 31, 2022

(₹ in Crore)

Particulars	Amount in CWIP for period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	2.51	7.05	2.20	-	11.76

5 - Intangible assets

(₹ in Crore)

Particulars	Technical knowhow & Product development	Computer software	Non-compete fees	Total Intangible assets
Gross Carrying Amount				
Balance as at April 1, 2021	61.56	14.92	5.00	81.48
Additions	6.29	0.57	-	6.86
Disposals / Discarded	-	(0.17)	-	(0.17)
Balance as at March 31, 2022	67.85	15.32	5.00	88.17
Additions	6.92	1.24	-	8.16
Disposals / Discarded	-	(1.13)	-	(1.13)
Balance as at March 31, 2023	74.77	15.43	5.00	95.20
Amortisation				
Balance as at April 1, 2021	(23.22)	(10.07)	(2.03)	(35.32)
Amortisation expense	(11.01)	(2.14)	(0.83)	(13.98)
Disposals / Discarded	-	0.17	-	0.17
Balance as at March 31, 2022	(34.23)	(12.04)	(2.86)	(49.13)
Amortisation expense	(11.89)	(1.94)	(0.83)	(14.66)
Disposals / Discarded	-	1.12	-	1.12
Balance as at March 31, 2023	(46.12)	(12.86)	(3.69)	(62.67)
Net Carrying Amount				
Balance as at March 31, 2022	33.62	3.28	2.14	39.04
Balance as at March 31, 2023	28.65	2.57	1.31	32.53

Notes to the Financial Statements

for the year ended March 31, 2023

5A - Intangible assets under development

(a) Intangible assets under development aging schedule as on March 31, 2023

(₹ in Crore)

Particulars	Amount in CWIP for period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	11.85	17.29	4.84	23.97	57.95

Intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan, the project-wise details of when the project is expected to be completed as of March 31, 2023 are as follows:

(₹ in Crore)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Crest Project	16.00	-	-	-	16.00
Various Projects	8.20	-	-	-	8.20
Total	24.20	-	-	-	24.20

(b) Intangible assets under development aging schedule as on March 31, 2022

(₹ in Crore)

Particulars	Amount in CWIP for period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	19.79	4.92	7.34	34.55	66.60

Intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan, the project-wise details of when the project is expected to be completed as of March 31, 2022 are as follows:

(₹ in Crore)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Crest Project	-	-	31.84	-	31.84

6 - Investments

I. Non-current Investments

(₹ in Crore)

	As at March 31, 2023		As at March 31, 2022	
	Nos.	Amount	Nos.	Amount
Unquoted Equity instruments (at amortised cost)				
Investment in subsidiaries (fully paid)				
Equity instruments (at amortised cost)				
Greaves Finance Limited (earlier known as Greaves Leasing Finance Limited) (Face Value of Rs. 10/- each)	2,50,000	0.29	2,50,000	0.29

Notes to the Financial Statements

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(₹ in Crore)

	As at March 31, 2023		As at March 31, 2022	
	Nos.	Amount	Nos.	Amount
Greaves Electric Mobility Private Limited (earlier known as Ampere Vehicles Private Limited) (Face Value of Rs. 10/- each)	1,17,19,163	176.30	1,17,19,163	176.30
Refer Note 3.e of significant accounting policies and Note below				
Greaves Technologies Limited (earlier known as Dee Greaves Limited) (Face Value of Rs. 10/- each)	1,39,988	4.19	1,33,851	0.19
Sub-total		180.78		176.78

II. Current Investments

(₹ in Crore)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Nos.	Amount	Nos.	Amount
Investments in Unquoted Mutual Funds measured at FVTPL				
ICICI Pru Overnight Fund- Reg- Growth	24,954	3.00	-	-
Kotak Overnight Fund- Regular Plan Growth	25,207	3.00	-	-
SBI Overnight Fund- Reg- Growth	5,636	2.03	-	-
SBI Overnight Fund- Reg- Growth	5,623	2.03	-	-
Nippon India Overnight Fund- Reg- Growth	208,732	2.51	-	-
ABSL Overnight Fund- Reg- Growth	24,897	3.00	-	-
DSP Overnight Fund- Reg- Growth	33,576	4.02	-	-
UTI Overnight Fund Regular Growth	9,976	3.03	-	-
UTI Overnight Fund Regular Growth	9,974	3.03	-	-
Axis Overnight Fund Growth	33,965	4.02	-	-
Sub-total		29.67		-
Aggregate amount of unquoted investments		210.45		176.78

Footnotes to Investments:

- The non- current investments in unquoted equity shares of subsidiaries are stated at amortised cost.
- During the previous year, the Company acquired 1,33,851 shares having face value of Rs. 10 each for Rs. 0.19 Crore in Greaves Technologies Limited (GTL) from Greaves Finance Limited, with this GTL became wholly owned subsidiary of the Company. During the current year, Company also subscribed to rights issue of 6,137 Shares of GTL for Rs.4 Crores.
- Also refer note 32B.

Particulars of Investments made, loans given and guarantees given with purpose in terms of section 186 (4) of the Companies Act, 2013

(₹ in Crore)

Particulars	2022-23	2021-22	Purpose
Investment	Refer Non-current Investments Note 6 above		
Loan Given	Refer footnote 1 under Note 7-Loans		
Guarantee Given			
Greaves Electric Mobility Private Limited	Nil	175.00	Credit facilities granted by NBFC
	Nil	100.00	Capex & working capital requirements
Bestway Agencies Private Limited	Nil	10.00	Bank facilities for working capital requirements

Notes to the Financial Statements

for the year ended March 31, 2023

7 - Loans

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Non-current		
Loan to subsidiaries (Refer Note 35 and footnote 1 below)	32.00	16.60
Total	32.00	16.60

Footnotes to Loans:

- During the year, the Company granted loan of Rs. 17.40 Crore (previous year Rs. 11.85 Crore) to its 100% owned subsidiary Greaves Finance Limited at an interest rate of 10% p.a. This loan is repayable with interest within 12-24 months or such extended period as may be agreed mutually. The borrower to use the loan for its business requirements and lending to MLR Auto Limited.
 - During the year, the Company granted loan of Rs. 1 Crore (previous year Rs. 4 Crore) to its wholly owned subsidiary Greaves Technologies Limited for its working capital requirements at an interest rate of 10% p.a. This Loan is repayable with interest within 12 months or such extended period as may be agreed mutually. Further, Greaves Technologies Limited repaid an amount of Rs. 3 Crore during the year.
- The Company has not advanced or lent or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), except as listed below:

Sr. No.	Funding party	Intermediary party	Date of remittance	Amount involved (Rs. in Crore)	Nature and purpose of loans / advance	Ultimate Beneficiary	Date of Remittances to Ultimate Beneficiary by Intermediary	Amount (Rs. in Crore)
1	Greaves Cotton Limited	Greaves Finance Limited	27/4/2022	1.00	For Granting Loan to MLR Auto	MLR Auto Limited	28/4/2022	1.00
2	Greaves Cotton Limited	Greaves Finance Limited	13/5/2022	1.00	For Granting Loan to MLR Auto	MLR Auto Limited	13/5/2022	1.00
3	Greaves Cotton Limited	Greaves Finance Limited	10/6/2022	1.50	For Granting Loan to MLR Auto	MLR Auto Limited	22/6/2022	1.50

- Also, Refer Note 32B

8 - Other financial assets

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
8A Non-current		
Security deposits	6.95	5.79
Fixed deposits with financial institutions	30.00	-
Term deposits with Banks maturity exceeding 12 Months at inception	465.02	341.53
Margin money deposits with Banks	2.29	2.21
Other receivables from subsidiaries (Refer Note 35 & Footnote 1 below)	-	10.67
Non-current total	504.26	360.20

Notes to the Financial Statements

for the year ended March 31, 2023

Particulars	As at March 31, 2023	As at March 31, 2022
8B Current		
Export benefit receivables	0.97	1.14
Security deposits	3.85	7.40
Fixed deposits with financial institutions	20.50	20.50
Less: Provision for doubtful deposits	(20.50)	(20.50)
	-	-
Interest receivable	13.82	2.85
Interest receivable from subsidiaries (Refer Note 35 & Footnote 1 below)	0.10	0.35
Other receivable from subsidiaries (Refer Note 35)	0.21	5.13
Insurance claim receivable	-	4.33
Other assets- Receivables towards sale of immovable property.	2.22	0.43
Current total	21.17	21.63
Total	525.43	381.83

Footnotes to Other Financial Assets:

- During the previous year, the Company sold its land admeasuring 32.89 acres situated at Plot No. 72, SIPCOT Industrial Park, Phase II, district Walaja, Ranipet, Tamil Nadu, to its subsidiary Greaves Electric Mobility Private Limited for a total consideration of Rs. 24.75 Crore. The said consideration was receivable in 5 equal installments starting March 31, 2022. The net present value of consideration was Rs.15.69 Crore. However during the current year, Company has received entire consideration of Rs. 19.8 Crore.
- Also, Refer Note 32B

9 - Other assets

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
9A Non-current		
Capital advances	1.39	3.65
Prepaid expenses	2.10	2.18
Balances with Government Authorities	14.67	13.70
Non-current total	18.16	19.53
9B Current		
Advances to suppliers	2.70	7.25
Prepaid expenses	9.81	2.86
Balances with Government Authorities	6.82	6.24
Other advances (Gratuity)	0.07	2.62
Current total	19.40	18.97
Total	37.56	38.50

Notes to the Financial Statements

for the year ended March 31, 2023

10 - Inventories

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Inventories (lower of, cost and net realisable value)		
Raw materials	85.36	77.51
Work-in-progress	5.72	5.60
Finished goods	42.14	31.78
Stock-in-trade	12.97	16.05
Stores and spares	4.57	5.53
Loose tools	3.22	3.23
Total	153.98	139.70

Footnotes to Inventories:

i) Particulars	As at March 31, 2023	As at March 31, 2022
In transit Raw materials (Included above)	4.34	0.77
In transit Stock-in-trade (Included above)	2.08	0.91

- ii) Short Term non fund based limits are secured by hypothecation of all inventory, spares, tools and book debts, present and future, of the Company, which includes Letters of credit and bank guarantees of Rs. 10.54 Crore (previous year Rs. 16.09 Crore) and Rs. 16.82 Crore (previous year Rs. 11.86 Crore) respectively.
- iii) The above inventory values are net of provisions made of Rs.18.36 Crore (March 31, 2022 : Rs.19.65 Crore) for slow moving, obsolete and defective inventory
- iv) There is no write down on value of inventory during the current and previous year.

11 - Trade receivables

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables considered good- Secured*	108.85	82.64
Trade receivables considered good- Unsecured	51.07	95.08
Trade receivables- credit impaired	82.86	73.87
Allowance for credit impaired debts (expected credit loss allowance)	(82.86)	(73.87)
Total	159.92	177.72

* Secured trade receivables are against letters of credit, factoring arrangements, bank guarantees and security deposits.

Footnotes:

- a. Provision matrix
The Company has policy of expected credit loss provisioning. The Overdue debtors are critically reviewed and necessary expected credit loss provisions are made.
- b. Short Term non fund based limits are secured by hypothecation of all inventory, spares, tools and book debts, present and future, of the Company, which includes Letters of credit and bank guarantees of Rs. 10.54 Crore (previous year Rs. 16.09 Crore) and Rs. 16.82 Crore (previous year Rs. 11.86 Crore) respectively.
- c. Also refer Note 32B

Notes to the Financial Statements

for the year ended March 31, 2023

11A - Trade Receivables ageing schedule as at March 31, 2023

(₹ in Crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables							
(i) Considered good- Secured	98.98	8.08	0.92	0.66	0.10	0.11	108.85
(ii) Considered good- Unsecured	40.93	1.43	4.08	3.28	1.19	0.16	51.07
(iii) Credit impaired	0.30	0.10	0.54	3.50	5.45	20.78	30.67
Disputed Trade receivables							
(iv) Credit impaired	-	-	1.45	6.13	3.24	41.37	52.19
	140.21	9.61	6.99	13.57	9.98	62.42	242.78
Less : allowance for credit impaired debts	(0.30)	(0.10)	(1.99)	(9.63)	(8.69)	(62.15)	(82.86)
	139.91	9.51	5.00	3.94	1.29	0.27	159.92

11B - Trade Receivables ageing schedule as at March 31, 2022

(₹ in Crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables							
(i) Considered good- Secured	76.82	4.60	0.73	0.38	0.10	0.01	82.64
(ii) Considered good- Unsecured	63.84	10.60	11.73	7.88	0.93	0.10	95.08
(iii) Credit impaired	-	0.23	0.40	7.37	10.40	11.60	30.00
Disputed Trade receivables							
(iv) Credit impaired	-	-	-	1.37	23.99	18.51	43.87
	140.66	15.43	12.86	17.00	35.42	30.22	251.59
Less : allowance for credit impaired debts	-	(0.23)	(0.40)	(8.74)	(34.39)	(30.11)	(73.87)
	140.66	15.20	12.46	8.26	1.03	0.11	177.72

12 - Cash and cash equivalents

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Cheques, drafts on hand	0.12	0.06
Balances with banks		
In fixed deposit with maturity less than 3 months at inception	22.00	51.50
In current accounts	12.26	16.86
Total	34.38	68.42

Also refer Note 32B

Notes to the Financial Statements

for the year ended March 31, 2023

13 - Bank balances other than cash and cash equivalents

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Term deposits with maturity exceeding 3 months and less than 12 months at inception	-	5.70
Unpaid dividend accounts	3.02	3.92
Total	3.02	9.62

Also refer Note 32B

14 - Assets classified as held for sale

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Leasehold land and buildings thereon	13.07	12.31

Foot Note: The Company had entered into a binding MOU with Runal Developers LLP on August 4, 2021 for sale of Land and Building at Pune for a consideration of Rs. 284 Crore. Based on developments till March 31, 2023, the Company reasonably expects to conclude the definitive agreement by September 30, 2023.

15 - Equity share capital

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised		
37,50,00,000 Equity shares of Rs. 2 each	75.00	75.00
Issued, subscribed and fully paid up		
23,16,48,587 Equity shares of Rs. 2 each (previous year 23,15,21,292 Equity shares of Rs. 2 each)	46.33	46.30
	46.33	46.30

15A - Issued share capital

Particulars	No. of shares	Rs. in Crore
Equity shares of Rs.2 each Issued, subscribed and fully paid up		
As at April 1, 2022	231,521,292	46.30
Add: Equity shares issued pursuant to exercise of options under ESOP-2020 (Refer note 16A)	127,295	0.03
As at March 31, 2023	231,648,587	46.33

Note: During the year, the Company has allotted 1,27,295 fully paid up equity shares of Rs. 2 each on exercise of stock options by employees in accordance with the Greaves Cotton- Employees Stock Option Plan 2020 ("ESOP-2020").

Notes to the Financial Statements

for the year ended March 31, 2023

15B - Details of shareholders holding more than 5% shares in the company

Name of shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of shares held	% of shares held	Number of shares held	% of shares held
Fully paid equity shares				
Karun Carpets Private Limited	129,121,455	55.74%	128,614,955	55.55%

15C - Terms / Rights attached to equity shares

- The Company has only one class of equity shares having face value of Rs. 2 per share. The equity shares rank pari passu in all respects including voting rights and entitlement to the dividend.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, if any, in proportion to the number of equity shares held by them.

15D - Shareholding of Promoters

Promoter Name	As at March 31, 2023		As at March 31, 2022		% Change during the year*
	Number of shares held	% of shares held	Number of shares held	% of shares held	
Karun Carpets Private Limited	129,121,455	55.74%	128,614,955	55.55%	0.19%

Promoter Name	As at March 31, 2022		As at March 31, 2021		% Change during the year*
	Number of shares held	% of shares held	Number of shares held	% of shares held	
Karun Carpets Private Limited	128,614,955	55.55%	128,614,955	55.63%	-0.08%

* % change during the year has been computed on the basis of the number of shares at the beginning of the year.

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of equity shares.

There were no shares issued for consideration other than cash during the period of 5 years immediately preceding the reporting date.

15E Dividend

On May 12, 2023, the Board of Directors has proposed final dividend of Rs.0.90 per share (previous year Rs. 0.20 per share) on face value of Rs. 2 each (total dividend payout Rs.20.8 Crore, (previous year Rs. 4.62 Crore)). The proposed dividend is subject to approval of the shareholders in the ensuing Annual General Meeting.

Notes to the Financial Statements

for the year ended March 31, 2023

16 - Other equity

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Reserves and surplus*		
Capital reserve (Refer Note 1 below)	1.34	1.34
Securities premium (Refer Note 2 below)	35.90	35.38
General reserve (Refer Note 3 below)	347.84	346.78
Capital redemption reserve (Refer Note 1 below)	2.60	2.60
Employee Stock option Plan (Refer Note 16A)	7.53	4.66
Retained earnings	604.01	492.69
Total	999.22	883.45

- This is not available for distribution of dividend.
- Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.
- The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to the Statement of profit and loss.
*Refer Statement of changes in equity

16A Employee Stock option Plan

- During the earlier years, the Company introduced and implemented 'Greaves Cotton- Employees Stock option Plan 2020' (ESOP 2020), with following terms:
 - Create, grant, offer, issue and allot stock options at any time in one or more tranches to or for the benefit of such person(s) who are in the permanent employment of the Company, whether working in India or outside India, including Director of the Company, whether Whole-time Director or not, and such other persons as may from time to time be allowed to be eligible, but excluding Promoter, Promoter group and Independent Directors.
 - Such number of stock options convertible into Equity Shares of the Company, in one or more tranches, not exceeding 2.00% of the paid-up share capital of the Company of the face value of Rs. 2/- each (Rupees Two only) to the eligible employees of the Company, at such price or prices, and on such terms and conditions as may be fixed or determined by the Board.
 - The options would vest after 1 year but not later than 8 years from the date of individual grant as decided by the Nomination and remuneration committee.
 - Exercise Price is the par value of the Share payable by the Eligible Employee for the Exercise of each Option Granted under the Scheme for the allotment of one Share.
 - The Company will follow fair value method for computing the compensation cost, if any, for the Options Granted, in accordance with the applicable Law.
 - The scheme was approved by the Shareholders on July 11, 2020.

Notes to the Financial Statements

for the year ended March 31, 2023

16A - Employee Stock option Plan (cont.)

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
		Greaves Cotton- Employees Stock Option Plan 2020 -ESOP-2020	
i.	Grant price	Rs.2	Rs.2
ii.	Grant date	Various dates	Various dates
iii.	Options granted and outstanding at the beginning of the year	1,735,292	2,128,694
iv.	No. of options granted during the year	383,103	153,976
v.	No. of options exercised	127,295	314,497
vi.	No. of options lapsed	406,805	232,881
vii.	No. of options outstanding at the end of the year	1,584,295	1,735,292
viii.	No. of options exercisable	174,856	-
ix.	Maximum term of options granted	8 years from the grant date	8 years from the grant date
x.	Vesting Period / Schedule	25% at each anniversary from Grant date	25% at each anniversary from Grant date
xi.	Weighted average remaining contractual life of options (in years)	6 years	7 years
xii.	Weighted average share price at the date of exercise of stock options exercised during the year	136.49	202.68

III.

- A. In respect of stock options granted pursuant to the Company's stock options scheme, the fair value of the options granted during the year which is Rs. 195.77 per option (PY Rs. 129.89 per option), is treated as discount and accounted as employee compensation over the vesting period.
- B. Expense on Employee Stock Option Schemes debited to the Statement of profit and loss during 2022-23 is Rs. 4.45 Crore (PY Rs. 4.27 Crore) (net).
- C. The perquisite amount on exercise of employee stock options will be considered as a part of the remuneration of the Executive Directors. Executive Directors may be granted stock options in subsidiary companies as per their Schemes after taking necessary approvals. Perquisites may be added to the remuneration of concerned directors and considered in the limits applicable to the Company.
- IV. The fair value has been calculated using the binomial option pricing model and the significant assumptions and inputs to estimate the fair value of options granted during the year are as follows:

Sr. No.	Particulars	2022-23	2021-22
i.	Weighted average risk-free interest rate	6.55%	6.23%
ii.	Weighted average expected life of options	4.3 years	5.6 years
iii.	Weighted average expected volatility	87.86%	81.94%
iv.	Weighted average expected dividends over the life of the option	Rs.4 per option	Rs.4 per option
v.	Weighted average exercise price	Rs.2 per share	Rs.2 per share

Notes to the Financial Statements

for the year ended March 31, 2023

17 - Other financial liabilities

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Current		
Employee benefits payable	16.46	13.93
Unpaid dividends*	3.02	3.92
Deposits from dealers	3.89	4.96
Creditors- Capital expenditure	4.12	3.71
Others	0.17	2.07
Total	27.66	28.59

*There are no amounts due for payment to the Investor Education and Protection Fund Under Section 125 of the Companies Act, 2013 as at the year end.

