

# 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 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 Board consists of experienced and eminent professionals with expertise in varied fields. The composition of the Board, an optimum mix of Independent, Non-executive and Executive Directors, is in compliance with the statutory requirements. The Chairman and the Executive Director are liable to retire by rotation. The Managing Director & CEO is not liable to retire by rotation. Day-to-day management of the Company, under the superintendence of the Board, is vested with the Managing Director & CEO, who is supported by a competent Management team. 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 as on date and Directorship / Committee positions of the Directors in other companies, are as follows:

Name	Position / Category	Other		
		Directorships <sup>1</sup>	Committee Memberships <sup>2</sup>	
			Member	Chairman
Mr. Karan Thapar	Chairman / Non-executive Promoter Director	1	1	0
Mr. Nagesh Basavanhalli	Managing Director & CEO	2	0	0
Mr. Vijay Rai	Non-Executive Non-Independent Director	6	3	1
Mr. Vikram Tandon	Independent Director	1	1	1
Mr. Navneet Singh	Independent Director	2	2	0
Mr. Arvind Kumar Singhal	Independent Director	2	0	0
Mr. Kewal Handa	Independent Director	4	4	2
Ms. Sree Patel	Independent Director	0	0	0
Mr. Vinay Sanghi <sup>3</sup>	Independent Director	3	0	0

1. Excludes directorships in private companies, foreign companies and alternate directorships.

2. Includes only Audit Committee and Stakeholders' Relationship Committee of other Indian public limited companies.

3. Appointed as an Additional Director of the Company with effect from 4<sup>th</sup> August, 2017.

## 2.2 Attendance of each Director at the Board Meetings and the Annual General Meeting

During the financial year 2017-18, the Board met four times i.e. on 4<sup>th</sup> May, 2017, 3<sup>rd</sup> August, 2017, 1<sup>st</sup> November, 2017 and 5<sup>th</sup> February, 2018. The gap between two Board Meetings did not exceed 120 days. The details of the attendance of the Directors at these Meetings are as follows:

### Board Meetings

Name	Number of Meetings attended
Mr. Karan Thapar	4 of 4
Mr. Nagesh Basavanhalli	4 of 4
Mr. Vijay Rai	4 of 4
Mr. Vikram Tandon	3 of 4
Mr. Navneet Singh	4 of 4
Mr. Arvind Kumar Singhal	4 of 4
Mr. Kewal Handa	4 of 4
Ms. Sree Patel	4 of 4
Mr. Vinay Sanghi*	2 of 2

\*appointed as an Additional Director (Independent) with effect from 4<sup>th</sup> August, 2017

### Annual General Meeting

The Annual General Meeting for the year ended 31<sup>st</sup> March, 2017 was held on 3<sup>rd</sup> August, 2017. Except Mr. Vikram Tandon and Mr. Arvind Kumar Singhal, all the other directors attended the meeting.

## 2.3 Conduct of Board Meetings

The Board meets at least once in a calendar quarter to, inter alia, approve the quarterly financial results and the strategic business plan. 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.

Agenda papers, containing all relevant information, including information as specified in Part A of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are made available to the Board well in advance to enable the Board to discharge its responsibilities effectively and take informed decisions. Presentations are also made to the Board by Business and Function Heads on operations and various issues concerning the Company. The Directors also have independent access to the Senior Management at all times. 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.

## 3. COMMITTEES

As mandated by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted an Audit Committee, a Nomination and Remuneration Committee, a Stakeholders' Relationship & Share Transfer Committee and a Risk, CSR & Strategy Committee. The functioning of each of these Committees is regulated by the specific terms of reference, roles and responsibilities and powers as detailed in their respective Charters.

The Company Secretary of the Company acts as the Secretary to these Committees.

The Minutes of the Meetings of all these Committees are placed before the Board for noting. Declarations regarding committee memberships / chairmanships, of the specified committees in other public limited companies as on 31<sup>st</sup> March, 2018 have been received from the Directors. 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.

