



13th July, 2020

The Manager - Listing
BSE Limited
BSE Code - 501455

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

Dear Sir/Madam,

Sub: Declaration of Results of Postal Ballot through Remote e-voting along with the Scrutinizers Report

This is further to our letter dated 11th June, 2020 and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the details of the voting results (through Remote e-voting) in the prescribed format along with the copy of Scrutinizer's Report for the resolutions as set out in the Postal Ballot Notice dated 11th June, 2020.

The said Resolutions has been passed by the shareholders with requisite majority and are deemed to have been passed on 11th July, 2020 i.e. the last date specified for remote e-voting.

Due to the current COVID-19 pandemic, the voting results of the Postal Ballot is being placed only on the website of the Company at www.greavescotton.com and will also be uploaded on the website of the KFin Technologies Private Limited at www.kfintech.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Greaves Cotton Limited

Atindra Basu
Head - Legal, Internal Audit
& Company Secretary

Encl.: a/a

GREAVES COTTON LIMITED

www.greavescotton.com

Registered Office: Unit No. 701, 7th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai 400 070, India

Tel: +91 22 62211700 Fax: +91 22 33812799 CIN: L99999MH1922PLC000987

Company Name	GREAVES COTTON LTD
Date of the AGM/EGM	July 11, 2020 (Date on which the resolution is deemed to have been passed i.e. last date specified for remote e-voting)
Total number of shareholders on record date	82523
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	Not Applicable
Public:	-
No. of Shareholders attended the meeting through Video Promoters and Promoter Group:	Not Applicable
Public:	-

Resolution required: (Ordinary/ Special)	SPECIAL - To approve Greaves Cotton - Employees Stock Option Plan 2020							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	126749177	126749177	100.0000	126749177	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	64019940	34378943	53.7004	23832265	10546678	69.3222	30.6777
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	40437678	1746712	4.3195	1706255	40457	97.6838	2.3161
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		231206795	162874832	70.4455	152287697	10587135	93.4998	6.5002



Resolution required: (Ordinary/ Special)	SPECIAL - To extend approval of 'Greaves Cotton - Employees Stock Option Plan 2020' for the employees of the Holding Company and its Subsidiary Company (ies)							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	126749177	126749177	100.0000	126749177	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	64019940	34378943	53.7004	23832265	10546678	69.3222	30.6777
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	40437678	1746687	4.3195	1703758	42929	97.5422	2.4577
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	231206795	162874807	70.4455	152285200	10589607	93.4983	6.5017





Sunny Gogiya & Associates
Practising Company Secretary

SCRUTINIZER'S REPORT

July 11, 2020

To,
The Chairman
Greaves Cotton Limited
Unit No. 701, 7th Floor,
Tower 3, Equinox Business Park,
LBS Marg, Kurla West, Mumbai -400070

Sub: Greaves Cotton Limited – Scrutinizer’s Report on Postal Ballot (E-voting) Results

Dear Sir,

The Board of Directors of Greaves Cotton Limited (hereinafter referred to as “*the Company*”) through circular resolution dated May 30, 2020, have appointed me as a Scrutinizer to conduct and scrutinize the Postal Ballot E-voting process in a fair and transparent manner in respect of all resolutions as circulated/stated in the Postal Ballot notice dated June 11, 2020.

In compliance with provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and in accordance with the provisions of the General Circulars No. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020 issued by Ministry of Corporate Affairs (“MCA Circulars”), the Company had provided facility for voting through electronic means (E-voting) to all Members of the Company, to enable them to cast their votes electronically instead of submitting the postal ballot form.

The Company has engaged services of its Registrar and Share Transfer Agent viz KFin Technologies Private Limited, as the Electronic Voting Service Provider hereinafter referred to as “KFinTech” or “EVSP” or “RTA” who had made necessary arrangements to facilitate e-voting by shareholders of the Company on their website <https://evoting.karvy.com>. The Company had sent the Postal ballot Notice including all requisite information required to cast the vote, in electronic form only to all its members who have registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants. The communication of the assent or dissent of the Members was sought through the e-voting system only.