Also, Refer Note 32B

18 - Provisions

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
18A Non-current		
Provision for employee benefits		
Ex-gratia	0.26	0.29
Non-current total	0.26	0.29
18B Current		
Provision for employee benefits		
Compensated absences	6.83	7.83
Ex-gratia	0.10	0.14
Provision for warranty	23.92	17.32
Current total	30.85	25.29
Total	31.11	25.58

Movement in provision for warranty

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	17.32	12.79
Provision recognised during the year	13.56	10.55
Amount utilised during the year	(6.96)	(6.02)
Closing balance	23.92	17.32

The Company gives warranties for its products, undertaking to repair or replace the items that fail to perform satisfactorily during the warranty period. Provision made at the year end represents the amount of expected cost of meeting such obligations of rectification / replacement based on the historical data available. The timing of the outflows is expected to be within a period of nine to sixty six months.

Notes to the Financial Statements

for the year ended March 31, 2023

19 - Deferred tax

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
19A Analysis of deferred tax assets presented in the balance sheet:		
Deferred tax assets	28.63	30.67
Deferred tax liabilities	(8.92)	(10.14)
Deferred tax assets (net)	19.71	20.53

19B - Movement in deferred taxes:

During the year ended March 31, 2023

Particulars	Opening balance	Recognised in profit or loss	Closing balance
Deferred tax asset/(liability) in relation to:			
Property, plant and equipment	(10.14)	0.80	(9.34)
Provision for post retirement benefits and other employee benefits	2.08	(0.27)	1.81
Allowance for doubtful debts and advances	18.58	2.23	20.81
Other temporary differences	10.01	(3.58)	6.43
Total	20.53	(0.81)	19.71

During the year ended March 31, 2022

Particulars	Opening balance	Recognised in profit or loss	Closing balance
Deferred tax asset/(liability) in relation to:			
Property, plant and equipment	(9.48)	(0.66)	(10.14)
Provision for post retirement benefits and other employee benefits	2.82	(0.74)	2.08
Allowance for doubtful debts and advances	16.38	2.20	18.58
Other temporary differences	8.77	1.24	10.01
Total	18.49	2.04	20.53

19C - The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Profit before tax	160.72	39.27
Income tax expenses calculated at 25.168% (previous year 25.168%)	40.45	9.88
Differences due to:		
Tax effect of expenses that are not deductible in determining taxable profit	5.17	2.31
Total tax expense	45.62	12.19

Notes to the Financial Statements

for the year ended March 31, 2023

20 - Trade payables

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade payables		
Due to micro enterprises and small enterprises*	31.67	30.22
Other than micro enterprises and small enterprises	212.38	208.98
Total	244.05	239.20

Also, Refer Note 32B

*The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	As at March 31, 2023	As at March 31, 2022
Principal amount and interest due:		
Principal amount	31.67	30.22
Interest due	-	1.80
Amount paid beyond the appointed day	-	34.32
Interest due and payable to suppliers, for payments already made under MSMED Act	-	0.11
Amount of Interest accrued and remaining unpaid at the end of each accounting year	-	0.12
Amount of further interest remaining due and payable even in succeeding years	-	1.80

20A - Trade Payables ageing schedule as at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues-MSME	31.15	0.11	0.10	0.09	0.22	31.67
(ii) Undisputed dues-Others	172.00	36.93	0.56	0.16	2.73	212.38
(iii) Disputed dues-MSME	-	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-	-
Total	203.15	37.04	0.66	0.25	2.95	244.05

20B - Trade Payables ageing schedule as at March 31, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues-MSME	28.72	1.16	0.08	0.24	0.02	30.22
(ii) Undisputed dues-Others	139.38	65.71	1.29	1.30	1.30	208.98
(iii) Disputed dues-MSME	-	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-	-
Total	168.10	66.87	1.37	1.54	1.32	239.20

Notes to the Financial Statements

for the year ended March 31, 2023

21 - Other liabilities

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
21A Non-current		
Advances from customers	16.92	17.46
Non-current total	16.92	17.46
21B Current		
Advances from customers	17.26	16.99
Advances against sale of property (Refer note 14)	84.15	84.15
Statutory dues	12.25	13.76
Current total	113.66	114.90
Total	130.58	132.36

22 - Revenue from operations

(₹ in Crore)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Sale of products		
(i) Finished goods	1,367.98	1,035.81
(ii) Stock-in trade	148.27	125.26
Sub Total	1,516.25	1,161.07
Service income	29.64	14.23
Other operating revenue		
(i) Export incentive	0.26	0.28
(ii) Development cost recovered (Net)	3.61	2.01
Sub Total	3.87	2.29
Total Revenue from operations	1,549.76	1,177.59

23 - Other income

(₹ in Crore)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
a) Interest income from financial assets carried at amortised cost:		
Deposits with Banks	21.77	8.97
Other financial assets	-	0.03
Loan given to subsidiaries (Refer Note 35)	6.94	9.73
b) Other non-operating income :		
Financial assets measured at fair value through profit or loss (unrealised)	0.17	-
Financial assets measured at fair value through profit or loss (realised)	0.30	-
Sale of Property, Plant and Equipment (Net)	0.50	-

Notes to the Financial Statements

for the year ended March 31, 2023

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Foreign Currency Transactions and Translation (Net)	0.34	0.43
Scrap sales	2.13	2.32
Royalty	3.39	0.29
Insurance Claim	0.14	4.35
Liabilities no longer required written back	4.82	4.19
Miscellaneous income	2.03	1.28
Total	42.53	31.59

24 - Cost of materials consumed

(₹ in Crore)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Raw materials consumed:		
Opening stock	77.51	85.33
Add: Purchases	1,002.17	734.06
Less : Closing stock	85.36	77.51
Total Cost of Raw Materials Consumed	994.32	741.88

25 - Purchases of stock-in-trade

(₹ in Crore)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Traded goods	112.62	92.63

26 - Changes in inventories of finished goods, stock-in-trade and work-in-progress

(₹ in Crore)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Opening inventories		
Finished goods	31.78	35.46
Work-in-progress	5.60	5.70
Stock-in-trade	16.05	20.50
Total Opening Balance	53.43	61.66
Closing inventories		
Finished goods	42.14	31.78
Work-in-progress	5.72	5.60
Stock-in-trade	12.97	16.05
Total Closing Balance	60.83	53.43
Total Changes in inventories of finished goods, work-in progress and stock-in-trade	(7.40)	8.23

Notes to the Financial Statements

for the year ended March 31, 2023

27 - Employee benefits expense

Particulars	(₹ in Crore)	
	Year ended March 31, 2023	Year ended March 31, 2022
Salaries and wages	106.03	120.06
Contribution to provident and other funds	9.23	11.16
Staff welfare expenses	6.16	6.27
	121.42	137.49
Less: Capitalised towards product development	6.18	6.66
	115.24	130.83

Employee benefit plans

27A Defined contribution plans

The amount recognised as an expense during the year ended March 31, 2023 towards Provident Fund (including admin charges), ESIC contribution and Superannuation & National Pension Scheme is Rs. 4.13 Crore (previous year Rs. 4.87 Crore), Rs. 0.02 Crore (previous year Rs. 0.03 Crore) and Rs. 3.67 Crore (previous year Rs. 4.14 Crore) respectively.

27B Defined benefit plans

The Company has a defined benefit plan (the 'Gratuity Plan') which is managed by the trusts. The Gratuity Plan provides for a lump sum payment to vested employees at retirement or termination of employment, whichever is earlier, based on the respective employee's last drawn salary and years of employment with the Company. The benefit vests after five years of continued service.

Investment risk	The present value of the defined benefit plan obligation is based on the Indian government security yields prevailing as at March 31, 2023 for estimated terms of obligation. The trustees of the fund have outsourced the investment management to the Insurance Company. The investments are in Unit Linked Insurance Plans, fixed income funds and debt funds.
Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan obligation is calculated with reference to the published rates under the Indian Assured Lives Mortality (2012-14) Ult table. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries taking into account the inflation, seniority, promotion and other relevant factors.

Notes to the Financial Statements

for the year ended March 31, 2023

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	Valuation as at			
	March 31, 2023		March 31, 2022	
Discount rate(s) (p.a.)	7.40%		6.85%	
Expected rate(s) of salary increase (p.a.)	MGMT : 8% NMGT : 6%		MGMT : 8%, NMGT : 6%	
Mortality rates	Age (Years)	Rates (p.a.)	Age (Years)	Rates (p.a.)
	18	0.000874	18	0.000874
	23	0.000936	23	0.000936
	28	0.000942	28	0.000942
	33	0.001086	33	0.001086
	38	0.001453	38	0.001453
	43	0.002144	43	0.002144
	48	0.003536	48	0.003536
	53	0.006174	53	0.006174
	58	0.009651	58	0.009651

Amounts recognised in the Statement of profit and loss in respect of these defined benefit plans are as follows:

Particulars	(₹ in Crore)	
	Year ended March 31, 2023	Year ended March 31, 2022
Service cost:		
Current service cost	1.60	1.86
Net Interest Cost	(0.19)	0.06
Components of defined benefit costs recognised in profit or loss during the year	1.41	1.92
Opening amount recognised in other comprehensive income :	(7.43)	(4.70)
<u>Actuarial (Gain)/ Loss on account of:</u>		
Changes in financial assumptions	(0.46)	(0.27)
Experience adjustments	(0.90)	(2.47)
Actual return on plan assets less interest on plan assets	0.31	(0.10)
Adjustment to recognize the effect of asset ceiling	(0.11)	0.11
Closing amount recognised in other comprehensive income :	(8.59)	(7.43)
Components of defined benefit (income) / cost recognised in other comprehensive income during the year	(1.16)	(2.73)

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the Statement of profit and loss.

The re-measurement of the net defined benefit liability is included in other comprehensive income.

Notes to the Financial Statements

for the year ended March 31, 2023

The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

Particulars	(₹ in Crore)	
	As at March 31, 2023	As at March 31, 2022
Present value of funded defined benefit obligation	13.51	14.90
Fair value of plan assets	13.58	17.82
Funded status	(0.07)	(2.92)
Change in surplus/deficit	-	0.11
Net (asset) arising from defined benefit obligation	(0.07)	(2.81)

Reconciliation of Opening and Closing balances of Defined Benefit Obligation:

Particulars	(₹ in Crore)	
	Year ended March 31, 2023	Year ended March 31, 2022
Opening defined benefit obligation	14.90	17.75
Current service cost	1.60	1.86
Interest on defined benefit obligation	0.91	1.02
<u>Actuarial (Gain)/ loss on Obligations:</u>		
Changes in financial assumptions	(0.46)	(0.27)
Changes in demographic assumptions	-	-
Experience adjustments	(0.90)	(2.47)
Benefits paid	(2.54)	(2.99)
Closing defined benefit obligation	13.51	14.90

Movements in the fair value of the plan assets are as follows:

Particulars	(₹ in Crore)	
	Year ended March 31, 2023	Year ended March 31, 2022
Opening fair value of plan assets	17.82	16.83
Interest income	1.11	0.96
Re-measurement gain / (loss):		
Return on plan assets (excluding amounts included in net interest expense)	(0.32)	0.10
Contributions from the employer	(2.49)	2.92
Benefits paid	(2.54)	(2.99)
Closing fair value of plan assets	13.58	17.82

The fair value of the plan assets at the end of the reporting period for each category, are as follows:

Particulars	Fair Value of plan asset as at	
	March 31, 2023	March 31, 2022
Cash and cash equivalents	0.04	0.04
Non quoted value :		
Insurance company managed fund	13.54	17.78
Total	13.58	17.82

Notes to the Financial Statements

for the year ended March 31, 2023

Sensitivity analysis:

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation (DBO) at the end of the reporting period arising on account of an increase or decrease in the reported assumptions by 50 basis points.

(₹ in Crore)

Particulars	Year ended March 31, 2023		Year ended March 31, 2022	
	Discount rate	Salary escalation rate	Discount rate	Salary escalation rate
Impact of increase in 50 bps on DBO	(0.39)	0.39	(0.44)	0.44
Impact of decrease in 50 bps on DBO	0.42	(0.38)	0.47	(0.42)

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

The average duration of the benefit obligation at March 31, 2023 is 10.41 years (as at March 31, 2022: 10.53 years).

Projected plan cash flow :

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date :

(₹ in Crore)

Maturity profile	2022-2023	2021-2022
Expected benefits for year 1 to 3	5.91	6.49
Expected benefits for year 4 and 5	3.24	3.38
Expected benefits for year 6 and above	14.30	15.03

28 - Finance costs

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Bills Discounting Charges	0.37	0.42
Interest on Lease liabilities & Others	1.74	1.54
Total	2.11	1.96

Notes to the Financial Statements

for the year ended March 31, 2023

29 - Depreciation and amortisation expense

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of property, plant and equipment (Refer Note 4)	18.03	22.59
Depreciation of right-of-use assets (Refer Note 4)	5.41	5.86
Amortisation of intangible assets (Refer Note 5)	14.66	13.98
Total	38.10	42.43

30 - Other expenses

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Stores and spares consumed	7.04	5.32
Power, fuel and electricity	8.61	8.19
Contracting expenses	28.98	25.14
Repairs and maintenance:		
Buildings	0.62	0.93
Plant & equipment	3.17	4.28
Others	2.03	2.38
Brokerage and commission	4.34	4.80
Rent (Refer note 38A)	0.70	1.84
Lease rentals	0.18	0.59
Insurance	1.93	2.26
Bad debts/ advances written-off (i)	0.19	4.83
Less: Allowance for doubtful debts/advances (ii)	(0.08)	(4.33)
Bad debts/ advances written-off (i)-(ii)	0.11	0.50
Allowance for expected credit loss	9.63	13.09
Rates and taxes	2.73	0.67
Advertisement and sales promotion expenses	3.43	7.92
Travelling	8.78	5.01
Loss on sale of property, plant and equipment (Net)	-	0.42
Carriage and freight	21.89	21.18
Director sitting fees	0.41	0.28
Printing & stationery	0.27	0.24
Postage, telephone and fax	1.31	1.21
Warranty expenses	13.56	10.55
Legal, professional and consultancy charges	11.52	8.81
After sales service expenses	25.44	13.84
Impairment of property, plant and equipment (Net)	1.26	-
Assets under development written off	-	0.10
Miscellaneous expenses	25.63	19.73
Total	183.57	159.28

Notes to the Financial Statements

for the year ended March 31, 2023

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
30A Miscellaneous expenses include:		
Auditors' remuneration and expenses		
Statutory audit fees	0.67	0.61
Limited review	0.34	0.31
Fees for certification	0.02	0.02
Reimbursement of out-of-pocket expenses	@	0.03
Payments to tax auditors		
Tax audit fees	0.08	0.08
Payments to cost auditors		
Cost audit fees	0.09	0.09
Reimbursement of out-of-pocket expenses	@	@
@ Represents amount less than Rs. 1 lakh		
30B Expenditure incurred on corporate social responsibility activities :		
(1) Gross amount required to be spent by the Company during the year as per Section 135 of the Companies Act, 2013	1.78	2.87
(2) Amount approved by the Board	2.00	3.20
(3) Amount spent during the year on :		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	2.00	# 2.87
(4) Shortfall at the end of the year	-	-
(5) Total of previous years shortfall	-	-
(6) Reason for shortfall	NA	NA
(7) nature of CSR activities		Reskilling, Education, Health and Environment

Includes Rs.0.03 Crore spent subsequently before April 30, 2022 as per the provisions of the Act.

31 - Exceptional items

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
(i) Profit on sale of immovable properties	4.90	19.86
(ii) Profit on sale of PPE	-	2.11
(iii) Impairment loss of PPE and Intangible assets under development	(15.84)	(9.42)
(iv) Factory relocation expenses	(1.56)	(5.22)
(v) Sale of Brand	19.49	-
Exceptional items (net)	6.99	7.33

Notes to the Financial Statements

for the year ended March 31, 2023

32 - Risk management

The Company's activities expose it to a variety of financial risks: market risk, credit risk, and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

32A Capital risk management :

The Company's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Company. The Company determines the capital management requirement based on annual operating plans and long term and other strategic investment plan.

32B Financial instruments :

The Significant Accounting Policies in respect of each class of financial asset, financial liability and equity instrument including criteria for their recognition, the basis of measurement are as disclosed in Note No. 6, 7, 8, 11, 12, 13, 17, 20 & 38 to the financial statements. These Notes also mention the basis on which the income & expenses are recognised.

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Financial assets		
Measured at amortised cost *		
Cash and bank balances	37.40	78.04
Term deposits with Banks maturity exceeding 12 Months at inception	465.02	341.53
Fixed deposits with financial institutions	30.00	-
Trade receivables	159.92	177.72
Security deposits	10.80	13.19
Margin money with Banks	2.29	2.21
Loan to subsidiaries	32.00	16.60
Interest receivable from subsidiaries	0.10	0.35
Others	17.22	24.55
Measured at fair value through profit and loss		
Current Investments	29.67	-
Financial liabilities		
Measured at amortised cost *		
Trade payables	244.05	239.20
Unpaid dividends	3.02	3.92
Deposits from dealers	3.89	4.96
Creditors- Capital expenditure	4.12	3.71
Others	0.17	2.07
Employee benefits payable	16.46	13.93
Lease liability (Refer Note 38)	20.03	17.07

* The Management considers carrying amount of financials assets and financial liabilities in the financial statements as approximate fair values of respective financial assets and liabilities.

Notes to the Financial Statements

for the year ended March 31, 2023

32C Financial and liquidity risk management objectives :

- i) Liquidity risk is the risk that the Company may encounter difficulty in meeting its obligations. The Company monitors the rolling forecast of its liquidity position based on expected cash flows. The Company's approach is to ensure that it has sufficient liquidity or borrowing headroom to meet its obligations at all points in time. The Company has sufficient short-term fund-based lines, which provide healthy liquidity and these carry the highest credit quality rating from a reputed credit rating agency.
- ii) The Company has a policy of investing surplus funds in fixed deposits with banks and in overnight debt mutual funds.
- iii) The average payment terms of creditors (trade payables) is in the range of 60-180 days. In case of MSMED creditors the payment terms are within 45 days. Other financial liabilities viz. employee payments, dealer deposits are payable within one year.
- iv) Trade receivables are secured against letters of credit, factoring arrangements, bank guarantees and security deposits. At the end of the year, there is no significant concentration of credit risk for trade receivables as only five parties have more than 5% of the total outstanding amount and one of them is fully secured against factoring arrangement & two of them are fully secured against letter of credit.
- v) Of the total outstanding as at reporting date, 68.1% of the reported trade receivables are secured receivables. In case of unsecured receivables, the Company has a credit policy where the provision for debts outstanding is made based on provision matrix to compute the expected credit loss allowance taking into account historical experience of collection from customers and the credit limits as determined by the management.

(₹ in Crore)

Particulars	As at March 31, 2023		
	Less than 1 year	More than 1 year	Total
Trade payables	244.05	0	244.05
Lease liabilities	4.38	12.92	17.30
Other financial liabilities	27.66	0	27.66
Total	276.09	12.92	289.01

(₹ in Crore)

Particulars	As at March 31, 2022		
	Less than 1 year	More than 1 year	Total
Trade payables	239.20	0	239.20
Lease liabilities	9.59	10.88	20.47
Other financial liabilities	28.59	0	28.59
Total	277.38	10.88	288.26

Notes to the Financial Statements

for the year ended March 31, 2023

32D Foreign currency risk management :

Foreign currency risk is the risk that the fair value of future cash flows of exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

The use of foreign currency forward contracts is governed by the Company's Risk Management Policy. The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions for amounts in excess of natural hedge available on export realisations against import payments. The Company does not use forward contracts for speculative purposes.

The Carrying amounts of the Company's foreign currency denominated unhedge monetary assets and liabilities at the end of each reporting period are as follows.

(₹ in Crore)

Particulars	Assets		Liabilities	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
USD	5.16	4.41	0.25	2.66
EUR	0.73	2.57	0.09	0.15
GBP	-	-	0.22	0.92
CNY	-	-	0.05	0.05

Particulars	Change in currency exchange rate	Effect on profit before tax		Effect on equity	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
USD	+5%	0.25	0.09	0.18	0.07
	-5%	(0.25)	(0.09)	(0.18)	(0.07)
EUR	+5%	0.03	0.12	0.02	0.09
	-5%	(0.03)	(0.12)	(0.02)	(0.09)
GBP	+5%	(0.01)	(0.05)	(0.01)	0.03
	-5%	0.01	0.05	0.01	(0.03)
CNY	+5%	(0.00)	(0.00)	(0.00)	(0.00)
	-5%	0.00	0.00	0.00	0.00

32E Credit risk management :

The Company has credit management policy for its trade receivables. To minimise the risk, the Company takes letters of credit, bank guarantees and security deposits from the customers based on the credit worthiness. Ongoing credit evaluation is performed on the financial condition of trade receivables.