### 3.1 Audit Committee:

The Audit Committee (the 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:

- (i) oversight of the financial reporting process and disclosure of financial information;
- (ii) recommending the appointment, remuneration and terms of appointment of the auditors of the Company;
- (iii) reviewing with Management the quarterly and annual financial statements and the auditor's report thereon;
- (iv) reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- (v) approving, or any subsequent modification of, transactions with related parties;
- (vi) evaluating internal financial controls and risk management systems;
- (vii) reviewing the findings of any internal investigations by the internal auditors;
- (viii) reviewing the functioning of the Whistle Blower mechanism;
- (ix) approving the appointment of Chief Financial Officer.

The Committee reviews the following information:

- Management Discussion and Analysis of financial condition and results of operations
- Statement of significant related party transactions
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors
- Internal audit reports relating to internal control weaknesses; and
- Appointment, removal and terms of remuneration of the Chief Internal Auditor.

### 3.1.2 Composition

The Committee comprises of three qualified Directors, all of whom are Non - executive and Independent. The Members of the Committee are financially literate and have financial management expertise. The composition of the Committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as given below:

Name	Designation	Category
Mr. Kewal Handa	Chairman	Independent Director
Mr. Navneet Singh	Member	Independent Director
Ms. Sree Patel*	Member	Independent Director
Mr. Vijay Rai**	Member	Independent Director

\*Appointed as a Member with effect from 5<sup>th</sup> May, 2017

\*\*Ceased to be a Member with effect from 5<sup>th</sup> May, 2017

### 3.1.3 Meetings and attendance

During the financial year 2017-18, the Committee met four times i.e. on 4<sup>th</sup> May, 2017, 2<sup>nd</sup> August, 2017, 31<sup>st</sup> October, 2017 and 5<sup>th</sup> February, 2018. The gap between any two meetings did not exceed 120 days. The details of the attendance of the Directors at these Meetings are as follows:

Name	Number of Meetings attended
Mr. Kewal Handa	4 of 4
Mr. Navneet Singh	4 of 4
Ms. Sree Patel	3 of 3
Mr. Vijay Rai	1 of 1

The Chairman of the Committee was present at the 98<sup>th</sup> Annual General Meeting held on 3<sup>rd</sup> August, 2017.

The Managing Director & CEO, the Chief Financial Officer of the Company, representatives of the Statutory Auditors and the Internal Auditors are permanent invitees at Audit Committee Meetings. All of them attended all the Audit Committee Meetings held during the year.

### 3.2 Nomination and Remuneration Committee

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

#### 3.2.1 Terms of reference in brief

1. To formulate the criteria for determining the qualifications, positive attributes and independence of Directors and recommend to the Board their appointment;
2. To recommend to the Board, the remuneration of the Executive Directors', as follows:
  - (a) Elements of the remuneration package that is salary, perquisites, retirement benefits, 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;
3. To recommend to the Board a policy relating to the remuneration for the Executive Directors, Key Managerial Personnel and Management Staff;
4. To devise a policy on Board diversity;
5. To formulate a criteria for evaluation of Independent Directors and the Board;
6. 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.

#### 3.2.2 Composition

The Nomination and Remuneration Committee comprises three Directors of whom two are Independent Directors and one is a Non - executive Director as follows:

Name	Designation	Category
Mr. Vikram Tandon	Chairman	Independent Director
Mr. Karan Thapar	Member	Non-executive Director
Mr. Vinay Sanghi*	Member	Independent Director
Mr. Vijay Rai**	Member	Independent Director

\*Appointed as a Member with effect from 13<sup>th</sup> October, 2017

\*\*Ceased to be a Member with effect from 13<sup>th</sup> October, 2017

#### 3.2.3 Meetings and attendance

During the financial year 2017-18, the Nomination and Remuneration Committee met three times i.e. on, 4<sup>th</sup> May, 2017, 31<sup>st</sup> October, 2017 and 6<sup>th</sup> February, 2018. The details of the attendance of the Directors at these Meetings are as follows:

Name	Number of Meetings attended
Mr. Vikram Tandon	3 of 3
Mr. Karan Thapar	3 of 3
Mr. Vinay Sanghi	1 of 2
Mr. Vijay Rai	1 of 1

### 3.2.4 Remuneration policy

The 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.

#### 1. For Whole-time Directors

The remuneration of the Whole-time / Executive Director is recommended by the Nomination and Remuneration Committee to the Board of Directors. The Nomination and Remuneration Committee takes into account the qualification, experience, and prevailing industry practices while recommending the remuneration.