In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down to shareholders to get their email address registered with the RTA so that they could also participate in the e-voting extended by the Company.

The Company and the RTA had uploaded the notice together with the explanatory statement on their respective websites viz. www.greavescotton.com and <https://evoting.karvy.com/>.

The Company and the RTA has complied with, all the necessary formalities specified under the Act, the Rules and MCA circulars issued in this regard.

Digitally signed by
GOGIYA SUNNY
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Date: 2020.07.11
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Office no. 06, Om Anand CHS, Near Sai Baba Temple, Louiswadi, Thane (West) 400604

Email id: cssunnygogiya@gmail.com

Tel no. 022-25822112 Mob no.: 9922744338/9326644338



Sunny Gogiya & Associates
Practising Company Secretary

The aforesaid Postal Ballot Notice was sent on June 11, 2020 to all the members of the Company through e-mail who have registered their e-mail addresses as on June 05, 2020.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a scrutinizer's report of the votes cast in favour and in against the resolutions as stated in the Notice, based on the reports generated from the e-voting system provided by EVSP.

I report that the Notice was sent through email to 65,327 members whose email id was registered with the Depositories and as made available with the RTA. The total number of members as on cut-off date was 82,523. The e-voting period commenced from Friday, June 12, 2020 at 9.00 a.m. IST and ended on Saturday, July 11, 2020 at 5.00 p.m. IST. A public notice with regard to the Postal Ballot Notice was published on June 12, 2020 in Business Standard (all editions) English Newspaper and in Navshakti (Mumbai edition) Marathi Newspaper, providing requisite information and contact details of the EVSP for registering email Id and queries on e-voting.

The items for which approval of the shareholders of the Company was sought as stated in the notice are mentioned hereunder:

Special Resolutions:

1. To approve 'Greaves Cotton - Employees Stock Option Plan 2020'
2. To extend approval of 'Greaves Cotton - Employees Stock Option Plan 2020' for the employees of the Holding Company and its Subsidiary Company (ies).

SUMMARY OF VOTES CAST

The e-voting process concluded at 5:00 p.m. on July 11, 2020. After closure of e-voting process the votes cast through e-voting facility were duly un-blocked by me as a scrutinizer in the presence of Mr. Avinash Sachdev and Mr. Neeraj Parwani witnesses, not in employment of the Company, as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since, e-voting facility provided by KFintech, the details of the e-voting exercised by the Members were duly complied by KFintech. The details of e-voting, the compilation of the register containing the statement of member's name, DP Id/Client Id and/or Folio number, number of shares held, number of votes exercised, votes in favour, vote against were registered by KFintech i.e. <https://evoting.karvy.com/>. Were duly scrutinised.

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LAKHMICHAND
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Sunny Gogiya & Associates
Practising Company Secretary

Item No. 1: As a Special Resolution

To approve 'Greaves Cotton - Employees Stock Option Plan 2020'

Total no. of members	82,523	
Total no. of Equity Shares	231,206,795	
E-voting as per Postal Ballot Notice	From 9:00 a.m. on Friday June 12, 2020 till 5: 00 p.m. on Saturday July 11, 2020	
	Number of Votes	Number of Shares
Total votes cast through e-voting	335	164,930,795
Less: Invalid e-voting abstained/less voted Refer note below	7	2,055,963
Net e-voting considered valid	335	162,874,832

NOTE:

- (i) Votes cast in favour or against has been considered on the basis of number of shares held as on cut-off date reckoned for the purpose of the postal ballot.
- (ii) A vote cast in favour or against is calculated based on the valid votes cast through remote e-voting.

Summary of e-voting through Postal Ballot

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = (2)/(1) *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = (4)/(2) *100	% of votes in against on votes polled (7) = (5)/(2) *100
Promoter and Promoter Group	126,749,177	126,749,177	100.00	126,749,177	NIL	100.00	NIL
Public - Institutional Holders	64,019,940	34,378,943	53.70	23,832,265	10,546,678	69.32	30.68
Public - Others	40,437,678	1,746,712	4.32	1,706,255	40,457	97.68	2.32
Total	231,206,795	162,874,832	70.45	152,287,697	10,587,135	93.50	6.50

Results:

As the number of vote cast in favour of the resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 1 as set forth in the Postal Ballot Notice dated June 11, 2020 has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e. Saturday, July 11, 2020.