Trade receivables are secured against letters of credit, factoring arrangements, bank guarantees and security deposits. At the end of the year, there is no significant concentration of credit risk for trade receivables as only five parties have more than 5% of the total outstanding amount and one of them is fully secured against factoring arrangement & two of them are fully secured against letter of credit.

Notes to the Financial Statements

for the year ended March 31, 2023

There is no single customer dependency. As at March 31 2023, the Company has top five unsecured customers that owed to the company Rs.30.2 Crore which accounted for 19% of the total trade receivables. (As at March 31, 2022, the Company had top five unsecured customers that owed the Company approximately ₹ 29.4 Crore which accounted for 17% of the total trade receivables).

32F Fair value measurements :

Quantitative disclosures fair value measurement hierarchy as at March 31, 2023:

(₹ in Crore)

Particulars	Date of Valuation	Quoted prices in active markets (Level1)
Assets measured as fair value :		
Investment in mutual funds (refer note 6)	March 31, 2023	29.67

Quantitative disclosures fair value measurement hierarchy as at March 31, 2022:

(₹ in Crore)

Particulars	Date of Valuation	Quoted prices in active markets (Level 1)
Assets measured as fair value :		
Investment in mutual funds (refer note 6)	March 31, 2022	-

Level- 1 :

Inputs are quoted prices in active market for identical assets or liabilities that the entity can access at the measurement date.

32G Market Risk :

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risks: Currency risk and interest rate risk. Financial instruments affected by market risk include investments, trade payables, trade receivables and loans.

32H Interest Rate Risk :

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rate change does not affect significantly to the company. Company does not have any exposure to the future cash flows resulting from change in interest rate as the Company's net obligations and assets carries fixed interest rate.

33 - Segment information

In accordance with Ind AS 108 'Operating Segments', segment information has been given in the consolidated financial statements of the Company and therefore, no separate disclosure on segment information is given in standalone financial statements.

Notes to the Financial Statements

for the year ended March 31, 2023

34 - Earnings per share

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Face Value per Equity Share	2.00	2.00
Net Profit for the year	115.10	27.08
Weighted average number of equity shares outstanding for the purpose of basic earnings per share	231,561,423	231,262,959
Basic earnings per share	4.97	1.17
Weighted average number of equity shares outstanding	231,561,423	231,262,959
Add: Weighted average number of potential equity shares on account of Employee stock options	1,656,114	2,026,916
Weighted average number of equity shares outstanding for the purpose of diluted earnings per share	233,217,537	233,289,875
Diluted earnings per share	4.94	1.16

35 - Related party transactions

I. List of related parties :

35A Name of Related party where control exists:

Karun Carpets Private Limited

35B Subsidiary Companies :

Greaves Electric Mobility Private Limited (Formerly known as Ampere Vehicles Private Limited)

Bestway Agencies Private Limited

Greaves Technologies Limited (Formerly known as Dee Greaves Limited)

Greaves Finance Limited (Formerly known as Greaves Leasing Finance Limited)

Greaves Technologies Inc.

35C Associate Company :

MLR Auto Limited

35D Promoter and the promoter group companies, where company has transactions during the year :

Mr Karan Thapar, Chairman

EICL Limited

Premium Transmission Private Limited

Notes to the Financial Statements

for the year ended March 31, 2023

35E Key management personnel :

Mr. Nagesh A Basavanhalli	:	Managing Director & Group CEO upto August 11, 2022
	:	Vice Chairmen from August 12, 2022
Mr. Ajit Venkataraman	:	Executive Director upto May 31, 2022
Dr. Arup Basu	:	Deputy Managing Director from May 12, 2022
	:	Managing Director from August 12, 2022
Mr. Dalpat Raj Jain	:	Group Chief Financial Officer
Mr. Atindra Basu	:	General Counsel & Company Secretary

II.

35F Transactions with related parties :

The following transactions occurred with the related parties:

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Sales and purchases of goods and services		
Sale of goods		
Associate		
MLR Auto Limited	10.44	2.06
Promoter group company		
Premium Transmission Private Limited	@	0.01
Sale of Assets		
Subsidiaries		
Greaves Electric Mobility Private Limited	20.10	25.59
Associate		
MLR Auto Limited	0.01	-
Purchase of Goods		
Subsidiaries		
Bestway Agencies Private Limited	-	0.01
Associate		
MLR Auto Limited	0.89	1.27
Rendering of services/Reimbursement of expenses		
Subsidiaries		
Greaves Electric Mobility Private Limited	6.15	4.40
Bestway Agencies Private Limited	0.83	0.06
Greaves Technologies Limited	0.08	@
Greaves Finance Limited	0.20	0.01
Associate		
MLR Auto Limited	@	-
Royalty Income		
Subsidiaries		

Notes to the Financial Statements

for the year ended March 31, 2023

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Greaves Electric Mobility Private Limited	2.71	0.19
Bestway Agencies Private Limited	0.17	0.03
Greaves Technologies Limited	0.44	0.08
Greaves Finance Limited	0.07	@
Other transactions		
Commission and sitting fees paid		
Mr Karan Thapar	0.34	0.28
Consultancy Charges		
Mr Nagesh Basavanhalli	-	0.04
Commission received		
MLR Auto Limited	0.04	0.05
Lease rent expenses paid to subsidiaries		
Greaves Finance Limited	0.31	0.31
Lease rent expenses paid to Promoter group company		
Premium Transmission Private Limited	0.02	0.04
Interest Income from subsidiaries		
Greaves Electric Mobility Private Limited	-	5.12
Bestway Agencies Private Limited	-	3.25
Greaves Finance Limited	2.48	0.24
Greaves Technologies Limited	0.34	0.16
Investment in subsidiary		
Greaves Finance Limited	-	0.19
Subscribed to Right issue of Shares		
Greaves Technologies Limited	4.00	-
Loan given to Subsidiaries		
Greaves Electric Mobility Private Limited	-	86.86
Bestway Agencies Private Limited	-	3.00
Greaves Finance Limited	17.40	11.85
Greaves Technologies Limited	1.00	4.00
Loan repaid by Subsidiaries		
Greaves Electric Mobility Private Limited	-	107.50
Greaves Technologies Limited	3.00	-
Bestway Agencies Private Limited	-	34.95
Dividend paid		
Karun Carpets Private Limited	2.57	2.57
Deposit towards development cost		
MLR Auto Limited	0.50	-
Guarantees given to Subsidiaries		
Greaves Electric Mobility Private Limited	-	275.00
Bestway Agencies Private Limited	-	10.00

@ Represents amount less than Rs. 1 lakh

Notes to the Financial Statements

for the year ended March 31, 2023

The following balances were outstanding as at end of the reporting period :

(₹ in Crore)

Particulars	Amounts owed by related parties as at		Amounts owed to related parties as at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Subsidiary companies				
Greaves Electric Mobility Private Limited	0.54	20.15	-	-
Bestway Agencies Private Limited	0.05	0.10	-	-
Greaves Finance Limited	30.08	12.61	-	-
Greaves Technologies Limited	2.07	4.01	-	-
Associate company				
MLR Auto Limited	2.45	0.88	-	-
Promoter group company				
Premium Transmission Private Limited	0.01	0.02	-	-

During the year, the Company did not enter into any material transactions (as defined in the Company's Policy on Related Party Transaction) with related parties. All other transactions of the Company with related parties were in the ordinary course of business and at an arm's length.

The amounts outstanding are unsecured and will be settled in cash. No amounts are written off / written back during the year (previous year Nil).

35G Compensation of key management personnel :

The remuneration of directors and other members of the key management personnel during the year were as follows:

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Short-term employee benefits	12.76	16.14
Post-employment benefits	0.42	0.36
Total	13.18	16.50

Notes :

1. The remuneration of directors and key executives is determined by the Nomination & Remuneration Committee having regard to the performance of individuals and market trends.
2. Short term employee benefits include incentive paid during the year.
3. Stock options granted to key management personnel during the year is 3,83,103 (Also, Refer Note 16A).

Notes to the Financial Statements

for the year ended March 31, 2023

36 - Contingent liabilities

(₹ in Crore)

Particulars	As at March 31 2023	As at March 31 2022
a) Sales tax liability that may arise in respect of matters in appeal	16.16	44.67
b) Excise duty liability that may arise in respect of matters in appeal	25.76	25.91
c) Claims made against the company, not acknowledged as debts	31.96	33.34
d) Wage demand not acknowledged by the company in respect of matters in appeal	9.69	7.70

- The Company presently does not expect any outflow in respect of the above contingent liabilities.
- It is not practical to estimate the timing of cash outflows, if any, in respect of matters (a) to (d) above, pending resolution of the appellate proceedings.

37 - Commitments

(₹ in Crore)

Particulars	As at March 31 2023	As at March 31 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances).	4.52	15.71

38 - Leases

On adoption of Ind AS 116 : Leases, the Company recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of Ind AS 17 Leases. These liabilities are measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate, presently determined at 8.50%.

On application of Ind AS 116, the nature of expenses has changed from lease rent to depreciation cost for the right-of-use assets, and finance cost for interest accrued on lease liability.

38A Disclosure as per the requirement of Ind AS 116

Amounts recognised in the Balance Sheet

The Balance Sheet shows the following amounts relating to leases:

(₹ in Crore)

Particulars	As at March 31 2023	As at March 31 2022
Right-of-use assets	33.28	36.62
Lease liabilities		
Non-current	12.92	10.88
Current	4.38	9.59

Notes to the Financial Statements

for the year ended March 31, 2023

Amounts recognised in the Statement of profit and loss

The Statement of profit or loss shows the following amounts relating to leases:

(₹ in Crore)

Particulars	As at March 31 2023	As at March 31 2022
Depreciation charge on right-of-use assets (Refer note 4 & 29)	5.41	5.86
Interest expense (included in finance costs) (Refer note 28)	1.68	1.54
Expense relating to short term leases not included in lease liabilities (Refer note 30)	0.41	0.46

The total cash outflow towards leases for the year ended March 31, 2022 was Rs.5.73 Crore (previous year Rs.6.71 Crore)

38B Movement in lease liabilities during the year

(₹ in Crore)

Particulars	As at March 31 2023	As at March 31 2022
Opening Balance	20.47	11.45
Additions during the year	7.06	14.19
Deletions during the year	(6.18)	0.00
Finance costs incurred during the year	1.68	1.54
Payments of Lease Liabilities	(5.73)	(6.71)
Closing Balance	17.30	20.47

38C The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2023 on an undiscounted basis:

(₹ in Crore)

Particulars	As at March 31 2023	As at March 31 2022
Not later than 1 year	5.63	4.59
Later than 1 year and not later than 5 years	14.4	12.48
Total undiscounted lease liabilities	20.03	17.07

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Extension and termination options

Extension and termination options are included in some of the leases entered by the Company. These are used to maximise operational flexibility in terms of managing the assets in the Company's operations. The majority of extension and termination options held are exercisable by both the Company and by the respective lessor. Further as on the reporting date the Company expects not to use those options.

Notes to the Financial Statements

for the year ended March 31, 2023

39 - Ratios

(₹ in Crore)

Sr. no.	Particulars	Numerator	Denominator	FY 2023	FY 2022	% Variance	Reason for variance
a)	Current Ratio	Current Assets	Current liabilities	1.0	1.03	-5%	
b)	Debt-Equity Ratio			NA	NA	NA	
c)	Debt Service Coverage Ratio			NA	NA	NA	
d)	Return on Equity Ratio	Profit after taxes	Average equity	12%	3%	294%	Revenue grew by 32% leading to higher PAT.
e)	Inventory turnover ratio	Revenue from operations	Average Inventory	10.55	8.00	32%	During current year, sales have increased while average inventory maintained at same level resulting in the improvement.
f)	Trade Receivables turnover ratio	Revenue from operations	Average trade receivables	9.18	6.19	48%	During current year, sales have increased while average trade Receivables are maintained at same level resulting in the improvement.
g)	Trade payables turnover ratio	Net Purchases (Raw material + Traded goods)	Average trade payables	5.33	3.49	53%	During current year, sales have increased while average trade payables are maintained at same level resulting in the improvement.
h)	Net capital turnover ratio	Revenue from operations	Working capital	-178.88	89.01	(301%)	Variance is on account substantial increase in revenue.
i)	Net profit ratio	Profit after taxes	Revenue from operations	7%	2%	223%	Revenue grew by 32% leading to higher PAT and thus increase in net profit ratio is higher.
j)	Return on Capital employed	EBIT (Profit before taxes + Finance cost)	Average capital employed	16%	5%	266%	Revenue grew by 32% leading to higher EBITDA.
k)	Return on investments (FD)	Interest Income	Average of investments in bank deposit	5%	3%	74%	Overall FD interest rates increased compared to FY22
l)	Return on investments (Mutual Fund)	Finance Income	Average of investments in Mutual Fund	6%	NA		

Notes to the Financial Statements

for the year ended March 31, 2023

40 - Additional Regulatory Information

- i. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- ii. The Company has Working Capital Limits sanctioned from banks and financial institutions on the basis of security of Stock and Book Debts. The quarterly returns or statements of Stock and Book Debts filed by the Company with banks and financial institutions are in agreement with the Unaudited books of accounts.
- iii. The Company does not have any transactions with companies struck off u/s 248(5) of the Companies Act, 2013 except for the following entities:

(₹ in Crore)

Name of the struck off company	Nature of transactions with struck off company	As at March 31 2023	As at March 31 2022
Dream Land Amusement Parks Private Limited	Receivables*	0.02	0.02
Emingstar Power Builders Private Limited	Receivables*	0.63	0.63
Rajshi Media Private Limited	Payable	-	(0.01)
Raahat Hotels And Resorts Private Limited	Payable	-	@

*Receivables from above struck off companies are fully provided in books.

@ Represents amount less than Rs. 1 lakh

- iv. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- v. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- vi. The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- vii. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.)

41 - The figures for the corresponding previous year have been regrouped, wherever necessary, to make them comparable with the figures of the current year.

In terms of our report of even date attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Mehul Parekh
Partner
Mumbai, May 12, 2023

For and on behalf of the Board

Dr. Arup Basu
Managing Director
DIN : 02325890

Dalpat Raj Jain
Group Chief Financial Officer

Nagesh Basavanhalli
Vice Chairman
DIN : 01886313

Atindra Basu
General Counsel & Company Secretary

Information on Subsidiary Companies

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/ associate companies joint ventures

Part "A" : Subsidiaries

(₹ in Crore)

Date of Acquisition	Greaves Finance Limited	Greaves Technologies Limited	Greaves Electric Mobility Private Limited	Bestway Agencies Private Limited
	Since inception	Since inception	From Oct 23, 2018	From Jul 14, 2020
	Financial Year ended March 31, 2023			
A) Share Capital	0.25	0.14	18.65	0.02
B) Reserves/ Surplus in profit & loss	(0.77)	3.96	1,109.02	(50.34)
C) Total Assets	33.50	10.64	1,389.42	24.03
D) Total Liabilities	34.02	6.54	261.75	74.35
E) Investments (as per details attached)	3.09	-	109.67	0.00
F) Turnover (including other income)	4.33	25.21	1,092.35	70.69
G) Profit/ (Loss) before taxation	(2.90)	(0.26)	6.69	(17.61)
H) Provision for taxation	-	(0.03)	0.14	0.55
I) Profit/ (Loss) after taxation	(2.90)	(0.23)	6.55	(18.16)
J) Proposed Dividend	-	-	-	-
K) Extent of shareholding	100%	100%	62.85%	100%

Part "B" : Associates and Joint Ventures

(₹ in Crore)

Date of Acquisition	MLR Auto Limited
	From Oct 22, 2021
	Financial Year ended March 31, 2023
A) Share Capital	72.35
B) Reserves/ Surplus in profit & loss	(138.49)
C) Total Assets	27.84
D) Total Liabilities	93.98
E) Investments (as per details attached)	@
F) Turnover (including other income)	45.29
G) Profit/ (Loss) before taxation	(26.30)
H) Provision for taxation	-
I) Profit/ (Loss) after taxation	(26.30)
J) Proposed Dividend	-
K) Extent of shareholding	26%

@ Represents amount less than ₹ 1 lakh

In terms of our report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Mehul Parekh
Partner

Mumbai, May 12, 2023

For and on behalf of the Board

Dr. Arup Basu
Managing Director
DIN : 02325890

Dalpat Raj Jain
Group Chief Financial Officer

Nagesh Basavanhalli
Vice Chairman
DIN : 01886313

Atindra Basu
General Counsel & Company Secretary

Information on Subsidiary Companies

Details of investments made by Subsidiary Companies as at March 31, 2023

(₹ in Crore)

	As at March 31, 2023		As at March 31, 2022	
	Nos.	Amount	Nos.	Amount
Current Investments				
Greaves Electric Mobility Private Limited				
Investments in subsidiaries (Unquoted)				
Bestway Agencies Private Limited	1,110	6.76	1,110	6.76
Investments in associate (Unquoted)				
MLR Auto Limited	18,810,000	18.81	18,810,000	18.81
Sub Total		25.57		25.57
Greaves Finance Limited				
Investments in equity shares (Quoted)				
Fair value through profit or loss				
ABB Limited	1	0.00	1	0.00
Ashok Leyland Limited	20	0.00	20	0.00
Bajaj Auto Limited	20	0.01	20	0.01
Bajaj Finance Services Limited	10	0.01	10	0.01
Bajaj Holdings and Investment Limited	10	0.01	10	0.01
Bharat Heavy Electricals Limited	7	0.00	7	0.00
Bosch Limited	1	0.00	1	0.00
Cummins India Limited	14	0.00	14	0.00
Elecon Engineering Limited	150	0.01	150	0.00
Force Motors Limited	10	0.00	10	0.00
Hindustan Unilever Limited	1	0.00	1	0.00
Honda Siel Power Products Limited	10	0.00	10	0.00
Ingersoll Rand (India) Limited	10	0.00	10	0.00
Kennametal Widia Limited	10	0.00	10	0.00
Kirloskar Industries Limited	5	0.00	5	0.00
Kirloskar Oil Engines Limited	75	0.00	75	0.00
Larsen & Toubro Limited	45	0.01	45	0.01
Mahindra & Mahindra Limited	132	0.02	132	0.01
Maruti Suzuki India Limited	1	0.00	1	0.00
Shanthy Gears Limited	200	0.01	200	0.00
Siemens Limited	1	0.00	1	0.00
Steel Authority of India Limited	1	0.00	1	0.00
Swaraj Engines Limited	30	0.00	30	0.00

Information on Subsidiary Companies

	As at March 31, 2023		As at March 31, 2022	
	Nos.	Amount	Nos.	Amount
Tata Motors Limited	25	0.00	25	0.00
UltraTech Cement Limited	4	0.00	4	0.00
Vesuvias Limited	10	0.00	10	0.00
VST Tillers Tractors Limited	15	0.00	15	0.00
Investments in equity shares (Unquoted)				
Alfa Laval India Limited	1	0.00	1	0.00
Birla Power Solutions Limited	120	0.00	120	0.00
Wellwind Industry Limited	100	0.00	100	0.00
Wartsila India Limited	10	0.00	10	0.00
Sub Total		0.09		0.07
Provision on non current investment		@		@
Total		25.66		25.64
Aggregate amount of unquoted investments		@		@
Aggregate amount of quoted investments and market value thereof		0.09		0.07

Information on Subsidiary Companies

Details of investments made by Subsidiary Companies as at March 31, 2023

(₹ in Crore)

	As at March 31, 2023		As at March 31, 2022	
	Nos.	Amount	Nos.	Amount
Current Investments				
Greaves Electric Mobility Private Limited				
Investments in Mutual Funds				
Fair value through profit or loss				
Kotak Overnight fund	92,120	11.02	-	-
Kotak Overnight fund	110,076	50.07	-	-
Kotak Liquid fund	43,998	20.01	-	-
Kotak Liquid fund	25,092	3.00	-	-
Sub Total		84.10		-

Independent Auditor's Report

To the Members of Greaves Cotton Limited Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Greaves Cotton Limited ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group") which includes the Group's share of loss in its associate, which comprise the Consolidated Balance Sheet as at 31st March 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements / financial information of the subsidiaries and an associate referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2023, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the sub paragraph (a) of the Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. Key Audit Matter No.	Auditor's Response
<p>1 FAME II Subsidy</p> <p>Greaves Electric Mobility Private Limited (GEMPL), subsidiary, recognises subsidy under "Faster Adoption and Manufacturing of Electric and Hybrid Vehicles in India" scheme (FAME Scheme) from Government authorities in connection with manufacture and sales of high speed electric two wheelers.</p>	<p>Principal Audit Procedures performed:</p> <ul style="list-style-type: none"> Assessed the appropriateness of the accounting policy for subsidy as per the relevant accounting standard; Evaluated the design and implementation of the internal financial controls over recognition and measurement of FAME subsidy in accordance with the Company's accounting policy. On sample basis, we tested the operating effectiveness of such controls. On sample basis, we performed test of details relating to the FAME II subsidy, identifying the specific conditions and approval requirements attached to the FAME II subsidy;

Sr. Key Audit Matter No.	Auditor's Response
<p>Management evaluates, at the end of each reporting period, whether GEMPL has complied with the relevant conditions attached to each subsidy and whether there is a reasonable assurance that the subsidy will be received, in order to determine the timing and amounts of subsidy to be recognized in the consolidated financial statements. We identified the recognition of subsidy as a key audit matter considering management judgement involved in assessing compliance with underlying conditions and its realisation.</p>	<ul style="list-style-type: none"> evaluated the basis of management's judgement regarding fulfilment of conditions attached to the subsidy and reasonable assurance that subsidy will be received. This included examining, on a sample basis, the terms of the underlying documentation, correspondence with the government authority and whether corresponding sales were made in respect of such subsidy; assessed the adequacy and appropriateness of the disclosures made in accordance with the relevant accounting standard.
(Refer note 7 to the consolidated financial statements)	

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis report, Director's Report including Annexures to Director's Report, Business Responsibility Report and Corporate Governance but does not include the consolidated financial statements, standalone financial statements and our auditor's reports thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries and an associate audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries, and an associate, is traced from their financial statements audited by the other auditors.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its associate in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management of the companies included in the Group and of its associate are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate are also responsible for overseeing the financial reporting process of the Group and of its associate.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when

it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by the other auditors, such and other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- (a) We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets of Rs. 68.17 crores as at 31st March, 2023, total revenues of Rs. 100.16 crores and net cash outflows amounting to Rs. 1.21 crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of Rs. 6.84 crores for the year ended 31st March, 2023, as considered in the consolidated financial statements, in respect of an associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and an associate, and our

report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and an associate is based solely on the reports of the other auditors.