The remuneration paid to the Executive Director comprises salary and allowances, perquisites, retirement benefits, performance linked incentive and long term incentive. Details of remuneration paid to Mr. Nagesh Basavanhalli, Managing Director & CEO for the financial year 2017-18 are as follows:

(₹ in lakhs)

Name of the Director	Fixed component			Variable Component		Total
	Salary and Allowance	Perquisites	Retirement benefit	Performance Linked Incentives	Long Term Incentive	
Mr. Nagesh Basavanhalli	213.50	47.72	14.64	100.00	-	375.86

No severance fee is payable on termination of employment. The Company does not have a scheme for stock options either for the Directors or the employees.

Details regarding Service Contract and Notice Period:

Mr. Nagesh Basavanhalli:

Service Contract – 27<sup>th</sup> September, 2016 to 26<sup>th</sup> September, 2019

Notice Period - 6 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 of ₹ 20,000 for attending each meeting of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Risk, CSR & Strategy Committee and Independent Directors. For each meeting of Stakeholders' Relationship & Share Transfer Committee and Managing Committee, the Non-Executive Directors are entitled to sitting fees of ₹ 5,000.

The aforesaid sitting fees are within the limits prescribed under the Companies Act, 2013.

##### b. Commission

In terms of the Members' approval given at the 98<sup>th</sup> Annual General Meeting held on 3<sup>rd</sup> August, 2017, 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 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
- Overall contribution and time devoted outside the meetings

Details of the remuneration paid / payable to the Non - executive Directors for the financial year 2017-18 are as follows:  
(₹ in lakhs)

Name of the Directors	Sitting fees	Commission*	Total
Mr. Karan Thapar	2.00	131.00	133.00
Mr. Vijay Rai	1.50	12.85	14.35
Mr. Vikram Tandon	1.40	14.28	15.68
Mr. Navneet Singh	1.90	13.26	15.16
Mr. Arvind Kumar Singhal	1.60	14.28	15.88
Mr. Kewal Handa	2.40	13.67	16.07
Ms. Sree Patel	1.60	12.44	14.04
Mr. Vinay Sanghi**	0.60	6.22***	6.82

\*Subject to approval of the audited financial statements for the financial year 2017-18 by the Members at the forthcoming 99<sup>th</sup> Annual General Meeting.

\*\*Appointed as an Additional Director with effect from 4<sup>th</sup> August, 2017

\*\*\*For part of the year

Please refer to the disclosure on Related Party transactions in Notes to the Standalone Financial Statements for details of transactions in which Mr. Karan Thapar is concerned or interested.

None of the other Non - executive Directors has any other pecuniary interest in the Company.

### 3.2.5 Shareholding of Non-Executive Directors of the Company

Name of the Non - Executive Director	Number of Shares of ₹ 2 each held	% of Total Paid-up Equity Capital
Mr. Karan Thapar	-	-
Mr. Vijay Rai	20,150	0.008
Mr. Vikram Tandon	-	-
Mr. Navneet Singh	-	-
Mr. Arvind Kumar Singhal	-	-
Mr. Kewal Handa	-	-
Ms. Sree Patel	-	-
Mr. Vinay Sanghi	-	-

### 3.2.6 Performance evaluation criteria for Independent Directors

The criteria for performance evaluation includes, inter alia, relevant experience and skills of the Directors, ability and willingness to speak up, ability to carry others, ability to disagree, stand his / her ground, integrity, focus on shareholder value creation and high governance standards.

### 3.3 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 to ensure that the investors' grievances are timely and satisfactorily resolved.

#### 3.3.1 Terms of reference in brief

- To receive the report of the Registrar and Share Transfer Agent 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 note the transfer / transmission / transposition / rematerialisation / dematerialization of shares and consolidation / splitting of folios as approved by the officials duly authorized by the Board of Directors in this regard and the issue of share certificates in exchange for sub-divided, consolidated, defaced, torn, etc;

- To appoint and remove the Registrar and Share Transfer Agent, decide the terms and conditions, remuneration, service charge / fees and review their performance;
- To decide the frequency of audit of the Registrar and Share Transfer Agent and to consider the Auditor's Report thereon.