Sunny Gogiya & Associates
Practising Company Secretary

Item No. 2: As a Special Resolution

To extend approval of 'Greaves Cotton - Employees Stock Option Plan 2020' for the employees of the Holding Company and its Subsidiary Company (ies).

Total no. of members	82,523	
Total no. of Equity Shares	231,206,795	
E-voting as per Postal Ballot Notice	From 9:00 a.m. on Friday June 12, 2020 till 5: 00 p.m. on Saturday July 11, 2020	
	Number of Votes	Number of Shares
Total votes cast through e-voting	335	164,930,795
Less: Invalid e-voting abstained/less voted Refer note below	8	2,055,988
Net e-voting (A+B) considered valid	335	162,874,807

NOTE:

- (i) Votes cast in favour or against has been considered on the basis of number of shares held as on cut-off date reckoned for the purpose of the postal ballot.
- (ii) A vote cast in favour or against is calculated based on the valid votes cast through remote e-voting.

Summary of e-voting through Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outsta nding shares (3) = (2)/ (1) *100)	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = (4)/ (2) *100)	% of votes in against on votes polled (7) = (5)/ (2) *100)
Promoter and Promoter Group	126,749,177	126,749,177	100.00	126,749,177	NIL	100.00	NIL
Public - Institutional Holders	64,019,940	34,378,943	53.70	23,832,265	10,546,678	69.32	30.68
Public – Others	40,437,678	1,746,687	4.32	1,703,758	42,929	97.54	2.46
Total	231,206,795	162,874,807	70.45	152,285,200	10,589,607	93.50	6.50

Results:

As the number of vote cast in favour of the resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No. 2 as set forth in the Postal Ballot Notice dated June 11, 2020 has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of the voting i.e. Saturday, July 11, 2020.

Office no. 06, Om Anand CHS, Near Sai Baba Temple, Louiswadi, Thane (West) 400604
Email id: cssunnygogiya@gmail.com
Tel no. 022-25822112 Mob no.: 9922744338/9326644338

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GOGIYA SUNNY
LAKHMICHAND
Date: 2020.07.11
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Sunny Gogiya & Associates
Practising Company Secretary

I further report that as per the Postal Ballot Notice dated June 11, 2020 and the Board Resolution dated May 30, 2020, the Chairman or the person authorised by him may declare and confirm the above results of voting by postal ballot in respect of the resolution referred, on or before July 13, 2020. The result of the postal ballot will be displayed on the website of the Company (www.greavescotton.com), on the website of KFintech (www.kfintech.com) as well as on Stock Exchanges' website viz www.bseindia.com and www.nseindia.com. In the event that the national lockdown on account of COVID-19 situation is eased-off and the Company's offices are open for business, the Company may display the results of the Postal Ballot at its registered office.

I thank you for the opportunity given, to act as a Scrutinizer for the above postal ballot process of the Company.

Thanking you,

Yours faithfully

For Sunny Gogiya & Associates
Practising Company Secretary
ICSI Unique Code I2018MH1913800

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GOGIYA SUNNY
LAKHMICHAND
Date: 2020.07.11 19:13:31
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Sunny Gogiya
Proprietor
Membership No. A56804
COP No. 21563
UDIN: A056804B000441452

Place: Bhusawal
Date: July 11, 2020

The following were the witnesses to the unblocking of the votes on July 11, 2020.

AVINASH
SURESHKUMAR
SACHDEV
Digitally signed by AVINASH
SURESHKUMAR SACHDEV
Date: 2020.07.11 19:27:15
+05'30'

Mr. Avinash Sachdev

NEERAJ RAJKUMAR
PARWANI
Digitally signed by NEERAJ
RAJKUMAR PARWANI
Date: 2020.07.11 19:33:02
+05'30'

Mr. Neeraj Parwani

Received the Report

For Greaves Cotton Limited

Atindra Basu
Head - Legal, Internal Audit
& Company Secretary