- (b) We did not audit the financial information of a subsidiary, whose financial statements reflect total assets of Rs. Nil as at 31st March, 2023, total revenues of Rs. Nil and net cash flows amounting to Rs. Nil for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries and an associate referred to in the Other Matters section above we report, to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Parent as on 31st March, 2023 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies and an associate company incorporated in India, none of the directors of the Group companies and its associate company incorporated in India is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent, subsidiary companies and an associate company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of subsidiary companies and an associate company incorporated in India, the remuneration paid by the Parent Company, such subsidiaries companies and an associate company to their respective directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate- Refer Note 37 to the consolidated financial statements.
 - ii) The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent, its subsidiary companies and an associate company.
 - iv) (a) The respective Managements of the Parent, its subsidiaries and an associate which are companies incorporated

in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries and an associate respectively that, to the best of their knowledge and belief, other than as disclosed in the note 36G to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries and an associate to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company or any of such subsidiaries and an associate (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Parent and its subsidiaries and an associate which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries and an associate respectively that, to the best of their knowledge and belief, other than as disclosed in the note 36G to the consolidated financial statements, no funds have been received by the Parent or any of such subsidiaries and an associate from any person(s) or entity(ies), including foreign or entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries and an associate shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries and an associate which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor’s notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) The final dividend proposed in the previous year, declared and paid by the Parent during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 15E to the consolidated financial statements, the Board of Directors of the Parent have proposed final dividend for the year which is subject to the approval of the members of the Parent at the ensuing Annual General Meeting. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable w.e.f. April 1, 2023 to the Parent, its subsidiaries and an associate which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor’s Report) Order, 2020 (“CARO”/ “the Order”) issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks made by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements except for the following :

Name of the Company	CIN	Nature of relationship	Clause Number of CARO report with qualification or adverse remark
Greaves Electric Mobility Private Limited	U51900TN2008PTC151470	Subsidiary	(iii)(c) & (iii)(f)

For Deloitte Haskins & Sells LLP

Chartered Accountants

(Firm’s Registration No.117366 W/W- 100018)

Mehul Parekh

Partner

Membership No. 121513

UDIN 23121513BGXZXT9748

Place: Mumbai

Date: May 12, 2023

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of Greaves Cotton Limited (hereinafter referred to as “Parent”), its subsidiary companies and an associate company, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent, its subsidiary companies and its associate company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on, the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies and its associate company, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and an associate company, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its 3 subsidiary companies and its associate company, which are companies incorporated in India.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A company’s internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as

necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, Parent, its 3 subsidiary companies and its associate company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to 3 subsidiary companies and an associate company, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matter.

For Deloitte Haskins and Sells LLP
Chartered Accountants
(Firm's Registration No.117366W/W - 100018)

Mehul Parekh

Partner

Membership No. 121513

UDIN: 23121513BGXZXT9748

Place: Mumbai

Date: May 12, 2023

Consolidated Balance Sheet

as at March 31, 2023

(₹ in Crore)

	Note No.	As at March 31, 2023	As at March 31, 2022
ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	4	206.92	192.92
(b) Capital work- in- progress	4A	22.02	15.02
(c) Right-of-use assets	4 & 39	43.81	42.71
(d) Goodwill		49.04	49.04
(e) Intangible assets	5	68.91	78.83
(f) Intangible assets under development	5A	60.54	66.60
(g) Financial assets			
(i) Investments	6	9.56	16.38
(ii) Loans	7	20.30	6.50
(iii) Other financial assets	8A	506.06	350.70
(h) Income tax assets (Net of provisions)		37.03	31.66
(i) Deferred tax assets (Net)	20A	19.76	19.87
(j) Other non- current assets	9A	44.02	35.25
Total non-current assets		1,087.97	905.48
2 Current assets			
(a) Inventories	10	214.95	193.34
(b) Financial assets			
(i) Investments	6	113.77	-
(ii) Trade receivables	11	166.15	186.37
(iii) Cash and cash equivalents	12	86.43	90.68
(iv) Bank balances other than (iii) above	13	453.02	9.70
(v) Other financial assets	8B	483.09	200.21
(c) Other current assets	9B	105.98	45.88
Total current assets		1,623.39	726.18
3 Non-current assets classified as held for sale	14	13.07	12.31
Total Assets		2,724.43	1,643.97
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	15	46.33	46.30
(b) Other equity	16	1,540.21	703.00
Equity attributable to the owners of the Company		1,586.54	749.30
Non controlling interest		381.02	
Total Equity		1,967.56	749.30

Consolidated Balance Sheet

as at March 31, 2023 (Contd.)

	Note No.	As at March 31, 2023	As at March 31, 2022
LIABILITIES			
1 Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17A	-	169.02
(ii) Lease liabilities	39	17.81	13.53
(iii) Other financial liabilities	18A	0.18	0.24
(b) Provisions	19A	2.13	2.41
(c) Deferred tax liabilities (Net)	20A	6.84	8.79
(d) Other non-current liabilities	22A	16.92	20.62
Total non-current liabilities		43.88	214.61
2 Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17B	3.39	63.54
(ii) Trade payables			
- Total outstanding dues of micro enterprises and small enterprises	21	45.60	45.38
- Total outstanding dues of creditors other than micro enterprises and small enterprises	21	395.76	333.17
(iii) Lease liabilities	39	7.06	11.27
(iv) Other financial liabilities	18B	27.53	31.22
(b) Provisions	19B	68.82	42.41
(c) Income tax liabilities (Net of advance tax)		9.60	5.26
(d) Other current liabilities	22B	155.23	147.81
Total current liabilities		712.99	680.06
Total Equity and Liabilities		2,724.43	1,643.97
Notes forming part of the financial statements	1- 42		

In terms of our report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Mehul Parekh

Partner

Mumbai, May 12, 2023

For and on behalf of the Board

Dr. Arup Basu
Managing Director
DIN : 02325890

Dalpat Raj Jain

Group Chief Financial Officer

Nagesh Basavanhalli

Vice Chairman
DIN : 01886313

Atindra Basu

General Counsel & Company Secretary

Consolidated Statement of Profit & Loss

for the year ended March 31, 2023

(₹ in Crore)

	Note No.	Year ended March 31, 2023	Year ended March 31, 2022
I Revenue from operations	23	2,699.45	1,709.70
II Other income	24	67.14	22.35
III Total Income (I + II)		2,766.59	1,732.05
IV Expenses			
Cost of materials consumed	25	1,885.50	1,160.13
Purchases of stock-in-trade	26	112.62	92.63
Changes in inventories of finished goods, stock-in-trade and work-in-progress	27	(28.08)	6.24
Employee benefits expense	28	211.91	169.62
Finance costs	29	11.69	5.34
Depreciation and amortisation expense	30	56.68	58.73
Other expenses	31	384.12	253.88
Total expenses		2,634.44	1,746.57
V Profit / (Loss) before exceptional items and tax (III - IV)		132.15	(14.52)
VI Share in loss of associate		(6.84)	(2.50)
VII Profit / (Loss) before exceptional items and tax (V + VI)		125.31	(17.02)
VIII Exceptional items : Income/(Expense)	32	(12.50)	(2.31)
IX Profit / (Loss) before tax (VII + VIII)		112.81	(19.33)
X Tax expense	20E		
Current tax		44.90	14.40
Deferred tax (credit)/charge		(1.84)	1.57
Total tax expenses		43.06	15.97
XI Profit / (Loss) for the year (IX - X)		69.75	(35.30)
XII Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans : Gain		2.05	2.79
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.31)	(0.72)
Other comprehensive income for the year		1.74	2.07
XIII Total Comprehensive Income / (Loss) for the year (XI + XII)		71.49	(33.23)
XIV Profit / (Loss) for the year attributable to:			
- Owners of the Company		78.03	(35.30)
- Non Controlling Interest		(8.28)	-
XV Other Comprehensive income for the year:			
- Owners of the Company		1.43	2.07
- Non Controlling Interest		0.31	-
XVI Total Comprehensive Income / (Loss) attributable to:			
- Owners of the Company		79.46	(33.23)
- Non Controlling Interest		(7.97)	-
XVII Earnings per equity share of ₹ 2 each :			
Basic	35	3.37	(1.53)
Diluted	35	3.35	(1.53)
Notes forming part of the financial statements	1- 42		

In terms of our report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Mehul Parekh

Partner

Mumbai, May 12, 2023

For and on behalf of the Board

Dr. Arup Basu
Managing Director
DIN : 02325890

Dalpat Raj Jain

Group Chief Financial Officer

Nagesh Basavanhalli

Vice Chairman
DIN : 01886313

Atindra Basu

General Counsel & Company Secretary

Consolidated Statement of Changes in equity

for the year ended March 31, 2023

	A Equity share capital										Total
	Capital reserve	Capital reserve on consolidation	Securities premium	General reserve	Statutory reserve	Capital redemption reserve	Employee share options	Retained earnings	Attributable to the owners	Non controlling interest	
Balance as at April 1, 2021	1.34	0.14	34.59	345.17	5.49	2.60	1.91	345.03	736.27	-	736.27
Add: Equity shares issued pursuant to exercise of options under ESOP-2020	-	-	-	-	-	-	-	(35.30)	(35.30)	-	(35.30)
Balance as at March 31, 2022	-	-	-	-	-	-	-	2.07	2.07	-	2.07
Add: Equity shares issued pursuant to exercise of options under ESOP-2020	-	-	-	-	-	-	-	(33.23)	(33.23)	-	(33.23)
Balance as at March 31, 2023	-	-	-	-	-	-	-	(4.62)	(4.62)	-	(4.62)
B Other equity											
Balance as at April 1, 2021	-	-	-	0.60	-	-	(0.60)	-	-	-	-
Profit for the year	-	-	0.79	-	-	-	(0.79)	-	-	-	-
Other comprehensive income (net of tax)	-	-	-	-	-	-	4.58	-	4.58	-	4.58
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-
Transfer from/(to) general reserve during the year	-	-	-	-	-	-	-	-	-	-	-
Issue of shares on ESOP exercised	-	-	-	-	-	-	-	-	-	-	-
Employee Stock Option Plan (Refer note 16A)	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2022	1.34	0.14	35.38	345.77	5.49	2.60	5.10	307.18	703.00	-	703.00
Balance as at April 1, 2022	1.34	0.14	35.38	345.77	5.49	2.60	5.10	307.18	703.00	-	703.00
Acquisitions through business combinations	-	-	-	-	-	-	-	752.13	752.13	388.99	1,141.12
Profit for the year	-	-	-	-	-	-	-	78.03	78.03	(8.28)	69.75
Other comprehensive income (net of tax)	-	-	-	-	-	-	-	1.43	1.43	0.31	1.74
Total comprehensive income for the year	-	-	-	-	-	-	-	831.59	831.59	381.02	1,212.61
Dividends	-	-	-	-	-	-	-	(4.63)	(4.63)	-	(4.63)
Transfer from/(to) general reserve during the year	-	-	-	1.07	-	-	(1.07)	-	-	-	-
Issue of shares on ESOP exercised	-	-	0.51	-	-	-	(0.51)	-	-	-	-
Employee Stock Option Plan (Refer note 16A)	-	-	-	-	-	-	10.25	-	10.25	-	10.25
Balance as at March 31, 2023	1.34	0.14	35.89	346.84	5.49	2.60	13.77	1,134.14	1,540.21	381.02	1,921.23
Notes forming part of the financial statements	1-42										

In terms of our report of even date attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Mehul Parekh
Partner
Mumbai, May 12, 2023

For and on behalf of the Board
For **Dr. Arup Basu**
Managing Director
DIN : 02325890

Dalpat Raj Jain
Group Chief Financial Officer

Nagesh Basavanhalli
Vice Chairman
DIN : 01886313

Atindra Basu
General Counsel & Company Secretary

Consolidated Statement of cash flows

for the year ended March 31, 2023

(₹ in Crore)

	Year ended March 31, 2023	Year ended March 31, 2022
Cash flows from operating activities		
Profit/(Loss) for the year (after tax)	69.75	(35.30)
Adjustments for:		
Share of loss of associate	6.84	2.50
Income tax expense	43.06	15.97
Finance costs	11.69	5.34
Interest income	(52.35)	(9.04)
(Profit)/Loss on sale of property, plant & equipment (Net)	(0.50)	0.42
Asset under development written off	-	0.10
Profit on sale of immovable property (exceptional item)	(4.90)	(10.50)
Profit on sale of PPE (exceptional item)	-	(1.83)
Fair value gain on investments (Including realised gain)	(0.49)	(0.01)
Expense recognised in respect of equity-settled share based payments	9.88	4.58
Depreciation and amortisation expenses	56.68	58.73
Gain on lease termination	(1.19)	-
Impairment of PPE and Intangible assets under development (exceptional item)	15.84	9.42
Impairment of PPE and Intangible assets under development	1.26	-
Allowance for expected credit loss	18.10	13.74
Insurance claim	-	(4.33)
Unrealised foreign exchange (gain)/loss	0.02	(0.09)
Operating profit before working capital changes	173.69	49.70
Adjustment for movements in working capital:		
Trade receivables	2.17	8.82
Inventories	(21.61)	(18.62)
Other assets	(332.50)	(157.20)
Trade payables	62.74	22.23
Provisions	26.13	11.58
Other liabilities	0.46	42.23
Cash used in operations	(88.92)	(41.26)
Less: Income taxes paid	(46.24)	(15.02)
Net cash used in operating activities (A)	(135.16)	(56.28)
Cash flows from investing activities		
Acquisition of property, plant and equipment and Capital work-in-progress	(43.23)	(39.32)
Acquisition of Intangible Assets and Intangible assets under development	(35.75)	(26.63)
Proceeds from disposal of property, plant and equipment	7.76	14.50
Advance received towards sale of land	-	84.15
(Purchase) / (reinvestment) of financial assets	(156.10)	-
Proceeds from sale of financial assets	42.80	0.45
Inter corporate deposits placed	(30.00)	-
Bank deposits placed	(763.87)	(354.57)
Bank deposits matured	196.16	109.15
Interest received	38.35	7.40
Purchase consideration towards investment in associate	-	(18.81)

Consolidated Statement of cash flows (Contd.)

for the year ended March 31, 2023 (Contd..)

	Year ended March 31, 2023	Year ended March 31, 2022
Purchase consideration paid on acquisition of subsidiary/associate	-	(7.94)
Loan given to Associate	(13.80)	(6.50)
Net cash used in investing activities (B)	(757.68)	(238.12)
Cash flows from financing activities		
Proceeds / (Repayment) of Borrowings	(229.17)	228.99
Proceeds from issue of shares on exercise of ESOPs	0.03	0.06
Dividend paid	(4.63)	(4.62)
Issue of shares (Including Premium) (net of expenses)	1,141.49	-
Interest paid	(9.47)	(2.99)
Payment made towards lease liabilities (Including Interest)	(9.66)	(11.42)
Net cash generated from financing activities (C)	888.59	210.02
Net decrease in cash and cash equivalents (A+B+C)	(4.25)	(84.38)
Cash and cash equivalents at the beginning of the year	90.68	175.06
Cash and cash equivalents at the end of the year (Refer Note 12)	86.43	90.68
Notes forming part of the financial statements	1- 42	

In terms of our report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Mehul Parekh

Partner

Mumbai, May 12, 2023

For and on behalf of the Board

Dr. Arup Basu
Managing Director
DIN : 02325890

Dalpat Raj Jain

Group Chief Financial Officer

Nagesh Basavanhalli

Vice Chairman
DIN : 01886313

Atindra Basu

General Counsel & Company Secretary

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

1. General Information:

Greaves Cotton Limited (the 'Company') and its subsidiaries (Group) is engaged in the Engineering and Mobility Retail Businesses. The Company has manufacturing facilities in the states of Maharashtra and Tamil Nadu. The products are mainly sold in India with some export to Middle East, Africa & South East Asia Region. The Group has three direct and two indirect subsidiaries and one associate.

On May 8, 2023, the Company completed acquisition of 60% shareholding in Nagpur based Excel Controlinkage Private Limited ("Excel"). Consequently, Excel has become a subsidiary of GCL w.e.f. May 8, 2023. Excel is engaged in business of manufacturing Push pull cables and Control levers.

The Company is public limited Company incorporated and domiciled in India. The address of its corporate office is Unit No.1A, 5th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla (West), Mumbai – 400070.

The Financial statements for the year ended March 31, 2023 were approved by the Board of Directors and authorised for issue on May 12, 2023.

2. Summary of Significant Accounting Policies:

2.1. Statement of compliance:

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013.

2.2. Basis of preparation and presentation:

The financial statements have been prepared on a historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly

transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability as if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

2.3 Basis of consolidation:

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and subsidiaries. Control is achieved when the Company:

- Has power over the investee;
- Is exposed, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect its returns.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, incomes and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated statement of profit and loss from the date the Company gains control until

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

the date when the Company ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.3.1 Changes in the Group's ownership interests in existing subsidiaries:

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets and liabilities of the subsidiary. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109 'Financial Instruments' or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

2.4 Non-current assets held for sale:

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset and its sale is highly probable.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

2.5 Revenue recognition:

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

Consequent to the introduction of Goods and Service Tax (GST) with effect from July 1, 2017, Central Excise, Value Added Tax (VAT) etc. have been subsumed into GST. In accordance with Ind-AS 115 on Revenue and Schedule III of the Companies Act, 2013, unlike Excise Duties, levies like GST, VAT etc. are not part of Revenue.

2.5.1 Sale of goods:

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Company is recognizing revenue as and when it satisfies the performance obligation by transferring promised goods to a customer and customer obtains control of the same;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company;
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

The Group derives its revenue from sale of engines, power generating sets, farm equipment

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for the year ended March 31, 2023

& Spares. It also earns revenue from servicing power generating sets. The Company also trades in the spares of engines and other products like construction equipment and electric vehicles.

In case of exports the revenue is recognized based on the Bills of Lading received from the shipping companies who assume control of goods on behalf of the customers.

The products which are sold to OEMs and direct end customers, the prices are pre-determined as per negotiations and long term supply contracts. The products through dealer network are sold at dealer prices as determined and circulated by the Group periodically.

The Group also offers cash discounts and volume discounts and the same are netted off against the gross revenue. The volume discounts are accrued on a regular basis based on total sales of each dealer / customer.

The Group disaggregates revenue on the basis of its segments viz. engines, electric mobility and others as well as geographical operations viz. domestic and overseas. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors.

2.5.2 Rendering of services:

Revenue in respect of service is recognised in the accounting year in which the services are performed in accordance with the terms of contract with customers.

2.5.3 Dividend and interest income:

Dividend income from investments is recognised when the Company's right to receive payment has been established.

Interest income from a financial asset is recognised when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

2.6 Foreign currencies:

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). These financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency. Transactions in currencies other than the Company's functional currency ('foreign currencies') are recognised at the rate of exchange prevailing at the dates of transactions. At the end of each reporting period monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Exchange differences on monetary items are recognised in the statement of profit and loss in the year in which they arise except for exchange differences arising on marking forward contracts to market rates are recognised in the statement of profit and loss in the year in which they arise and the premium paid/received is accounted as expenses/ income over the period of contract.