### 3.3.2 Composition

The composition of Stakeholders' Relationship and Share Transfer Committee is as under:

Name	Designation	Category
Mr. Vijay Rai	Chairman	Non-Executive & Non-Independent Director
Mr. Navneet Singh	Member	Independent Director
Mr. Nagesh Basavanhalli	Member	Executive Director

### 3.3.3 Meetings and attendance

During the year under review, the Stakeholders' Relationship and Share Transfer Committee met twice i.e. on 3<sup>rd</sup> August, 2017 and 5<sup>th</sup> February, 2018, where all the Members were present.

### 3.3.4 Name and designation of Compliance Officer

Mr. Amit K. Vyas - Company Secretary, Head – Legal & Internal Audit, is the Compliance Officer of the Company as required under Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 3.3.5 Investor complaints

The Company received eleven complaints during the year under review which were satisfactorily addressed. There are no pending complaints as on 31<sup>st</sup> March, 2018.

In keeping with the Company's focus on promptly resolving investors' complaints, the Registrar and Share Transfer Agent, strives to attend to all investor complaints within 48 hours of receipt.

The Company has a dedicated email ID [investorservices@greavescotton.com](mailto:investorservices@greavescotton.com) to which investors can send their grievances. Mr. Manish Parikh, Deputy Company Secretary, is designated as the Investor Relations Officer who may be contacted at the Registered Office of the Company or on Telephone: +91 22 62211700.

Complete details of the past unpaid / unclaimed dividends lying with the Company have been uploaded on the Company's website [www.greavescotton.com](http://www.greavescotton.com) under the head "Investor Relations". 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 (IEPF) of the Government.

### 3.3.6 Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Account:

In terms of the requirements of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended ("the Rules"), the Company is required to transfer the shares in respect of which the dividend has remained unpaid or unclaimed for a period of seven consecutive years 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 transferred to the IEPF Account can be claimed back by the concerned Members from IEPF Authority after complying with the procedure prescribed under the Rules.

During the Financial Year 2017-18, the Company has transferred 8,27,769 shares to the Investor Education and Protection Fund (IEPF) Account.

## 4. General Body Meetings

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

Date of AGM	Time	Venue	Special Resolution passed, if any
3 <sup>rd</sup> August, 2017	3.30 p.m	Hall of Culture, Nehru Centre, Worli, Mumbai - 400 018	Payment of Commission to Non- Executive Directors
26 <sup>th</sup> September, 2016	3.00 p.m	Hall of Culture, Nehru Centre, Worli, Mumbai - 400 018	1. Re-appointment of Mr. Vijay Rai as an Independent Director 2. Change in place of keeping Registers and Returns
6 <sup>th</sup> August, 2015	3.00 p.m	Hall of Culture, Nehru Centre, Worli, Mumbai - 400 018	Appointment of Statutory Auditors

### 4.2 Special Resolutions through Postal Ballot

During the year under review, no Special Resolution was passed through Postal Ballot. If required, Special Resolutions shall be passed by postal ballot during the year ending on 31<sup>st</sup> March, 2019, in accordance with the prescribed procedure.

## 5. Disclosures

### 5.1. Related Party Transactions

#### 5.1.1 Basis

The Company has not entered into any material related party transaction during the year. All Related Party Transactions are placed before the Audit Committee for review. Prior omnibus approval is obtained for Related Party Transactions on a yearly basis for transactions which are repetitive in nature. Details of transactions with related parties are disclosed in Notes to the Standalone Financial Statements, forming a part of this Annual Report.

#### 5.1.2 Policy on dealing with Related Party Transactions

The Company has formulated a policy on materiality of related party transactions and also for dealing with related party transactions which is disclosed on the website of the Company, [www.greavescotton.com](http://www.greavescotton.com) and can also be accessed through the following link [http://www.greavescotton.com/php/media/brochure\\_files/Related\\_Party\\_Transactions.pdf](http://www.greavescotton.com/php/media/brochure_files/Related_Party_Transactions.pdf)

### 5.2 Accounting treatment

The Company has, in preparation of the Financial Statements, followed the applicable Accounting Standards.

### 5.3 Management

The Management Discussion and Analysis, as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Directors' Report which forms a part of this Annual Report.