2.7 Borrowing cost:

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the year in which they are incurred.

2.8 Employee benefits:

2.8.1 Defined Contribution Plans:

The eligible employees of the Company are entitled to receive benefits under provident fund schemes defined contribution plans, in which both employees and the Company make monthly contributions at a specified percentage of the employees' salary. The contributions are paid to the respective Regional Provident Fund

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for the year ended March 31, 2023

Commissioner and the Central Provident Fund under the State Pension Scheme. There are no other obligations other than the contribution payable to the Regional Provident Fund Commissioner and the Central Provident Fund under the State Pension Scheme.

Contribution to Superannuation Fund and National Pension Scheme, a defined contribution scheme, is made at pre-determined rates to the Superannuation Fund managed by Life Insurance Corporation and various asset management companies under National Pension Scheme and is charged to the statement of profit and loss. There are no other obligations other than the contribution payable to the Superannuation Fund & National Pension Scheme.

2.8.2 Defined Benefit Plans:

For defined benefit retirement plans (i.e. gratuity and ex-gratia) the cost of providing benefits is determined using the projected unit credit method, with independent actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- re-measurement.

2.8.3 Compensated Absences:

Compensated absences which accrue to employees and which are expected to be availed within twelve months immediately following the year end are reported as expenses during the year in which the employee performs the service that the benefit covers and the liabilities

are reported at the undiscounted amount of the benefit, and where the availment or encashment is otherwise not expected to wholly occur within the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

There is mandatory clause to avail certain no. of privilege leaves during the financial year, failing which, unavailed minimum privilege leaves will lapse and can not be carried forward.

2.9 Share-based payment arrangements:

The stock options granted to employees pursuant to the Company's Stock Options Schemes, are measured at the fair value of the options at the grant date. The fair value of the options is treated as discount and accounted as employee compensation cost over the vesting period on a straight line basis. The amount recognised as expense in each year is arrived at based on the number of grants expected to vest. If a grant lapses after the vesting period, the cumulative discount recognised as expense in respect of such grant is transferred to the General reserve within equity. The share-based payment equivalent to the fair value as on the date of grant of employee stock options granted to key managerial personnel is disclosed as a related party transaction in the year of grant.

2.10 Goods and Service Tax (GST) paid on incurring expenses or on acquisition of assets:

Expenses and Assets are recognised net of the amount of GST, except

- When the tax incurred on purchase of expenses or assets is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- The net amount of tax receivable / payable is included as part of other assets or other liabilities, as the case may be.

2.11 Taxation:

2.11.1 Current tax:

The tax currently payable is based on taxable

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for the year ended March 31, 2023

profit for the year. Taxable profit differs from "profit before tax" as reported in the statement of profit and loss because of the items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted by the end of the reporting period.

2.11.2 Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year.

2.11.3 Current and deferred tax for the year:

Current and deferred tax are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income, in which case, the current and deferred tax are also recognised in other comprehensive income.

2.12 Earnings per share:

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity

shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events (such as bonus shares, share-based payment arrangements), if any, other than the conversion of potential equity shares that have changed the number of equity shares outstanding without a corresponding change in resources. For calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.13 Dividends:

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of approval by the Company's Board of Directors.

2.14 Property, plant and equipment:

Cost includes inward freight, taxes (other than taxes recoverable from tax authorities) and expenses incidental to acquisition and installation, up to the point the asset is ready for its intended use. Own manufactured assets are capitalised at factory cost. Certain project related direct expenses incurred at site for the period upto the date of commencement of commercial production are capitalised.

Depreciation on fixed assets is provided under the straight line method over the useful life of the assets. Extra shift depreciation is provided based on number of shifts for which the plant has worked. Leasehold land is amortised over the primary period of the lease. Leasehold building improvements are written off over the period of lease or their estimated useful life, whichever is lower, on a straight line basis. Residual value of the assets is estimated at 5% of cost. The useful lives of the assets of the Company are as follows:

Asset	Useful lives
Leasehold land	Over lease period
Leasehold improvements	Over lease period
Buildings	30 years
Plant & equipment	15 years
Office equipment	5 years
Furniture and fixtures	10 years
Vehicles	8 years

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When an asset is scrapped or otherwise disposed off, the cost and related depreciation are removed from the books and the resultant profit or loss (including capital profit), if any, is reflected in the statement of profit and loss.

The estimated useful life and residual value is reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

2.15 Investment Property:

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties are measured initially at cost including transaction costs. Subsequent to initial recognition investment properties are measured in accordance with Ind AS 16 "Property Plant and Equipment", requirements for cost model.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss in the year in which the property is derecognised.

Investment property owned by the Company is depreciated under the straight line method over its estimated useful life of 30 years.

2.16 Leases:

At inception of a contract, the Company assesses whether a contract is or contains a lease. A contract is, or contains, a lease if a contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Ind AS 116 requires a lessee to recognise assets and liabilities for all leases for a term of more than 12 months unless the underlying assets is of low value. Therefore, At the date of commencement of a lease, the Company recognises a right-of-use asset ("ROU assets") and a corresponding lease liability for all

leases, except for short term leases and low value leases. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. Lease payments to be made under such reasonably certain extension options are included in the measurement of ROU assets and lease liabilities. ROU assets are amortised on a straight-line basis over the asset's useful life or the lease period whichever is shorter.

Lease liability is measured by discounting the lease payments using the interest rate of the incremental borrowing. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Impairment of ROU assets is in accordance with the policy for impairment of non financial assets.

The Company has opted for exemption provided under Ind AS 116 "Leases" for short-term leases and leases of low-value assets, hence the lease payments associated with those leases are treated as an expense on a straight-line basis over the lease term.

2.17 Intangible assets:

2.17.1 Intangible assets internally generated or acquired separately:

Goodwill is initially recognised as the excess of consideration paid and acquirer's interest in the net fair value of the identifiable net assets of acquired business. Subsequent to initial measurement, goodwill is measured at cost less accumulated impairment, if any. Goodwill is allocated to the cash generating unit which is expected to benefit from the business combination.

Own developed intangible assets are capitalised at actual cost. Cost includes all expenses incurred for development of the intangible asset, up to the point the asset is ready for its intended use. Research costs are charged to the statement of Profit and Loss in the year in which they are incurred. Product development costs incurred on new engine platform, engines, transmission

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and new products are recognised as intangible assets, when feasibility has been established, the Company has committed technical, financial and other resources to complete the development and it is probable that asset will generate future economic benefits. The costs capitalized include the cost of materials, direct labour and directly attributable overhead expenditure incurred up to the date the asset is available for use.

Intangible assets with finite useful lives that are acquired separately or own developed intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and residual value is reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

2.17.2 Derecognition of intangible asset:

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the statement of profit and loss in the period when the asset is derecognised.

2.17.3 Useful life of intangible assets:

Estimated useful lives of the intangibles assets are as follows:

- i) Technical know-how is amortised over a period of 5 years.
- ii) Product development is amortised over a period of 3 to 5 years.
- iii) Computer software is amortised over a period of 4 years.
- iv) Process Knowhow is amortised over a period of 7.5 years.
- v) Brand is amortised over a period of 7.5 years.

- vi) Distribution Network is amortised over a period of 3 to 5.5 years.
- vii) Customer Acquired contracts is amortised over a period of 4 years.

2.18 Impairment of tangible and intangible assets other than goodwill:

Property, Plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

2.19 Inventories:

Inventories are valued, after providing for obsolescence, as under:

- a. Raw materials, stores, spares, packing materials, loose tools and traded goods at weighted average cost or net realisable value, whichever is lower.
- b. Work-in-progress at lower of weighted average cost including conversion cost or net realisable value, whichever is lower.
- c. Finished goods at lower of weighted average cost including conversion cost or net realisable value, whichever is lower.

2.20 Provisions:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

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The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.21 Warranties:

Provisions for the expected cost of warranty obligations are recognised at the date of sale of the relevant products as per management's best estimate of the expenditure required to settle the Company's obligation.

2.22 Financial instrument:

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

2.23 Financial asset:

Purchases or sales of financial assets in ordinary course of business are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All financial assets are recognized initially at fair value, in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Disputed Dues are those receivables against which legal cases has been filed with the corresponding legal authorities.

2.23.1 Financial assets at fair value through profit and loss (FVTPL):

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in the statement of profit and loss. The net gain or loss recognised in the statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other Income / Other Expenses' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably.

2.23.2 Impairment of financial assets:

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated at FVTPL.

For trade receivables or any contractual rights to receive cash or another financial assets that results from transactions that are within the scope of Ind AS 115 "Revenue from Contracts with Customers", the Company always measures their allowances at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivable, the Company has used a practical expedient as permitted under Ind AS 109 "Financial Instruments". This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

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2.23.3 Derecognition of financial assets:

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

2.23.4 Foreign exchange gains and losses:

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, exchange differences are recognised in the statement of profit and loss, except for those which are designated as hedging instruments in a hedging relationship.

2.24 Financial liabilities:

Financial liabilities are subsequently measured at amortised cost or at FVTPL.

2.24.1 Financial liabilities at FVTPL:

Financial liabilities such as derivative that is not designated and effective as a hedging instrument are classified as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in the statement of profit and loss. The net gain or loss recognised in the statement of profit and loss is included in the 'Other income / Other Expenses' line item.

2.24.2 Financial liabilities subsequently measured at amortised cost:

Financial liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost.

2.24.3 Foreign exchange gains and losses:

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains or losses are determined based on the amortised cost of the instruments and are recognised in 'Other income / Other Expenses'.

The fair value of financial liabilities denominated in foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in the statement of profit and loss.

2.24.4 Derecognition of financial liabilities:

The Company de-recognises financial liabilities when the Company's obligations are discharged, cancelled or have expired.

2.25 Derivative financial instruments:

The Company enters into foreign exchange forward contracts to manage its exposure of foreign exchange rate risks.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the statement of profit and loss immediately.

2.26 Contingent liabilities and contingent assets:

Contingent liability is disclosed in the case of:

- i) a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation

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- ii) a present obligation when no reliable estimate is possible, and
- iii) a possible obligation, arising from past events where the probability of outflow of resources is not remote.

Contingent assets are neither recognised nor disclosed.

Contingent liabilities are reviewed at each balance sheet date and updated / recognised as appropriate.

2.27 Business Combinations:

The Group accounts for its business combinations under acquisition method of accounting. The acquiree's identifiable assets including goodwill, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date. The excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed is recognised as goodwill. Any shortfall is treated as a bargain purchase and recognised as capital reserve. Before recognising gain in respect thereof, the Group determines whether there exists clear evidence of underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional assets or liabilities that are identified in that reassessment.

The Group then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Group recognises it directly in equity as capital reserve. The interest in non-controlling interest is initially measured at fair value or at the proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition by acquisition basis. Subsequent to initial acquisition,

the carrying amount of non-controlling interest is the amount of those interest in initial recognition plus the non-controlling interest's share of subsequent changes in equity of subsidiaries.

When the consideration transferred by the Group in business combination includes assets or liabilities resulting in a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and included as a part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments, are adjusted retrospectively, with corresponding adjustments against goodwill or capital reserve as the case may be.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

In consolidated financial statements, acquisition of non-controlling interest is accounted as equity transaction. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

Business Combination under common control are accounted as per Appendix C in Ind AS 103- Business combinations, at carrying amount of assets and liabilities acquired and any excess of consideration issued over the net assets acquired is recognised as capital reserve on common control business combination.

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3. Critical accounting judgements and key sources of estimation uncertainty:

In the application of the Company's accounting policies, which are described in Note 2, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In the following areas the management of the Company has made critical judgements and estimates:

a. Employee Benefits:

The present value of the defined benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for post employment plans include the discount rate. Any changes in these assumptions will impact the carrying amount of such obligations.

The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the defined benefit obligations. In determining the appropriate discount rate, the Company considers the interest rates of government bonds of maturity approximating the terms of the related plan liability.

b. Useful lives of property, plant and equipment & intangible assets (Including Intangible Asset under development):

The Company reviews the useful life of property, plant and equipment & intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

The Company's assessment of carrying value of intangible under development have inherent challenge with accurately predicting the future economic benefits which includes estimate of volume projection, margin, regulatory changes, expected capital expenditure for production phase and judgement around the probability of acceptance of technology/new product. Estimate and judgement around these inputs are critical to assess the carrying value of assets. The Company undertakes, significant levels of research and development activities for engine development and its various uses. A periodic review is undertaken during the life cycle of the engine. The Company applies judgement to determine the point at which the recognition criteria under accounting standard is satisfied.

c. Provision for warranty:

The Company gives warranties for its products, undertaking to repair or replace the items that fail to perform satisfactorily during the warranty period. Provision made at the year-end represents the amount of expected cost of meeting such obligations of rectification / replacement. The timing of the outflows is expected to be within a period of nine to sixty six months.

d. Provisions and Contingent Liabilities:

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance sheet date. These are reviewed at each Balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

e. Impairment of goodwill and intangible assets:

Goodwill of ₹ 49.04 crores and intangible assets of ₹ 31.95 crores represent goodwill/intangible assets acquired through business combination and allocated

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to the relevant Cash Generating Units (CGUs). The recoverable amount is determined based on value in use. The determination of recoverable amount involves significant judgements such as future projection of revenue, EBITDA, weighted average cost of capital and terminal growth. The recoverable amount is significantly dependent on achievement of revenue growth and any change in revenue growth projection could have an impact on recoverable value.

Based on the above, no impairment was identified for these assets as of March 31, 2023 as the recoverable value of the CGU exceeded the carrying value.

f. Recoverability assessment of Assets:

In assessing the recoverability of assets such as goodwill, intangible assets (including intangible assets under development), inventories, trade receivables and other assets, based on current indicators of future economic conditions the Company expects to recover the carrying amounts of its assets. The impact of the global health pandemic, COVID 19, may be different from that presently estimated and would be recognised in the financial statements when material changes to economic conditions arise.

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4 - Property, plant and equipment

(₹ in Crore)

Particulars	Freehold		Plant & equipment	Office equipment	Furniture & fixtures	Vehicles	Leasehold improvements	Total Property, plant and equipment	Right-of-use assets		Total Right-of-use assets
	Land	Buildings							Leasehold land	Leased properties	
Gross carrying amount											
Balance as at April 1, 2021	3.44	90.48	284.82	5.14	7.08	1.16	8.14	400.26	20.19	26.55	46.74
Additions	-	10.12	20.92	2.47	0.49	0.41	0.98	35.39	-	17.18	17.18
Classified as asset held for sale	(3.44)	(16.89)	-	-	-	-	-	(20.33)	-	-	-
Disposals	-	(0.17)	(42.36)	(1.20)	(0.80)	(0.08)	(0.03)	(44.64)	-	-	-
Balance as at March 31, 2022	-	83.54	263.38	6.41	6.77	1.49	9.09	370.68	20.19	43.73	63.92
Additions	-	9.03	21.91	10.66	0.39	-	0.60	42.59	-	13.74	13.74
Classified as asset held for sale	-	(0.01)	(8.01)	(0.17)	-	-	-	(8.19)	-	-	-
Disposals	-	(0.20)	(26.74)	(0.35)	(0.21)	-	(1.86)	(29.36)	-	(5.04)	(5.04)
Balance as at March 31, 2023	-	92.36	250.54	16.55	6.95	1.49	7.83	375.72	20.19	52.43	72.62
Depreciation											
Balance as at April 1, 2021	-	(26.54)	(163.75)	(3.33)	(2.84)	(0.35)	(3.59)	(200.40)	(1.35)	(11.88)	(13.23)
Depreciation expense	-	(4.20)	(18.82)	(0.66)	(0.55)	(0.24)	(2.96)	(27.43)	(0.22)	(7.76)	(7.98)
Adjustment on asset held for sale	-	8.02	-	-	-	-	-	8.02	-	-	-
Impairment	-	-	(0.85)	-	-	-	-	(0.85)	-	-	-
Disposals	-	0.14	40.71	1.15	0.80	0.08	0.02	42.90	-	-	-
Balance as at March 31, 2022	-	(22.58)	(142.71)	(2.84)	(2.59)	(0.51)	(6.53)	(177.76)	(1.57)	(19.64)	(21.21)
Depreciation expense	-	(4.35)	(16.73)	(1.63)	(0.38)	(0.24)	(0.89)	(24.22)	(0.38)	(7.22)	(7.60)
Adjustment on asset held for sale	0.01	7.26	0.16	0.16	-	-	-	7.43	-	-	-
Impairment	-	-	(1.26)	-	-	-	-	(1.26)	-	-	-
Disposals	-	0.20	25.12	0.33	0.20	-	1.16	27.01	-	-	-
Balance as at March 31, 2023	-	(26.72)	(128.32)	(3.98)	(2.77)	(0.75)	(6.26)	(168.80)	(1.95)	(26.86)	(28.81)
Net carrying Amount											
Balance as at March 31, 2022	-	60.96	120.67	3.57	4.18	0.98	2.56	192.92	18.62	24.09	42.71
Balance as at March 31, 2023	-	65.64	122.22	12.57	4.18	0.74	1.57	206.92	18.24	25.57	43.81

Greaves Electric Mobility Private Limited (earlier known as Ampere Vehicles Private Limited), the Company's subsidiary has working capital loans from Banks.

The loan is secured against exclusive charge on all current assets, movable property plant and equipment and intangible assets. (Refer Note 17B)

All the title deed of immovable property (other than immovable properties where the Company is the lessee and the lessee agreements are duly executed in favour of the Company) are in the name of the company.

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

4A - Capital-Work-in Progress (CWIP)

(a) CWIP ageing schedule as on March 31, 2023

(₹ in Crore)

Particulars	Amount in CWIP for period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	10.74	2.03	7.05	2.20	22.02

For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, the project-wise details of when the project is expected to be completed as of March 31, 2023 are as follows:

(₹ in Crore)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Various Projects	2.14	-	-	-	2.14

(b) CWIP aging schedule as on March 31, 2022

(₹ in Crore)

Particulars	Amount in CWIP for period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	5.77	7.05	2.20	-	15.02

5 - Intangible assets

(₹ in Crore)

Particulars	Technical knowhow & Product development	Computer software	Non-compete Fees	Process knowhow	Brand	Acquired Customer Contracts	Distribution network	Total
Gross Carrying Amount								
Balance as at April 1, 2021	61.56	16.02	7.00	28.48	28.09	-	1.68	142.83
Additions	6.29	2.83	0.44	-	-	2.78	-	12.34
Disposals / Discarded	-	(0.17)	-	-	-	-	-	(0.17)
Balance as at March 31, 2022	67.85	18.68	7.44	28.48	28.09	2.78	1.68	155.00
Additions	13.42	1.53	-	-	-	-	-	14.95
Disposals / Discarded	-	(1.13)	-	-	-	-	-	(1.13)
Balance as at March 31, 2023	81.27	19.08	7.44	28.48	28.09	2.78	1.68	168.82
Amortisation								
Balance as at April 1, 2021	(23.23)	(10.60)	(2.21)	(9.98)	(6.45)	-	(0.55)	(53.02)
Amortisation expense	(11.02)	(2.62)	(1.41)	(3.72)	(3.75)	(0.35)	(0.45)	(23.32)
Disposals / Discarded	-	0.17	-	-	-	-	-	0.17
Balance as at March 31, 2022	(34.25)	(13.05)	(3.62)	(13.70)	(10.20)	(0.35)	(1.00)	(76.17)
Amortisation expense	(12.06)	(2.61)	(1.65)	(3.64)	(3.75)	(0.70)	(0.45)	(24.86)
Disposals / Discarded	-	1.12	-	-	-	-	-	1.12
Balance as at March 31, 2023	(46.31)	(14.54)	(5.27)	(17.34)	(13.95)	(1.05)	(1.45)	(99.91)
Net Carrying Amount								
Balance as at March 31, 2022	33.60	5.63	3.82	14.78	17.89	2.43	0.68	78.83
Balance as at March 31, 2023	34.96	4.54	2.17	11.14	14.14	1.73	0.23	68.91

Greaves Electric Mobility Private Limited (earlier known as Ampere Vehicles Private Limited), the Company's subsidiary has working capital loans from Banks. The loan is secured against exclusive charge on all current assets, movable property plant and equipment and intangible assets. (Refer note 17B)

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

5A - Intangible assets under development

(a) intangible assets under development ageing schedule as on March 31, 2023

(₹ in Crore)

Particulars	Amount in CWIP for period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	14.44	17.29	4.84	23.97	60.54

Intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan, the project-wise details of when the project is expected to be completed as of March 31, 2023 are as follows:

(₹ in Crore)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Crest Project	16.00	-	-	-	16.00
Various Projects	8.20	-	-	-	8.20
Total	24.20	-	-	-	24.20

(b) intangible assets under development ageing schedule as on March 31, 2022

(₹ in Crore)

Particulars	Amount in CWIP for period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	19.79	4.92	7.34	34.55	66.60

Intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan, the project-wise details of when the project is expected to be completed as of March 31, 2022 are as follows:

(₹ in Crore)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Crest Project	-	-	31.84	-	31.84

6 - Investments

I. Non-current Investments

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Investment in Associates		
MLR Auto Limited (face value of Rs 10 each) (Refer Note 40)	9.47	16.31
Other Investments (at fair value)		
Investment in equity shares (Quoted)	0.09	0.07
Investment in equity shares (Unquoted)	@	@
Other Investments (at fair value)	9.56	16.38

@ Represents amount less than ₹ 1 lakh

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

II. Current Investments

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Other Investments		
Investments in Mutual Funds (at fair value)	113.77	-
Aggregate carrying value of unquoted investments - Current	113.77	-

Footnotes to Investments:

- The fair value of current investments as at March 31, 2023 and March 31, 2022 have been arrived at on the basis of Net Asset Value (NAV) declared by the Mutual Funds (Level 1).
- During the previous year ended March 31, 2022, the Greaves Electric Mobility Private Limited subscribed to 26% shareholding in MLR Auto Limited, a Hyderabad based company manufacturing 3 Wheelers (Electric, CNG & Diesel) for a value of ₹ 18.81 Crore with an option to acquire additional 25% equity shares at ₹ 15.05 Crore. Loss for the year ended March 31, 2023 includes ₹ 6.84 Crore pertaining to acquisition made during the previous year.
- Also refer Note 33B.

7 - Loans

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
7A Non-current		
Loan to Associate	20.30	6.50
Non-Current total	20.30	6.50

Also, Refer Note 33B

8 - Other financial assets

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
8A Non-current		
Security deposits	8.35	6.74
Fixed deposits with financial institutions	30.00	-
Term deposits with Banks maturity exceeding 12 Months at inception	465.02	341.53
Margin money deposits with banks	2.29	2.21
Other assets- Employee advances, etc.	0.40	0.22
Non-current total	506.06	350.70
8B Current		
Export benefit receivables	0.97	1.14
Security deposits	4.36	8.01
Fixed deposits with financial institutions	20.50	20.50
Less: Provision for doubtful deposits	(20.50)	(20.50)
	-	-
Interest receivable	16.85	2.85
Insurance claim receivable	-	4.33
Balances with government authorities	82.81	52.47

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

Particulars	As at March 31, 2023	As at March 31, 2022
Subsidy Receivable (measured at amortised cost)	371.52	116.09
Less: Provision for doubtful recovery	(19.78)	-
	351.74	116.09
Derivative financial assets (measured at fair value)	-	4.40
Other assets- Employee advances, etc.	26.36	10.92
Current total	483.09	200.21
Total	989.15	550.91

Footnotes to Other Financial Assets:

- a. As at March 31, 2023, the Greaves Electric Mobility Private Limited (Company's subsidiary) has an outstanding receivable amount of ₹ 351.74 Crore (As at March 31, 2022 ₹ 103.90 Crore) (net of provision) towards subsidy receivable from the Government under the Faster Adoption and Manufacturing of Hybrid and Electric Vehicles (FAME) Scheme. The amount includes ₹ 114.47 Crore towards claims pending to be filed with Ministry of Heavy Industries (MHI) as at the year-end for which sufficient time is available as per the FAME Scheme. Subsequent to the year end, the Greaves Electric Mobility Private Limited has received a letter from IFCI Limited (Project Management Agency (PMA) for FAME India Scheme Phase II of MHI) seeking information relating to the compliance with the FAME Scheme and the disbursement of the subsidies have been put on hold pending completion of the review.

The Greaves Electric Mobility Private Limited has responded to the letter providing the required information and confirming that the Company is in compliance with all applicable conditions under the FAME Scheme. The Management has evaluated the aforesaid receivable as good for recovery duly considering the certifications received for the subsidiary's vehicle models in compliance with both Phase I and Phase II requirements, the ability of the subsidiary to submit the claims for the FAME subsidy and is confident of realizing the dues in due course of time.

- b. Also refer Note 33B.

9 - Other Assets

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
9A Non-current		
Capital advances	18.25	13.18
Prepaid expenses	2.12	2.24
Balances with government authorities	23.65	19.83
Non-current total	44.02	35.25
9B Current		
Advances to suppliers	8.48	33.24
Less : Allowance for bad and doubtful advances	(1.17)	(1.17)
	7.31	32.07
Prepaid expenses	11.57	3.40
Balances with government authorities	85.78	6.76
Other advances (Gratuity etc.)	1.32	3.65
Current total	105.98	45.88
Total	150.00	81.13

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

10 - Inventories

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Inventories (lower of, cost and net realisable value)		
Raw materials	122.16	127.66
Work-in-progress	6.76	7.42
Finished goods	65.27	33.45
Stock-in-trade	12.97	16.05
Stores and spares	4.57	5.53
Loose tools	3.22	3.23
Total	214.95	193.34

Footnotes to Inventories:

1. Particulars	As at March 31, 2023	As at March 31, 2022
In transit Raw materials (Included above)	6.60	1.16
In transit Stock-in-trade (Included above)	2.08	0.91

- Short Term non fund based limits are secured by hypothecation of all inventory, spares, tools and book debts, present and future, of the Company, which includes Letters of credit and bank guarantees of ₹ 10.54 Crore (previous year ₹ 16.09 Crore) and ₹ 16.82 Crore (previous year ₹ 11.86 Crore) respectively.
 - Greaves Electric Mobility Private Limited, the Company's subsidiary has working capital loans from Banks and financial institutions. The loan is secured against exclusive charge on all current assets, movable property, plant & equipment and intangibles of GEMPL.
- The above inventory values are net of provisions made of ₹18.36 Crore (March 31, 2022 : ₹19.65 Crore) for slow moving, obsolete and defective inventory.
- There is no write down on value of inventory during the current and previous year.

11 - Trade receivables

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables considered good- Secured*	108.85	82.64
Trade receivables considered good- Unsecured	57.30	103.73
Trade receivables- credit impaired	88.71	80.41
Allowance for credit impaired debts (expected credit loss allowance)	(88.71)	(80.41)
Total	166.15	186.37

* Secured trade receivables are against letters of credit, factoring arrangements, bank guarantees and security deposits.

Footnotes:

- Provision matrix
The Company has policy of expected credit loss provisioning. The Overdue debtors are critically reviewed and necessary expected credit loss provisions are made.
- Short Term non fund based limits are secured by hypothecation of all inventory, spares, tools and book debts, present and future, of the Company, which includes Letters of credit and bank guarantees of ₹ 10.54 crore (previous year ₹ 16.09 crore) and ₹ 16.82 crore (previous year ₹ 11.86 crore) respectively.
 - Greaves Electric Mobility Private Limited, the Company's subsidiary has working capital loans from Banks and financial institutions. The loan is secured against exclusive charge on all current assets, movable property, plant & equipment and intangibles of GEMPL.
- Also refer Note 33B

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

11A - Trade Receivables ageing schedule as at March 31, 2023

(₹ in Crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables							
(i) Considered good- Secured	98.98	8.08	0.92	0.66	0.10	0.11	108.85
(ii) Considered good- Unsecured	40.94	6.77	4.81	3.43	1.19	0.16	57.30
(iii) Credit impaired	0.30	0.10	0.54	5.25	6.80	23.53	36.52
Disputed Trade receivables							
(iv) Credit impaired	-	-	1.45	6.13	3.24	41.37	52.19
	140.22	14.95	7.72	15.47	11.33	65.17	254.86
Less : allowance for credit impaired debts	(0.30)	(0.10)	(1.99)	(11.38)	(10.04)	(64.90)	(88.71)
	139.92	14.85	5.73	4.09	1.29	0.27	166.15

11B - Trade Receivables ageing schedule as at March 31, 2022

(₹ in Crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables							
(i) Considered good- Secured	76.82	4.60	0.73	0.38	0.10	0.01	82.64
(ii) Considered good- Unsecured	63.84	19.20	11.78	7.88	0.93	0.10	103.73
(iii) Credit impaired	-	0.57	0.82	8.94	11.75	14.35	36.43
Disputed Trade receivables							
(iv) Credit impaired	-	0.11	-	1.37	23.99	18.51	43.98
	140.66	24.48	13.33	18.57	36.77	32.97	266.78
Less : allowance for credit impaired debts	-	(0.68)	(0.82)	(10.31)	(35.74)	(32.86)	(80.41)
	140.66	23.80	12.51	8.26	1.03	0.11	186.37

12 - Cash and cash equivalents

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	@	@
Cheques, drafts on hand	0.12	0.06
Balances with banks		
In fixed deposits with maturity less than 3 months at inception	72.00	71.50
In current accounts	14.31	19.12
Total	86.43	90.68

@ Represents amount less than ₹ 1 lakh

Also refer Note 33B

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

13 - Bank balances other than Cash and cash equivalents

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Term deposits with banks maturity exceeding 3 months and less than 12 months at inception	450.00	5.78
Unpaid dividend accounts	3.02	3.92
Total	453.02	9.70

Also refer Note 33B

14 - Assets classified as held for sale

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Leasehold land and buildings thereon	13.07	12.31

Note: The Parent Company had entered into a binding MOU with Runal Developers LLP on August 4, 2021 for sale of Land and Building at Pune for a consideration of ₹ 284 crore. Based on developments till March 31, 2023, the Company reasonably expects to conclude the definitive agreements by September 30, 2023.

15 - Equity Share capital

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised		
37,50,00,000 Equity shares of ₹ 2 each	75.00	75.00
Issued, subscribed and fully paid up		
23,16,48,587 Equity shares of ₹ 2 each (previous year 23,15,21,292 Equity shares of ₹ 2 each)	46.33	46.30

15A - Issued share capital

Particulars	No. of shares	₹ in Crore
Equity shares of ₹2 each Issued, subscribed and fully paid up		
As at April 1, 2022	231,521,292	46.30
Add: Equity shares issued pursuant to exercise of options under ESOP-2020 (Refer note 16A)	127,295	0.03
As at March 31, 2023	231,648,587	46.33

Note: During the year, the Company has allotted 1,27,295 fully paid up equity shares of ₹ 2 each on exercise of stock options by employees in accordance with the Greaves Cotton- Employees Stock Option Plan 2020 ("ESOP-2020").

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

15B - Details of shareholders holding more than 5% shares in the company

Name of shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of shares held in the Company	% of shares held	Number of shares held in the Company	% of shares held
Fully paid equity shares				
Karun Carpets Private Limited	129,121,455	55.74%	128,614,955	55.55%

15C - Terms / Rights attached to equity shares

- i) The Company has only one class of equity shares having face value of ₹ 2 per share. The equity shares rank pari passu in all respects including voting rights and entitlement to the dividend.
- ii) In the event of liquidation of the Company, the holder of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts (if any) in proportion to the number of equity shares held by them.

15D - Shareholding of Promoters

Promoter Name	As at March 31, 2023		As at March 31, 2022		% Change during the year*
	Number of shares held	% of shares held	Number of shares held	% of shares held	
Karun Carpets Private Limited	129,121,455	55.74%	128,614,955	55.55%	0.19%

Promoter Name	As at March 31, 2022		As at March 31, 2021		% Change during the year*
	Number of shares held	% of shares held	Number of shares held	% of shares held	
Karun Carpets Private Limited	128,614,955	55.55%	128,614,955	55.63%	-0.08%

* % change during the year has been computed on the basis of the number of shares at the beginning of the year.

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of equity.

There were no shares issued for consideration other than cash during the period of 5 years immediately preceding the reporting date.

15E Dividend

On May 12, 2023, the Board of Directors has proposed final dividend of ₹ 0.90 per share (previous year ₹ 0.20 per share) on face value of ₹ 2 each (total dividend payout ₹ 20.8 Crore, (previous year ₹ 4.62 Crore)). The proposed dividend is subject to approval of the shareholders in the ensuing Annual General Meeting.

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

16 - Other equity

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Reserves and surplus*		
Capital reserve (Refer note 1 below)	1.34	1.34
Capital reserve on consolidation (Refer note 2 below)	0.14	0.14
Securities premium (Refer note 3 below)	35.89	35.38
General reserve (Refer note 4 below)	346.84	345.77
Statutory reserve (Refer note 5 below)	5.49	5.49
Capital Redemption reserve (Refer note 1 below)	2.60	2.60
Employee Stock Option Plan (Refer note 16A below)	13.77	5.10
Retained Earnings	1,134.14	307.18
Total	1,540.21	703.00

- This is not available for distribution of dividend but can be utilised for issuing bonus shares.
- The capital reserve is generated on consolidation due to the difference between the assets received being higher than the consideration paid.
- Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.
- The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to the Statement of profit and loss.
- The reserve is created as per the requirements under section 45-IC of Reserve Bank of India Act, 1934.

*Refer Statement of changes in equity

16A Employee Stock option Plan

- During the earlier years, the Company introduced and implemented 'Greaves Cotton- Employees Stock option Plan 2020' (ESOP 2020), with following terms:
 - Create, grant, offer, issue and allot stock options at any time in one or more tranches to or for the benefit of such person(s) who are in the permanent employment of the Company, whether working in India or outside India, including Director of the Company, whether Whole-time Director or not, and such other persons as may from time to time be allowed to be eligible, but excluding Promoter, Promoter group and Independent Directors.
 - Such number of stock options convertible into Equity Shares of the Company, in one or more tranches, not exceeding 2.00% of the paid-up share capital of the Company of the face value of ₹ 2/- each (Rupees Two only) to the eligible employees of the Company, at such price or prices, and on such terms and conditions as may be fixed or determined by the Board.

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

- iii. The options would vest after 1 year but not later than 8 years from the date of individual grant as decided by the Nomination and remuneration committee.
- iv. Exercise Price is the par value of the Share payable by the Eligible Employee for the Exercise of each Option Granted under the Scheme for the allotment of one Share.
- v. The Company will follow fair value method for computing the compensation cost, if any, for the Options Granted, in accordance with the applicable Law.
- B. The scheme was approved by the Shareholders on July 11, 2020.

II.

Sr. No.	Particulars	As at	As at
		March 31, 2023	March 31, 2022
Greaves Cotton- Employees Stock Option Plan 2020 -ESOP-2020			
i.	Grant price	₹ 2	₹ 2
ii.	Grant date	Various dates	
iii.	Options granted and outstanding at the beginning of the year	1,735,292	2,128,694
iv.	No. of options granted during the year	383,103	153,976
v.	No. of options exercised	127,295	314,497
vi.	No. of options cancelled / forfeited / lapsed	406,805	232,881
vii.	No. of options outstanding at the end of the year	1,584,295	1,735,292
viii.	No. of options exercisable	174,856	-
ix.	Maximum term of options granted	8 years from grant date	
x.	Vesting Period / Schedule	25% at each anniversary from grant date	
xi.	Weighted average remaining contractual life of options (in years)	6 years	7 years
xii.	Weighted average share price at the date of exercise of stock options exercised during the year	136.49	202.68

III.

- A. In respect of stock options granted pursuant to the Company's stock options scheme, the fair value of the options granted during the year which is ₹ 195.77 per option (PY ₹ 129.89 per option), is treated as discount and accounted as employee compensation over the vesting period.
- B. Expense on Employee Stock Option Schemes debited to the Statement of Profit and Loss during the year is ₹ 4.45 Crore (PY ₹ 4.27 Crore) (net).
- C. The perquisite amount on exercise of employee stock options will be considered as a part of the remuneration of the Executive Directors. Executive Directors may be granted stock options in subsidiary companies as per their Schemes after taking necessary approvals. Perquisites may be added to the remuneration of concerned directors and considered in the limits applicable to the Company.
- IV. The fair value has been calculated using the binomial option pricing model and the significant assumptions and inputs to estimate the fair value of options granted during the year are as follows:

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

Sr. No.	Particulars	2022-23	2021-22
i.	Weighted average risk-free interest rate	6.55%	6.23%
ii.	Weighted average expected life of options	4.3 years	5.6 years
iii.	Weighted average expected volatility	87.86%	81.94%
iv.	Weighted average expected dividends over the life of the option	₹ 4 per option	₹ 4 per option
v.	Weighted average exercise price	₹ 2 per share	₹ 2 per share

V. Employee stock option plan (ESOP) (Greaves Electric Mobility Private Limited)

Summary of Status of ESOPs Granted

The position of the existing schemes is summarized as under-

Sr. No.	Particulars	Employee (Director) Stock Option Plan 2020	Employee Stock Option Plan 2020	Employee Stock Option Plan 2022 (Executive director and CEO)
I. Details of the ESOP				
1	Date of shareholder's approval	Approved on December 31, 2020	Approved on December 31, 2020	Approved on June 1, 2022
2	Total number of options approved	1,75,787	342,777	234,383
3	Vesting requirements	Time based vesting Requirements	Time and Performance based vesting Requirements	Time and Performance based vesting Requirements
4	Exercise price or pricing formula (₹)	At discount to FMV as per independent valuer's Report	At FMV as per independent valuer's report	At discount to FMV as per independent valuer's Report
5	Maximum term of options granted (years)	8 years	8 years	8 years
6	Source of shares	Primary issuance	Primary issuance	Primary issuance
7	Date of grant	January 8, 2021	January 8, 2021	June 1, 2022
8	Method of settlement	Equity	Equity	Equity
9	Variation in terms of ESOP	Nil	Nil	Nil

	Employee (Director) Stock Option Plan 2020	Employee Stock Option Plan 2020	Employee Stock Option Plan 2022 (Executive director and CEO)
--	--	---------------------------------	--

II. Option Movement during the year

1	No. of options outstanding at the beginning of the year	175,787	128,909	234,383
2	Options granted during the year	-	166,992	-
3	Options forfeited / lapsed during the year	-	93,752	-
4	Options vested during the year	-	-	-
5	Options exercised during the year	-	-	-
6	Total number of shares arising as a result of exercise of options	-	-	-

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

	Employee (Director) Stock Option Plan 2020	Employee Stock Option Plan 2020	Employee Stock Option Plan 2022 (Executive director and CEO)
7 Money realised by exercise of options (₹)	-	-	-
8 Number of options outstanding at the end of the year	175,787	202,149	234,383
9 Number of options exercisable at the end of the year	-	-	-
III Weighted average exercise price of options granted during the year	NA	1,938	1,381
Weighted average fair value of options granted during the year	NA	-	727
The weighted average market price of options exercised during the year	NA	NA	NA

Method and Assumptions used to estimate the fair value of options granted during the year:

The fair value has been calculated using the Black Scholes Option Pricing model

The Assumptions used in the model are as follows:

Particulars	Grant 1	Grant 2	Grant 3
1. Risk Free Interest Rate	5.32%	5.33%	7.14%
2. Expected Life	5.27	5.51	5.26
3. Expected Volatility	17.97%	17.91%	25.08%
4. Dividend Yield	0.00%	0.00%	0.00%

(₹ in Crore)

Particulars	FY 2022-23	FY 2021-22
Expense on Employee Stock Option Scheme debited to Statement of profit & loss	5.80	0.31

17 - Borrowings

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
17A Non-current		
Secured -at amortized cost		
Term Loan from Banks (Refer Note (i))	-	28.58
WCDL Loan from bank (Refer Note (ii))	-	0.44
Unsecured -at amortized cost		
Others (Refer Note (iii))	-	140.00
Non-current total	-	169.02

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

Particulars	As at March 31, 2023	As at March 31, 2022
17B Current		
Secured -at amortized cost		
Loans repayable on demand from banks (Refer Note (iv))	-	7.49
WCDL Loan from bank (Refer Note (iv))	3.11	14.79
Current maturities of long term debt (Refer Note (i))	-	1.90
Unsecured -at amortized cost		
Current maturities of long term debt (Refer Note (iii))	-	35.00
Loans repayable on demand from banks (Refer Note (v))	0.28	4.36
Current total	3.39	63.54
Total	3.39	232.56

- Greaves Electric Mobility Private Limited, the Company's subsidiary has repaid term loan towards capital spends at 5.5%, repayable over 16 quarterly instalments after 1 year moratorium.
- Greaves Electric Mobility Private Limited, the Company's subsidiary has repaid working capital term loan from a bank by way of Guaranteed Emergency Credit Line under ECLGS scheme.
- Greaves Electric Mobility Private Limited, the Company's subsidiary has repaid unsecured term loan repayable in 5 equal quarterly instalments after the end of 12 months from disbursement of loan at 8% interest.
- Greaves Electric Mobility Private Limited, the Company's subsidiary has working capital loans/demand loan from Banks. The loan is secured against exclusive charge on all current assets, property plant and equipment and intangibles of GEMPL.
- Bestway Agencies Private Limited, the Company's subsidiary has unsecured term loan from Bank & NBFC of ₹ 0.28 Crore (PY ₹ 0.36 Crore) and Cash credit facility of ₹ 3.11 Crore (PY ₹ 4 Crore).
- The Group has Working Capital Limits sanctioned from banks and financial institutions on the basis of security of stock and Book Debts. The quarterly returns or statements of stock and Book Debts filed by the Group with banks and financial institutions are in agreement with the unaudited books of accounts.