### 5.4 Compliance by the Company

There was no instance of non-compliance with any requirement of the Stock Exchanges, Securities and Exchange Board of India and other statutory authorities on any matter relating to capital market during the last three years.

### 5.5 CEO/CFO Certification

The Managing Director & CEO and the 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Certificate forms a part of this Annual Report.

### 5.6 Certificate on Corporate Governance

The Auditors' Certificate on compliance with the conditions of corporate governance, as stipulated under Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed herewith.

### 5.7 Subsidiary Companies

The Company does not have a material non-listed Indian subsidiary as defined under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Company has unlisted subsidiary companies in India. 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 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 [www.greavescotton.com](http://www.greavescotton.com) and can be accessed through the following link [http://www.greavescotton.com/php/media/brochure\\_files/policy\\_on\\_material\\_subsidiaries.pdf](http://www.greavescotton.com/php/media/brochure_files/policy_on_material_subsidiaries.pdf).

#### 5.8 Code of Conduct for Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading as well as a Code of Corporate Disclosure Practices (Code), as prescribed by the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Compliance Officer is responsible for monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, 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. All Directors and employees in the grade of Vice President and above and other Designated Persons, who could be privy to the Unpublished Price Sensitive Information of the Company, are governed by this Code.

Mr. Amit K. Vyas, Company Secretary, Head – Legal & Internal Audit, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Code is displayed on the Company's website [www.greavescotton.com](http://www.greavescotton.com). All the Members of the Board and Senior Management personnel have affirmed their compliance with the Code for the financial year ended 31<sup>st</sup> March, 2018. A declaration to this effect, signed by the Managing Director & CEO, forms a part of this Annual Report. 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 behavior. 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 Chairman of the Audit Committee. The Company ensures that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment or victimisation.

The Whistle Blower Policy is posted on the website of the Company [www.greavescotton.com](http://www.greavescotton.com).

No personnel have been denied access to the Audit Committee.

## 6. Means of Communication

- Newspapers: The Company publishes the statement of financial results (quarterly / half yearly / annual) in prominent national English and regional language (Marathi) newspapers like Business Standard and Navshakti.
- Press Release: The Company issues press release highlighting significant performance and operational milestones. The press release are sent to, and are displayed by the Stock Exchanges, where the shares of the Company are listed.
- 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 [www.greavescotton.com](http://www.greavescotton.com) and can be accessed through the following link <http://www.greavescotton.com/investors/investor-information>.
- Website: The financial results are also simultaneously posted on the Company's website [www.greavescotton.com](http://www.greavescotton.com).

## 7. General Shareholder Information

### 7.1 Annual General Meeting Information

Day and Date	Monday, 13 <sup>th</sup> August, 2018
Time	4.00 PM
Venue	Hall of Culture, Nehru Centre, Worli, Mumbai - 400018
Book Closure	Tuesday, 7 <sup>th</sup> August, 2018 to Monday, 13 <sup>th</sup> August, 2018 (Both days inclusive)
Dividend and Payment date	Final dividend of ₹ 1.50 per share; that is 75%, payable on or after Friday, 17 <sup>th</sup> August, 2018

### 7.2 Financial year of the Company : 1<sup>st</sup> April to 31<sup>st</sup> March each year

### 7.3 Financial Calendar (tentative)

The Company expects to announce the financial results for the year 2018-19, as per the following schedule:

1 <sup>st</sup> quarter ending 30 <sup>th</sup> June, 2018	: on or before 14 <sup>th</sup> August, 2018
2 <sup>nd</sup> quarter ending 30 <sup>th</sup> September, 2018	: on or before 14 <sup>th</sup> November, 2018
3 <sup>rd</sup> quarter ending 31 <sup>st</sup> December, 2018	: on or before 14 <sup>th</sup> February, 2019
4 <sup>th</sup> quarter and financial year ending 31 <sup>st</sup> March, 2019	: on or before 30 <sup>th</sup> May, 2019
100 <sup>th</sup> Annual General Meeting	: on or before 30 <sup>th</sup> September, 2019

### 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
<b>BSE Limited (BSE)</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	501455
<b>National Stock Exchange of India Limited (NSE)</b> 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 "B" / S&P BSE 500 Index of BSE Limited.