18 - Other financial liabilities

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
18A Non-current		
Others	0.18	0.24
Non-current total	0.18	0.24
18B Current		
Employee benefits payable	16.46	14.03
Unpaid dividends*	3.02	3.92
Deposits from dealers	3.89	4.96
Creditors- Capital expenditure	4.12	3.71
Contract liabilities (measured at fair value)	-	4.40
Others	0.04	0.20
Current total	27.53	31.22
Total	27.71	31.46

*There are no amounts due for payment to the Investor Education and Protection Fund Under Section 125 of the Companies Act, 2013 as at the year end.

Also refer Note 33B.

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

19 - Provisions

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
19A Non-current		
Provision for employee benefits		
Compensated absences	0.94	0.62
Gratuity & Ex-gratia (Refer Note 28)	1.19	1.79
Non-current total	2.13	2.41
19B Current		
Provision for employee benefits		
Compensated absences	7.33	8.09
Gratuity & Ex-gratia (Refer Note 28)	0.15	0.15
Provisions for warranty	60.82	33.66
Other provisions	0.52	0.51
Current total	68.82	42.41
Total	70.95	44.82

Movement in provision for warranty

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	33.66	17.36
Provision recognised during the year	62.55	30.58
Amount utilised during the year	(35.39)	(14.28)
Closing balance	60.82	33.66

The Group gives warranties for its products, undertaking to repair or replace the items that fail to perform satisfactorily during the warranty period. Provision made at the year end represents the amount of expected cost of meeting such obligations of rectification / replacement based on the historical data available. The timing of the outflows is expected to be within a period of nine to sixty six months.

20 - Deferred tax

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
20A Analysis of deferred tax assets / (liabilities) presented in the balance sheet:		
Deferred tax assets (net)	19.76	19.87
Deferred tax liabilities (net)	(6.84)	(8.79)
Deferred tax assets (net)	12.92	11.08

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

20B Movement in deferred taxes:

During the year ended March 31, 2023

(₹ in Crore)

Particulars	Opening Balance	Recognised in profit or loss	Closing Balance
Deferred tax asset/(liability) in relation to:			
Property, Plant and Equipment	(18.89)	2.71	(16.18)
Provision for post retirement benefits and other employee benefits	2.20	(0.35)	1.85
Allowance for doubtful debts and advances	18.79	2.03	20.82
Other temporary differences	8.98	(2.55)	6.43
Total	11.08	1.84	12.92

During the year ended March 31, 2022

(₹ in Crore)

Particulars	Opening Balance	Recognised in profit or loss	Closing Balance
Deferred tax asset/(liability) in relation to:			
Property, Plant and Equipment	(20.33)	1.44	(18.89)
Provision for post retirement benefits and other employee benefits	3.72	(1.52)	2.20
Allowance for doubtful debts and advances	17.82	0.97	18.79
Other temporary differences	11.44	(2.46)	8.98
Total	12.65	(1.57)	11.08

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
20C Unrecognised deductible timing differences, unused tax losses and unused tax credits		
Deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax assets have been recognised are attributable to the following:		
- tax losses (capital in nature)	108.29	78.62
	108.29	78.62

20D Gross deferred tax assets and liabilities are as follows:

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Deferred tax assets		
Property, Plant and Equipment	(9.34)	(10.10)
Provision for post retirement benefits and other employee benefits	1.85	2.20
Allowance for doubtful debts and advances	20.82	18.79
Other temporary differences	6.43	8.98

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Gross Deferred tax assets	19.76	19.87
Deferred tax liability		
Property, Plant and Equipment	(6.84)	(8.79)
Gross Deferred tax liability	(6.84)	(8.79)

20E The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Profit/(Loss) before tax	112.81	(19.33)
Income tax expenses calculated at 25.168% (previous year 25.168%)	28.39	(4.86)
Differences due to:		
Tax effect of expenses that are not deductible in determining taxable profit/(loss)	14.67	20.83
Total tax expense	43.06	15.97

(₹ in Crore)

21 - Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022
Trade payables		
Due to micro enterprises and small enterprises*	45.60	45.38
Other than micro enterprises and small enterprises	395.76	333.17
	441.36	378.55

(₹ in Crore)

Also refer Note 33B

* The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) has been determined to the extent such parties have been identified on the basis of information available with the Group.

Particulars	As at March 31, 2023	As at March 31, 2022
Principal amount and interest due:		
Principal amount	45.60	45.38
Interest due	-	1.80
Amount paid beyond the appointed day	-	34.32
Interest due and payable to suppliers, for payments already made under MSMED Act	-	0.11
Amount of Interest accrued and remaining unpaid at the end of each accounting year	-	0.12
Amount of further interest remaining due and payable even in succeeding years	-	1.80

(₹ in Crore)

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

21A - Trade Payables ageing schedule as at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues-MSME	40.15	5.04	0.10	0.09	0.22	45.60
(ii) Undisputed dues-Others	265.39	124.12	2.96	0.40	2.89	395.76
(iii) Disputed dues-MSME	-	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-	-
Total	305.54	129.16	3.06	0.49	3.11	441.36

21B - Trade Payables ageing schedule as at March 31, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues-MSME	35.33	9.71	0.08	0.24	0.02	45.38
(ii) Undisputed dues-Others	161.70	166.71	1.98	1.48	1.30	333.17
(iii) Disputed dues-MSME	-	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-	-
Total	197.03	176.42	2.06	1.72	1.32	378.55

22 - Other liabilities

Particulars	(₹ in Crore)	
	As at March 31, 2023	As at March 31, 2022
22A Non-current		
Advances from Customers	16.92	17.46
Other payables	-	3.16
Non-current total	16.92	20.62
22B Current		
Advances from customers	50.43	32.36
Statutory dues	16.29	14.82
Advances against sale of property (Refer note 14)	84.15	84.15
Other payables	4.36	16.48
Current total	155.23	147.81
Total	172.15	168.43

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

23 - Revenue from operations

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Sale of Products		
(i) Finished goods	2,490.41	1,557.28
(ii) Stock-in trade	148.27	125.26
Sub Total	2,638.68	1,682.54
Service income	29.64	14.23
Other operating revenue		
(i) Export incentive	0.26	0.28
(ii) Development cost recovered (Net)	3.61	2.01
(iii) Others	27.26	10.64
Sub Total	31.13	12.93
Total Revenue from operations	2,699.45	1,709.70

24 - Other Income

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
a) Interest income from financial assets carried at amortised cost:		
Deposits with Banks	51.82	8.99
Other financial assets	0.53	0.05
b) Other non-operating income :		
Financial assets measured at fair value through profit or loss (unrealised)	0.19	0.01
Financial assets measured at fair value through profit or loss (realised)	0.30	-
Sale of Property, Plant and Equipment (Net)	0.50	-
Insurance Claim	0.14	4.35
Foreign Currency Transactions and Translation (Net)	0.34	0.43
Scrap sales	2.13	2.32
Liabilities no longer required written back	5.53	4.51
Miscellaneous income	5.66	1.69
Total	67.14	22.35

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

25 - Cost of materials consumed

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Raw materials consumed:		
Opening stock	127.66	103.72
Purchases	1,880.00	1,184.07
Less : Closing stock	122.16	127.66
Total Cost of Raw Materials Consumed	1,885.50	1,160.13

26 - Purchases of stock-in-trade

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Traded goods	112.62	92.63

27 - Changes in inventories of finished goods, stock-in-trade and work-in-progress

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening inventories		
Finished goods	33.45	36.45
Work-in-progress	7.42	6.21
Stock-in-trade	16.05	20.50
Total Opening Balance	56.92	63.16
Closing inventories		
Finished goods	65.27	33.45
Work-in-progress	6.76	7.42
Stock-in-trade	12.97	16.05
Total Closing Balance	85.00	56.92
Total Changes in inventories of finished goods, work-in progress and stock-in-trade	(28.08)	6.24

28 - Employee benefits expense

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries and wages	195.43	155.84
Contribution to provident and other funds	13.50	12.71
Staff welfare expenses	9.16	7.73
	218.09	176.28
Less: Capitalised towards product development	6.18	6.66
	211.91	169.62

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

Employee benefit plans

28A Defined contribution plans

The amount recognised as an expense during the year ended March 31, 2023 towards Provident Fund (including admin charges), ESIC contribution and Superannuation & National Pension Scheme is ₹ 7.70 crore (previous year ₹ 6.34 crore), ₹ 0.04 crore (previous year ₹ 0.07 crore) and ₹ 3.67 crore (previous year ₹ 4.14 crore) respectively.

28B Defined benefit plans

The Company has a defined benefit plan (the 'Gratuity Plan') which is managed by the trusts. The Gratuity Plan provides for a lump sum payment to vested employees at retirement or termination of employment, whichever is earlier, based on the respective employee's last drawn salary and years of employment with the Company. The benefit vests after five years of continued service.

Investment risk	The present value of the defined benefit plan obligation is based on the Indian government security yields prevailing as at March 31, 2023 for estimated terms of obligation. The trustees of the fund have outsourced the investment management to the Insurance Company. The investments are in Unit Linked Insurance Plans, fixed income funds and debt funds.
Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries taking into account the inflation, seniority, promotion and other relevant factors.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries taking into account the inflation, seniority, promotion and other relevant factors.

The principal assumptions used for the purposes of the actuarial valuations were as follows.

Particulars	Valuation as at			
	March 31, 2023		March 31, 2022	
Discount rate(s) (p.a.)	7.39%		7.23%	
Expected rate(s) of salary increase (p.a.)	MGMT : 9.25% NMGT : 8%		MGMT : 8.75%, NMGT : 8%	
Mortality rates	Age (Years)	Rates (p.a.)	Age (Years)	Rates (p.a.)
	18	0.000874	18	0.000874
	23	0.000936	23	0.000936
	28	0.000942	28	0.000942
	33	0.001086	33	0.001086
	38	0.001453	38	0.001453
	43	0.002144	43	0.002144
	48	0.003536	48	0.003536
	53	0.006174	53	0.006174
58	0.009651	58	0.009651	

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

Amounts recognised in the Statement of profit and loss in respect of these defined benefit plans are as follows.

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Service cost:		
Current service cost	2.70	2.63
Net Interest Cost	(0.10)	0.12
Components of defined benefit costs recognised in profit or loss during the year	2.60	2.75
Opening amount recognised in other comprehensive income :	(7.21)	(4.42)
Actuarial (Gain)/ Loss on account of:		
Changes in financial assumptions	(0.40)	(0.42)
Changes in demographic assumptions	(0.68)	-
Experience adjustments	(1.27)	(2.39)
Actual return on plan assets less interest on plan assets	0.30	0.02
Closing amount recognised in other comprehensive income :	(9.26)	(7.21)
Components of defined benefit (income) /cost recognised in other comprehensive income during the year	(2.05)	(2.79)

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the statement of profit and loss.

The re-measurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Present value of funded defined benefit obligation	14.89	16.44
Fair value of plan assets	13.58	17.82
Funded status	1.31	(1.38)
Change in surplus/deficit	-	0.11
Net (asset)/ liability arising from defined benefit obligation	1.31	(1.27)

Reconciliation of Opening and Closing balances of Defined Benefit Obligation:

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening defined benefit obligation	16.44	18.67
Current service cost	2.70	2.63
Interest on defined benefit obligation	1.02	1.08
Actuarial (Gain)/ loss on Obligations:		

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Changes in financial assumptions	(0.42)	(0.42)
Changes in demographic assumptions	(0.68)	-
Experience changes	(1.45)	(2.39)
Benefits paid	(2.71)	(3.13)
Closing defined benefit obligation	14.90	16.44

Movements in the fair value of the plan assets are as follows.

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening fair value of plan assets	17.82	16.83
Interest income	1.11	0.96
Re-measurement gain/(loss):		
Return on plan assets (excluding amounts included in net interest expense)	(0.32)	0.10
Contributions from the employer	(2.32)	3.06
Benefits paid	(2.71)	(3.13)
Closing fair value of plan assets	13.58	17.82

The fair value of the plan assets at the end of the reporting period for each category, are as follows.

Particulars	Fair Value of plan asset as at	
	March 31, 2023	March 31, 2022
Cash and cash equivalents	0.04	0.04
Non quoted value :		
Insurance company managed fund	13.54	17.78
Total	13.58	17.82

Sensitivity analysis:

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to, are discount rate and future salary escalation rate. The following table summarises the impact in percentage terms on the reported defined benefit obligation (DBO) at the end of the reporting period arising on account of an increase or decrease in the reported assumptions by 50 basis points.

(₹ in Crore)

Particulars	Year ended March 31, 2023		Year ended March 31, 2022	
	Discount Rate	Salary Escalation rate	Discount Rate	Salary Escalation rate
Impact of increase in 50 bps on DBO	(0.42)	0.42	(0.59)	0.59
Impact of decrease in 50 bps on DBO	0.45	(0.41)	0.63	(0.56)

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

The average duration of the benefit obligation at March 31, 2023 is 3.30 years (as at March 31, 2022: 3.66 years).

Projected plan cash flow :

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date :

(₹ in Crore)

Maturity profile	2022-2023	2021-2022
Expected benefits for year 1 to 3	6.06	6.51
Expected benefits for year 4 and 5	3.52	3.42
Expected benefits for year 6 and above	15.71	23.37

29 - Finance costs

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest expenses	9.47	3.28
Interest on Lease liability & Others	2.22	2.06
Total	11.69	5.34

30 - Depreciation and amortisation expense

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of Property, Plant and Equipment (Refer Note 4)	24.22	27.43
Depreciation of Right-of-use assets (Refer Note 4)	7.60	7.98
Amortisation of Intangible assets (Refer Note 5)	24.86	23.32
Total	56.68	58.73

31 - Other expenses

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Stores and spares consumed	7.04	5.32
Power, fuel and electricity	11.51	9.17
Contracting expenses	45.88	39.97
Repairs and maintenance:		
Buildings	1.05	2.24
Plant & equipment	3.67	4.58
Others	6.77	5.00
Brokerage and commission	4.35	4.80
Rent (Refer Note 39A)	2.49	3.28

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Lease rentals	-	0.42
Insurance	2.86	2.65
Bad debts/ Advances written-off (i)	0.19	4.83
Less: Allowance for doubtful Debts/advances (ii)	(0.08)	(4.33)
Bad debts/ Advances written-off (i)-(ii)	0.11	0.50
Allowance for expected credit loss	18.10	13.74
Rates and taxes	3.80	0.86
Advertisement and sales promotion expenses	40.73	22.51
Travelling	17.39	8.91
Loss on sale property, plant and equipment (Net)	-	0.42
Carriage and freight	53.87	39.57
Director sitting fees	0.41	0.53
Printing & stationery	0.31	0.37
Postage, telephone and fax	1.45	1.44
Warranty expenses	62.55	30.58
Legal, professional and consultancy charges	39.66	13.06
After sales service expenses	25.44	13.84
Fair value changes of financial liability recognised at FVTPL	-	7.56
Impairment of property, plant and equipment (Net)	1.26	-
Asset under development written off	-	0.10
Miscellaneous expenses	33.42	22.46
Total	384.12	253.88

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
31A Miscellaneous expenses include:		
Auditors' remuneration and expenses		
Statutory audit fees	1.03	0.85
Limited review	0.46	0.31
Fees for certification	0.02	0.02
Reimbursement of out-of-pocket expenses	0.01	0.03
Payments to tax auditors		
Tax audit fees	0.10	0.10
Payments to cost auditors		
Cost audit fees	0.09	0.09
Reimbursement of out-of-pocket expenses	@	@
@ Represents amount less than ₹ 1 lakh		
31B Expenditure incurred on corporate social responsibility activities :		
(1) Gross amount required to be spent by the Company during the year as per Section 135 of the Companies Act, 2013	1.78	2.87
(2) Amount approved by the Board	2.00	3.20

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
(3) Amount spent during the year on :		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	2.00	# 2.87
(4) Shortfall at the end of the year	-	-
(5) Total of previous years shortfall	-	-
(6) Reason for shortfall	NA	NA
(7) Nature of CSR activities	Reskilling, Education, Health and Environment	

Includes ₹0.03 Crores spent subsequently before April 30, 2022 as per the provisions of the Act.

32 - Exceptional items

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
(i) Profit on sale of immovable properties	4.90	10.50
(ii) Profit on sale of PPE	-	1.83
(iii) Impairment loss of PPE and Intangible assets under development	(15.84)	(9.42)
(iv) Factory relocation expenses	(1.56)	(5.22)
Exceptional items (net)	(12.50)	(2.31)

33 - Risk management

The Group's activities expose it to a variety of financial risks: market risk, credit risk, and liquidity risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

33A Capital risk management :

The Group's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Company. The Company determines the capital management requirement based on annual operating plans and long term and other strategic investment plan.

33B Financial instruments :

The Significant Accounting Policies in respect of each class of financial asset, financial liability and equity instrument including criteria for their recognition, the basis of measurement are as disclosed in Note No. 6, 7, 8, 11, 12, 13, 17, 18, 21 & 39 to the financial statements. These Notes also mention the basis on which the income & expenses are recognised.

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Financial assets		
Measured at amortised cost *		
Cash and bank balances	539.45	100.38
Term deposits with Banks with maturity exceeding 12 Months at inception	465.02	341.53

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Fixed deposits with financial institutions	30.00	-
Loan to Associate	20.30	6.50
Trade receivables	166.15	186.37
Security Deposits	12.71	14.75
Margin money with Banks	2.29	2.21
Others	479.13	192.42
Measured at fair value through profit and loss		
Mutual fund	113.77	-
Investment in equity shares	0.09	0.07
Financial liabilities		
Measured at amortised cost*		
Trade payables	441.36	378.55
Unpaid dividends	3.02	3.92
Deposits from dealers	3.89	4.96
Creditors- Capital expenditure	4.12	3.71
Employee benefits payable	16.46	14.03
Borrowings & Interest accrued	3.39	232.56
Lease Liabilities (Refer Note 39)	30.75	31.24
Others	0.22	4.84

* The Management considers carrying amount of financials assets and financial liabilities in the financial statements as approximate fair values of respective financial assets and liabilities.

33C Financial and liquidity risk management objectives:

- i) Liquidity risk is the risk that the Company may encounter difficulty in meeting its obligations. The Company monitors the rolling forecast of its liquidity position based on expected cash flows. The Company's approach is to ensure that it has sufficient liquidity or borrowing headroom to meet its obligations at all points in time. The Company has sufficient short-term fund-based lines, which provide healthy liquidity and these carry the highest credit quality rating from a reputed credit rating agency.
- ii) The Company has a policy of investing surplus funds in fixed deposits with banks and in overnight debt mutual funds.
- iii) The average payment terms of creditors (trade payables) is in the range of 60-180 days. In case of MSMED creditors the payment terms are within 45 days. Other financial liabilities viz. employee payments, dealer deposits are payable within one year.
- iv) Trade receivables are secured against letters of credit, factoring arrangements, bank guarantees and security deposits. At the end of the year, there is no significant concentration of credit risk for trade receivables as only five parties have more than 5% of the total outstanding amount and one of them is fully secured against factoring arrangement & two of them are fully secured against letter of credit.

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

- v) Of the total outstanding as at reporting date, 65.5% of the reported debts are secured receivables. In case of unsecured receivables the Company has a credit policy where the provision for debts outstanding is made based on provision matrix to compute the expected credit loss allowance taking into account historical experience of collection from customers and the credit limit, as determined by the management.
- vi) The products of the Group under engine segment include application of engines in farm equipment and gensets. The products under Electric mobility segment includes manufacturing, trading of electric vehicles and its spares. The products under other segment include products traded in the International Markets, Greaves Care and After market spares business.

(₹ in Crore)

Particulars	As at March 31, 2023		
	Less than 1 year	More than 1 year	Total
Interest bearing borrowings	3.39	-	3.39
Trade payables	441.36	-	441.36
Lease liabilities	7.06	17.81	24.87
Other financial liabilities	27.53	0.18	27.71
Total	479.34	17.99	497.33

(₹ in Crore)

Particulars	As at March 31, 2022		
	Less than 1 year	More than 1 year	Total
Interest bearing borrowings	63.54	169.02	232.56
Trade payables	378.55	-	378.55
Lease liabilities	11.27	13.53	24.80
Other financial liabilities	31.22	0.24	31.46
Total	484.58	182.79	667.37

33D Foreign currency risk management :

Foreign currency risk is the risk that the fair value of future cash flows of exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency).

The use of foreign currency forward contracts is governed by the Group's Risk Management Policy. The Group uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions for amounts in excess of natural hedge available on export realisations against import payments. The Group does not use forward contracts for speculative purposes.

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

Carrying amounts of the Group's foreign currency denominated unhedged monetary assets and liabilities at the end of the each reporting period are as follows.

(₹ in Crore)

Particulars	Assets		Liabilities	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
USD	10.84	8.53	0.25	5.04
EUR	0.84	2.57	0.09	0.15
GBP	-	-	0.22	0.92
CNY	-	-	0.05	0.05

Particulars	Change in currency exchange rate	Effect on profit before tax		Effect on equity	
		As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
USD	+5%	0.53	0.17	0.40	0.13
	-5%	(0.53)	(0.17)	(0.40)	(0.13)
EUR	+5%	0.04	0.12	0.03	0.09
	-5%	(0.04)	(0.12)	(0.03)	(0.09)
GBP	+5%	(0.01)	(0.05)	(0.01)	(0.03)
	-5%	0.01	0.05	0.01	0.03
CNY	+5%	(0.00)	(0.00)	(0.00)	(0.00)
	-5%	0.00	0.00	0.00	0.00

33E Credit risk management :

The Group has credit management policy for its trade receivables. To minimise the risk, the Company takes letters of credit, bank guarantees and security deposits from the customers based on the credit worthiness. Ongoing credit evaluation is performed on the financial condition of trade receivable.

Trade receivables are secured against letters of credit, factoring arrangements, bank guarantees and security deposits. At the end of the year, there is no significant concentration of credit risk for trade receivables as only five parties have more than 5% of the total outstanding amount and one of them is fully secured against factoring arrangement & two of them are fully secured against letter of credit.

There is no single customer dependency. As at March 31 2023, the Group has top five unsecured customers that owed to the company ₹ 30.20 Crore which accounted for 18% of the total trade receivables. (As at March 31, 2022, the Company had top five unsecured customers that owed the Company approximately ₹ 29.40 Crore which accounted for 16% of the total trade receivables).

33F Fair value measurements :

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on recurring basis:

Some of Group's financial assets and financial liabilities are measured at fair value at end of each reporting period.

The following table gives information about how the fair value of these financial assets and liabilities are determined:

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

(₹ in Crore)

Financial asset / Financial liabilities	Fair values		Fair value hierarchy	Valuation technique and key input
	As at March 31, 2023	As at March 31, 2022		
Financial assets				
Mutual fund	113.77	-	Level 1	Quoted market price
Investment in equity shares (Quoted)	0.09	0.07	Level 1	Quoted market price
Investment in equity shares (Unquoted)	@	@	Level 3	

@ Represents amount less than ₹ 1 lakh

33G Market Risk :

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risks: Currency risk and interest rate risk. Financial instruments affected by market risk include investments, trade payables, trade receivables and loans.

33H Interest Rate Risk :

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rate change does not affect significantly to the company. Company does not have any exposure to the future cash flows resulting from change in interest rate as the Company's net obligations and assets carries fixed interest rate.

34 - Segment information

Segment Identification:

Business segments have been identified on the basis of the nature of products/services, their risk-return profile, the organisational structure and the internal reporting system of the Group.

Reportable Segments:

Reportable segments have been identified as per the aggregation criteria specified in Ind AS-108: 'Operating Segments'

Segment Composition:

- Engines include application of engines in farm equipment, gensets and spares produced by greaves.
- Electric mobility includes manufacturing & trading of electric vehicles and its spares
- Others include products traded in International Markets, Greaves Care and After Market spares business.

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

Operating segments:

1. The risk-return profile of the Group's business is determined predominantly by the nature of its products and services.
2. In respect of geographical information, the Group has identified its geographical areas as (i) Domestic and (ii) Overseas.

The expenses and incomes which are not directly attributable to the business segments are shown as central administration costs. Unallocated assets mainly comprise of investments, cash & bank balances, advance tax etc. Unallocated liabilities mainly include tax provisions and provisions for employee retirement benefits.

34A Segment revenue and results:

The following is an analysis of the Group's revenue and results from continuing operations by reportable segment.

(₹ in Crore)

Particulars	Segment revenue		Segment Result	
	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022
Engines	1,424.78	1,068.51	165.29	70.46
Electric Mobility	1,124.31	522.29	0.78	(34.45)
Others	150.36	118.90	(1.93)	0.82
Total	2,699.45	1,709.70	164.14	36.83
Other Income (including exceptional items)			10.17	10.03
Central administration costs			(42.97)	(58.35)
Finance costs			(11.69)	(5.34)
Share of loss of associate			(6.84)	(2.50)
Profit /(Loss) before tax			112.81	(19.33)

Segment revenue reported above represents revenue generated from external customers.

Segment profit represents the profit before tax earned by each segment without allocation of central administration costs, investment income, other gains and losses, as well as finance costs.

34B Segment assets and liabilities:

(₹ in Crore)

Segment assets	Year ended March 31, 2023	Year ended March 31, 2022
Engines	594.22	605.39
Electric Mobility	1,381.68	448.67
Others	32.22	45.21
Total segment assets	2,008.12	1,099.27
Unallocated	716.31	544.70
Total Assets	2,724.43	1,643.97

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

(₹ in Crore)

Segment liabilities	Year ended March 31, 2023	Year ended March 31, 2022
Engines	373.13	364.74
Electric Mobility	281.03	428.55
Others	25.49	32.48
Total segment liabilities	679.65	825.77
Unallocated	77.22	68.90
Total liabilities	756.87	894.67

All assets as identified to the reportable segment are shown under respective segment. Assets such as investments and income tax receivables are not allocable to reportable segment.

All liabilities as identified to the reportable segment are shown under respective segment. Liabilities such as employee benefits arising on actuarial valuation and income tax liabilities are not allocable to reportable segment.

34C Other segment information:

(₹ in Crore)

Particulars	Depreciation and amortisation		Additions to non-current assets	
	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022
Engines	30.32	31.00	18.11	16.31
Electric Mobility	18.71	17.27	37.12	27.58
Others	2.06	1.59	0.07	2.80
Unallocable	5.59	8.87	2.24	1.04
	56.68	58.73	57.54	47.73

34D Geographical information:

The Group's revenue from continuing operations from external customers by location of operations and information about its non-current assets* by location of assets are detailed below.

(₹ in Crore)

Particulars	Revenue from external customers		Non-current assets*	
	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022
Domestic	2,646.37	1,662.72	495.26	532.84
Overseas	53.08	46.98	-	-
	2,699.45	1,709.70	495.26	532.84

* Non-current assets excludes investments, loans, other financial assets, income tax assets (net of provisions) and deferred tax assets (net).

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

35 - Earnings per share

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Face Value per Equity Share	2.00	2.00
Profit / (Loss) for the year attributable to the owners of the company	78.03	(35.30)
Weighted average number of equity shares outstanding for the purpose of basic earnings per share	231,561,423	231,262,959
Basic earnings per share (₹)	3.37	(1.53)
Weighted average number of equity shares outstanding	231,561,423	231,262,959
Add: Weighted average number of potential equity shares on account of Employee stock options	1,656,114	2,026,916
Weighted average number of equity shares outstanding for the purpose of diluted earnings per share	233,217,537	233,289,875
Diluted earnings per share (₹)	3.35	(1.53)

36 - Related party transactions

I. List of related parties :

36A Holding Company:

Karun Carpets Private Limited

36B Promoter and the promoter group companies, where company has transactions during the year:

Mr Karan Thapar, Chairman

Premium Transmission Private Limited

36C Associate company :

MLR Auto Limited

36D Key Management Personnel :

Mr. Nagesh A Basavanhalli	:	Managing Director & Group CEO upto August 11, 2022
	:	Vice Chairman from August 12, 2022
Mr. Ajit Venkataraman	:	Executive Director upto May 31, 2022
Dr. Arup Basu	:	Deputy Managing Director from May 12, 2022
	:	Managing Director from August 12, 2022
Mr. Dalpat Raj Jain	:	Group Chief Financial Officer
Mr. Atindra Basu	:	General Counsel & Company Secretary

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

II.

36E Transactions with related parties:

The following transactions occurred with the related parties:

Particulars	(₹ in Crore)	
	Year ended March 31, 2023	Year ended March 31, 2022
Sale of goods and services		
Associate		
MLR Auto Limited	10.44	2.06
Promoter group company		
Premium Transmission Private Limited	@	0.01
Sale of assets		
Associate		
MLR Auto Limited	0.01	-
Purchase of goods and services		
Promoter group company		
Premium Transmission Private Limited	-	-
Associate		
MLR Auto Limited	0.89	6.99
Rendering of services / Reimbursement of expenses		
Associate		
MLR Auto Limited	@	-
Receipt of services		
Associate		
MLR Auto Limited	0.18	0.19
Other transactions		
Commission and sitting fees paid		
Mr Karan Thapar	0.34	0.28
Consultancy Charges		
Mr Nagesh Basavanhalli	-	0.04
Interest Income		
MLR Auto Limited	-	0.02
Commission received		
MLR Auto Limited	0.04	0.05
Investment in Associate		
MLR Auto Limited	-	18.81
Loan given to Associate		
MLR Auto Limited	13.80	6.50
Receipt towards development cost		
MLR Auto Limited	0.50	-

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Lease rent expenses paid to Promoter group company		
Premium Transmission Private Limited	0.02	0.04
Dividend paid		
Karun Carpets Private Limited	2.57	2.57
Receipt of non-refundable deposit		
MLR Auto Limited	-	3.16

The following balances were outstanding as at end of the reporting period:

(₹ in Crore)

Particulars	Amounts owed by related parties as at		Amounts owed to related parties as at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Promoter group company				
Premium Transmission Private Limited	0.01	0.02	-	-
Associate companies				
MLR Auto Limited	24.12	8.84	-	3.16

During the year, the Company did not enter into any material transaction (as defined in the Company's Policy on Related Party Transaction) with related parties. All other transactions of the Company with related parties were in the ordinary course of business and at an arm's length.

The amounts outstanding are unsecured and will be settled in cash. No amounts are written off / written back during the year (previous year Nil).

36F Compensation of key management personnel :

The remuneration of directors and other members of the key management personnel during the year were as follows:

(₹ in Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Short-term employee benefits	12.76	16.14
Post-employment benefits	0.42	0.36
Total	13.18	16.50

Notes :

- The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.
- Short term employee benefits include incentives paid during the year.
- Stock option granted to key managerial personnel during the previous year is 3,83,103 (Also, Refer Note 16A).

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

36G The Group has not advanced or lent or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), except as listed below:

(₹ in Crore)

Sr. No.	Funding party	Intermediary party	Date of remittance	Amount involved (₹ in Crore)	Nature and purpose of loans / advance	Ultimate Beneficiary	Date of Remittances to Ultimate Beneficiary by Intermediary	Amount
1	Greaves Cotton Limited	Greaves Finance Limited	27/4/2022	1.00	For Granting Loan to MLR Auto	MLR Auto Limited	28/4/2022	1.00
2	Greaves Cotton Limited	Greaves Finance Limited	13/5/2022	1.00	For Granting Loan to MLR Auto	MLR Auto Limited	13/5/2022	1.00
3	Greaves Cotton Limited	Greaves Finance Limited	10/6/2022	1.50	For Granting Loan to MLR Auto	MLR Auto Limited	22/6/2022	1.50

37 - Contingent liabilities

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
a) Sales Tax liability that may arise in respect of matters in appeal	16.16	44.81
b) Sales Tax Liability that may arise on account of uncollected 'C' Forms	0.51	0.51
c) Excise Duty liability that may arise in respect of matters in appeal	25.76	25.91
d) Claims made against the Company, not acknowledged as debts	32.70	34.08
e) Custom Tax Liability that may arise in respect of matters in appeal	3.87	-
f) Wage demand not acknowledged by the Company in respect of matter in appeal	9.69	7.70

- The Group presently does not expect any outflow in respect of the above contingent liabilities.
- It is not practical to estimate the timing of cash outflows, if any, in respect of matters (a) to (f) above, pending resolution of the appellate proceedings.

38 - Commitments

(₹ in Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	6.34	17.75

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

39 - Leases

On adoption of Ind AS 116 : Leases, the Company recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of Ind AS 17 Leases. These liabilities are measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate, presently determined at 8.50%..

On application of Ind AS 116, the nature of expenses has changed from lease rent to depreciation cost for the right-of-use assets, and finance cost for interest accrued on lease liability.

39A Disclosure as per the requirement of Ind AS 116

Amounts recognised in the Balance Sheet

The Balance Sheet shows the following amounts relating to leases:

Particulars	(₹ in Crore)	
	As at March 31, 2023	As at March 31, 2022
Right-of-use assets	43.81	42.71
Lease liabilities		
Non-current	17.81	13.53
Current	7.06	11.27

Amounts recognised in the Statement of profit and loss

The Statement of profit or loss shows the following amounts relating to leases:

Particulars	(₹ in Crore)	
	As at March 31, 2023	As at March 31, 2022
Depreciation charge on right-of-use assets (Refer Note 4 & 30)	7.60	7.98
Interest expense (included in finance costs) (Refer Note 29)	2.22	2.06
Expense relating to short term leases not included in lease liabilities (Refer Note 31)	1.55	1.93

The total cash outflow towards leases for the year ended March 31, 2023 was ₹ 9.66 Crores (previous year ₹ 11.42 Crores).

39B Movement in lease liabilities during the year

Particulars	(₹ in Crore)	
	As at March 31, 2023	As at March 31, 2022
Opening Balance	24.80	16.68
Additions during the year	12.05	19.09
Deletions during the year	(6.05)	-
Finance costs incurred during the year	2.29	2.34
Payments of Lease Liabilities	(8.22)	(13.31)
Closing Balance	24.87	24.80

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

39C The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2023 on an undiscounted basis:

(₹ in Crore)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Not later than 1 year	8.99	9.10
Later than 1 year and not later than 5 years	21.76	22.14
Total undiscounted lease liabilities	30.75	31.24

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Extension and termination options

Extension and termination options are included in some of the leases entered by the Company. These are used to maximise operational flexibility in terms of managing the assets in the Company's operations. The majority of extension and termination options held are exercisable by both the Company and by the respective lessor. Further as on the reporting date the Company expects not to use those options.

40 - Acquisition of Associate:

During the previous year, the Greaves Electric Mobility Private Limited (earlier known as Ampere Vehicles Private Limited) acquired 26% shareholding in MLR Auto Limited, a Hyderabad based company manufacturing 3 Wheelers (Electric, CNG & Diesel) for a value of ₹ 18.81 Crore, with an option to purchase further 25% at an exercise price of Rs 15.05 Crore. This acquisition will enable the group to expand its market in India with respect to electric vehicles.

(₹ in Crore)

(a) The fair values of assets and liabilities recognised as a result of the acquisition are as follows:

Tangible assets	67.73
Inventories	3.09
Trade receivables	3.76
Other financial assets and current assets	4.87
Cash and cash equivalents	0.01
Other financial liabilities and current liabilities	(6.21)
Borrowings	(55.00)
Fair value of net asset / (liabilities) acquired	18.25

(b) Impact of acquisitions on the results of the Group:

Profit for the year ended March 31, 2023 includes Loss of ₹ 6.84 Crores (Previous year ₹ 2.50 Crores) pertaining to acquisition made during the previous year.

(c) Interest in associate

Set out below is the associate of the Group as at March 31, 2023. The entity listed below has share capital consisting solely of equity shares, which are held directly by the Group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

Name of the Company	Place of incorporation and principal place of business	Proportion of the ownership interest	Relationship	Quoted fair value		Carrying amount	
				March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
MLR Auto Limited	Hyderabad, India	26.00%	Associate	*	*	9.47	16.31

(d) Principal activity

MLR Auto Limited is instrumental in the business of manufacturing a flawless spectrum of Cargo Loading Vehicle, CNG Rickshaw, Passenger Rickshaw, Diesel Cargo Auto and City Passenger Auto.

*Unlisted entity – no quoted price available.

(e) Summarised financial information for associate

The tables below provide summarised financial information for the associate as at the end of the reporting period. The information disclosed reflects the amounts presented in the financial statements of the relevant associate and not Greaves Electric Mobility Private Limited's share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method, including modifications for differences in accounting policies.

(₹ in Crore)

Summarised Balance Sheet	MLR Auto Limited	
	As at March 31, 2023	As at March 31, 2022
Total Current assets	12.10	11.78
Total Non Current assets	15.74	15.15
Total Current liabilities	28.06	9.08
Total Non Current liabilities	65.92	57.52
Net assets	(66.14)	(39.67)

(f) Reconciliation to carrying amounts

(₹ in Crore)

	MLR Auto Limited	
	As at March 31, 2023	As at March 31, 2022
Net assets acquired	18.25	18.25
Investment made	18.81	18.81
Add:		
Profit/(Loss) for the year	(26.30)	(9.62)
Other comprehensive income	0.07	-
Less:		
Dividends paid	-	-
Dividend distribution tax paid	-	-
Closing net assets	(26.23)	(9.62)
Group's share in %	26%	26%

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

	MLR Auto Limited	
	As at March 31, 2023	As at March 31, 2022
Group's share in INR	(6.84)	(2.50)
Goodwill	-	-
Reconciliation :		
Unrealised Gain on stock	-	-
Impairment of investment in associate	-	-
Carrying Amount	9.47	16.31

Summarised statement of profit and loss

(₹ in Crore)

	MLR Auto Limited	
	As at March 31, 2023	As at March 31, 2022
Revenue from operations	44.44	7.24
Profit/ (loss) from continuing operations (Post acquisition)	(35.92)	(9.62)
Profit / (loss) for the year	(26.30)	(9.62)
Other comprehensive income/ (loss) for the year	0.07	-
Total comprehensive income/ (loss) for the year	(26.23)	(9.62)

41 - Additional Regulatory Information

- The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- The Group does not have any transactions with companies struck off u/s 248(5) of the Companies Act, 2013 except for the following entities: except for the following entities:

(₹ in Crore)

Name of the struck off company	Nature of transactions with struck off company	As at March 31, 2023	As at March 31, 2022
Dream Land Amusement Parks Private Limited	Receivables*	0.02	0.02
Emingstar Power Builders Private Limited	Receivables*	0.63	0.63
Rajshi Media Private Limited	Payables	-	(0.01)
Raahat Hotels And Resorts Private Limited	Payables	-	@

*Receivables from above struck off companies are fully provided in books.

@ Represents amount less than ₹ 1 lakh

- The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

Consolidated Notes to the Financial Statements

for the year ended March 31, 2023

- v. The Group has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- vi. The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- 42** - The figures for the corresponding previous year have been regrouped, wherever necessary, to make them comparable with the figures of the current year.

In terms of our report of even date attached

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Mehul Parekh

Partner

Mumbai, May 12, 2023

For and on behalf of the Board

Dr. Arup Basu
Managing Director
DIN : 02325890

Dalpat Raj Jain
Group Chief Financial Officer

Nagesh Basavanhalli
Vice Chairman
DIN : 01886313

Atindra Basu
General Counsel & Company Secretary

Information on Subsidiary Companies

Name of the Entity	Financial year ended March 31, 2023							
	Net Assets		Share of Profit or Loss		Share of Comprehensive Income		Share of Total Comprehensive Income	
	As % of Consolidated net assets	Rs in Crore	As % of Consolidated profit or loss	Rs in Crore	As % of Consolidated Comprehensive Income	Rs in Crore	As % of Consolidated Total Comprehensive Income	Rs in Crore
a) Indian								
Greaves Cotton Limited	25.70%	505.61	142.78%	99.59	31.03%	0.54	140.06%	100.13
Subsidiary Companies								
Greaves Finance Limited (Formerly known as Greaves Leasing Finance Limited)	-0.03%	(0.52)	-4.16%	(2.90)	0.00%	-	-4.06%	(2.90)
Greaves Technologies Limited (Formerly known as Dee Greaves Limited)	0.21%	4.10	-0.33%	(0.23)	0.00%	-	-0.32%	(0.23)
Greaves Electric Mobility Private Limited (Formerly known as Ampere Vehicles Private Limited)	57.31%	1,127.67	9.39%	6.55	48.85%	0.85	10.35%	7.40
Bestway Agencies Private Limited	-2.56%	(50.32)	-26.01%	(18.14)	2.30%	0.04	-25.32%	(18.10)
Associate								
MLR Auto Limited	0.00%	-	-9.81%	(6.84)	0.00%	-	-9.57%	(6.84)
Minority Interest in all subsidiaries Associates (Investment as per the equity methods)	19.37%	381.02	-11.87%	(8.28)	17.82%	0.31	-11.15%	(7.97)

In terms of our report of even date attached
For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Mehul Parekh
Partner
Mumbai, May 12, 2023

For and on behalf of the Board
Dr. Arup Basu
Managing Director
DIN : 02325890

Dalpat Raj Jain
Group Chief Financial Officer

Nagesh Basavanhalli
Vice Chairman
DIN : 01886313

Atindra Basu
General Counsel & Company Secretary

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