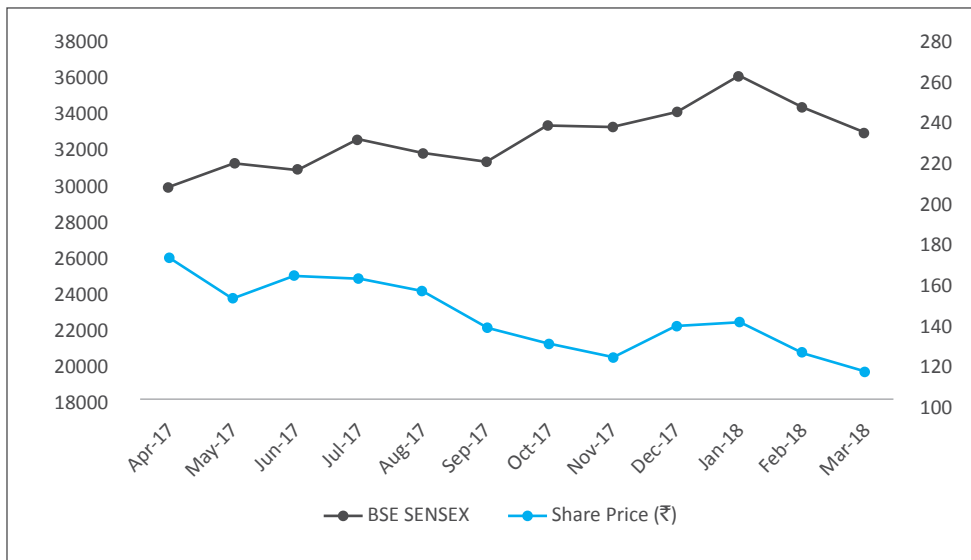
The Listing Fee for the financial year 2018-19 has been paid to both the above Stock Exchanges.

### 7.5 Market Price Data (high, low during each month in the financial year 2017-18) :

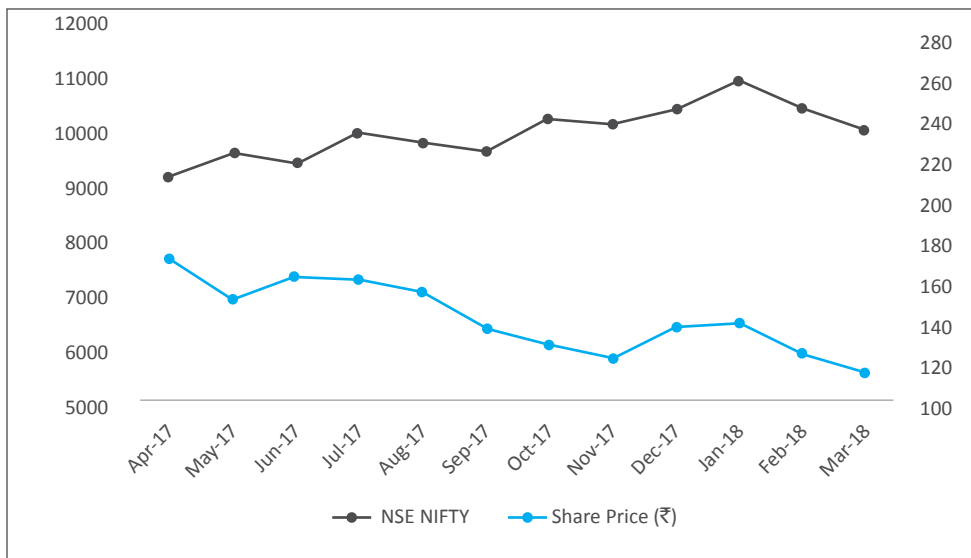
Month	BSE				NSE			
	Prices in ₹		S & P BSE Sensex		Prices in ₹		Nifty 50	
	High	Low	High	Low	High	Low	High	Low
April, 2017	176.50	160.00	30,184.22	29,241.48	177.00	160.65	9,367.15	9,075.15
May, 2017	178.00	145.35	31,255.28	29,804.12	178.55	145.15	9,649.60	9,269.90
June, 2017	167.65	150.90	31,522.87	30,680.66	167.80	150.35	9,709.30	9,448.75
July, 2017	170.40	155.35	32,672.66	31,017.11	170.80	157.25	10,114.85	9,543.55
August, 2017	164.40	143.10	32,686.48	31,128.02	164.95	142.75	10,137.85	9,685.55
September, 2017	158.55	133.60	32,524.11	31,081.83	160.10	133.10	10,178.95	9,687.55
October, 2017	140.55	128.00	33,340.17	31,440.48	140.50	128.05	10,384.50	9,831.05
November, 2017	131.50	119.00	33,865.95	32,683.59	131.50	119.75	10,490.45	10,094.00
December, 2017	139.35	112.70	34,137.97	32,565.16	139.55	112.35	10,552.40	10,033.35
January, 2018	154.75	135.70	36,443.98	33,703.37	154.40	135.20	11,171.55	10,404.65
February, 2018	141.45	119.00	36,256.83	33,482.81	141.40	119.00	11,117.35	10,276.30
March, 2018	125.00	112.45	34,278.63	32,483.84	125.10	113.00	10,525.50	9,951.90

## 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:

Karvy Computershare Private Limited  
UNIT : Greaves Cotton Limited  
Karvy 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@karvy.com](mailto:einward.ris@karvy.com)

Website: [www.karvycomputershare.com](http://www.karvycomputershare.com)

## 7.8 Share Transfer System

The Board has delegated the authority for approving transfer, transmission etc. of the Company's shares, excluding issuance of duplicate share certificates, to the Company Secretary and the Deputy Company Secretary of the Company. Issue of duplicate share certificates is approved by the Stakeholders' Relationship & Share Transfer Committee. Share transfer requests accompanied by complete documents are usually approved within 15 days from the date of receipt. Requests received for

dematerialization of shares are normally confirmed by the Registrar and Share Transfer Agent within 15 days to the Depositories. A summary of the transfer, transmission etc., as approved, is placed before the Stakeholders' Relationship and Share Transfer Committee. The Company obtains a half yearly compliance certificate as required under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from a Company Secretary in whole time practice and files the same with the Stock Exchanges.

#### 7.9 Shareholding Pattern as on 31<sup>st</sup> March, 2018

Category	Number of Shares held	Percentage of Shareholding
Promoters	12,45,53,726	51.00
Mutual Funds	2,39,82,524	9.82
Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions / Non-Government Institutions)	2,23,00,132	9.13
Corporate Bodies/Clearing Members	72,88,357	2.98
NRIs/ OCBs/ FIIs/FPIs	1,96,75,766	8.06
Resident Individuals/Trust	4,63,41,045	18.98
Share lying in Unclaimed Suspense Account	65,245	0.03
<b>Total</b>	<b>24,42,06,795</b>	<b>100.00</b>

#### 7.10 Distribution of Shareholding as on 31<sup>st</sup> March, 2018

Number of shares	Number of shareholders	Percentage	Number of Shares	Percentage
Up to 2500	91,637	96.51	2,48,62,468	10.18
2501 to 5000	1,904	2.01	69,75,260	2.86
5001 to 10,000	813	0.86	58,55,276	2.40
10,001 to 15,000	190	0.20	23,67,834	0.97
15,001 to 20,000	106	0.11	19,10,051	0.78
20,001 to 25,000	77	0.08	17,39,761	0.71
25,001 to 50,000	105	0.11	37,63,825	1.54
50,001 and above	120	0.12	19,67,32,320	80.56
<b>Total</b>	<b>94,952</b>	<b>100.00</b>	<b>24,42,06,795</b>	<b>100.00</b>

#### 7.11 Dematerialization of Shares and Liquidity

The Company's shares can be traded on the Stock Exchanges only in dematerialized form. 98.71% of the total Equity Share Capital was held in dematerialized form as on 31<sup>st</sup> March, 2018.

The ISIN number allotted to the Company's shares is INE 224A01026.

The details of shares held in dematerialised and physical form as on 31<sup>st</sup> March, 2018 are as follows:

Particulars	Equity Shares of ₹ 2 each		Shareholders	
	Number	% of total	Number	% of total
<b>Dematerialized form</b>				
NSDL	22,52,19,774	92.22	53,573	56.42
CDSL	1,58,39,681	6.49	32,219	33.93
<b>Sub- total</b>	<b>24,10,59,455</b>	<b>98.71</b>	<b>85,792</b>	<b>90.35</b>
<b>Physical form</b>	<b>31,47,340</b>	<b>1.29</b>	<b>9,160</b>	<b>9.65</b>
<b>Total</b>	<b>24,42,06,795</b>	<b>100.00</b>	<b>94,952</b>	<b>100.00</b>

Promoter's entire holding 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.

#### 7.13 Shares in the Suspense Account

At the time of the split in the face value of the shares from ₹ 10/- each to ₹ 2/- each in 2010, there were instances where the new shares issued remained undelivered due to various reasons like incorrect / incomplete address, change in address not communicated, address not traceable, etc.

As required by Clause 5A of the erstwhile Listing Agreement, a demat account for holding these unclaimed shares was opened with Axis Bank Limited in the name and style of "Greaves Cotton Limited - Unclaimed Shares Demat Suspense Account".

The details of the shares held in the aforesaid demat account are as follows:

Type of Security	As on 1 <sup>st</sup> April, 2017		Shares transferred in favour of the concerned shareholders during the year		Shares transferred to Investor Education and Protection Fund (IEPF) Account during the year		As on 31 <sup>st</sup> March, 2018	
	Number of		Number of		Number of		Number of	
	Cases	Shares	Cases	Shares	Cases	Shares	Cases	Shares
Equity Shares	5,029	6,21,545	16	5,765	4,734	5,50,535	279	65,245

Dividends due on the balance shares of the Suspense Account are transferred to a separate bank account. The voting rights on these shares shall remain frozen till the rightful owners of such shares claim them.

#### 7.14 Plant Locations

Unit	Address	Unit	Address
Light Engines Unit – I	J-2, MIDC Industrial Area, Chikalthana, Aurangabad - 431 210	Light Engine Unit – V	A-1/3, Shendra Five Star Industrial Area, Shendra, Aurangabad - 431 001
Light Engines Unit – II, Petrol Engines and Farm Equipment Unit	Plot No.72, Sipcot Industrial Complex, Ranipet - 632 403	Diesel Engine Unit	Bombay Pune Road, Chinchwad, Pune - 411 019
Light Engines Unit – IV	J-2A, MIDC Industrial Area, Chikalthana, Aurangabad - 431 210	Genset Unit	Gat No. 448/9, Nighoje, Khed, Rajgurunagar, Pune - 410 501

#### 7.15 Address for Correspondence

**Greaves Cotton Limited**  
3<sup>rd</sup> Floor, Motilal Oswal Tower,  
Junction of Gokhale and Sayani Road,  
Prabhadevi,  
Mumbai – 400025

Telephone number: +91-22-62211700  
Fax number : +91-22-62217499  
E-mail: [investorservices@greavescotton.com](mailto:investorservices@greavescotton.com)  
Website: [www.greavescotton.com](http://www.greavescotton.com)

### 7.16 Weblink of Familiarisation Programme

Pursuant to the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 details of the same are displayed on the Company's website [www.greavescotton.com](http://www.greavescotton.com) and can be accessed through the following link [http://www.greavescotton.com/php/media/brochure\\_files/Familiarisation\\_Programme\\_for\\_Directors.pdf](http://www.greavescotton.com/php/media/brochure_files/Familiarisation_Programme_for_Directors.pdf).

## 8. Commodity Price / Foreign Exchange Risk and Hedging

Please refer to the Management Discussion and Analysis Report which forms part of this Annual Report, for details.

## 9. Compliance with mandatory and non -mandatory requirements

All the mandatory requirements of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with.

Following is the status of compliance with non-mandatory requirements:

### 9.1 The Board

The Non - executive Chairman has been provided a Chairman's office.

### 9.2 Shareholder Rights

The results are promptly displayed on the Company's website [www.greavescotton.com](http://www.greavescotton.com) in addition to being disseminated to the Stock Exchanges and published in newspapers and, therefore, the half - yearly results are not sent to the Shareholders individually.

### 9.3 Audit qualifications

The audit report is with unmodified opinion (unqualified).

### 9.4 Separate posts of Chairman and CEO

The posts of Chairman and Managing Director & CEO are occupied by different individuals.

### 9.5 Reporting of Internal Auditor

The Chief Internal Auditor reports to the Company Secretary, Head – Legal & Internal Audit 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.