

	GREAVES COTTON LTD.
Date of the AGM/EGM	26-09-2016
Total number of shareholders on record date	43421
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	61
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements and Reports thereon							
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	124553726	124553726	100.00	124553726	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		124553726	100.00	124553726	0	100.00	0.00
Public- Institutions	E-Voting	86855864	66692363	76.79	66692363	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		66692363	76.79	66692363	0	100.00	0.00
Public- Non Institutions	E-Voting	32797205	23277	0.07	23157	120	99.48	0.52
	Poll		291560	0.89	291560	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		314837	0.96	314717	120	99.96	0.04
	Total	244206795	191560926	78.44	191560806	120	100.00	0.00



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend							
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	124553726	124553726	100.00	124553726	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		124553726	100.00	124553726	0	100.00	0.00
Public- Institutions	E-Voting	86855864	66714032	76.81	66714032	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		66714032	76.81	66714032	0	100.00	0.00
Public- Non Institutions	E-Voting	32797205	23277	0.07	23257	20	99.91	0.09
	Poll		291560	0.89	291560	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		314837	0.96	314817	20	99.99	0.01
	Total	244206795	191582595	78.45	191582575	20	100.00	0.00



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of a Director in place of the one retiring by rotation							
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	124553726	124553726	100.00	124553726	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		124553726	100.00	124553726	0	100.00	0.00
Public- Institutions	E-Voting	86855864	66714032	76.81	64171959	2542073	96.19	3.81
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		66714032	76.81	64171959	2542073	96.19	3.81
Public- Non Institutions	E-Voting	32797205	23217	0.07	23097	120	99.48	0.52
	Poll		291560	0.89	291560	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		314777	0.96	314657	120	99.96	0.04
Total		244206795	191582535	78.45	189040342	2542193	98.67	1.33

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Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of Statutory Auditors							
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	124553726	124553726	100.00	124553726	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		124553726	100.00	124553726	0	100.00	0.00
Public- Institutions	E-Voting	86855864	66714032	76.81	64177788	2536244	96.20	3.80
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		66714032	76.81	64177788	2536244	96.20	3.80
Public- Non Institutions	E-Voting	32797205	23277	0.07	23157	120	99.48	0.52
	Poll		291560	0.89	291425	135	99.95	0.05
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		314837	0.96	314582	255	99.92	0.08
Total	Total	244206795	191582595	78.45	189046096	2536499	98.68	1.32



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Branch Auditors							
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	124553726	124553726	100.00	124553726	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		124553726	100.00	124553726	0	100.00	0.00
Public- Institutions	E-Voting	86855864	66714032	76.81	64206214	2507818	96.24	3.76
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		66714032	76.81	64206214	2507818	96.24	3.76
Public- Non Institutions	E-Voting	32797205	23277	0.07	23157	120	99.48	0.52
	Poll		291560	0.89	291425	135	99.95	0.05
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		314837	0.96	314582	255	99.92	0.08
Total		244206795	191582595	78.45	189074522	2508073	98.69	1.31



Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Kewal Handa as an Independent Director							
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	124553726	124553726	100.00	124553726	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		124553726	100.00	124553726	0	100.00	0.00
Public- Institutions	E-Voting	86855864	66714032	76.81	64206214	2507818	96.24	3.76
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		66714032	76.81	64206214	2507818	96.24	3.76
Public- Non Institutions	E-Voting	32797205	23217	0.07	23097	120	99.48	0.52
	Poll		291560	0.89	291560	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		314777	0.96	314657	120	99.96	0.04
	Total	244206795	191582535	78.45	189074597	2507938	98.69	1.31



Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Vijay Rai as an Independent Director							
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	124553726	124553726	100.00	124553726	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		124553726	100.00	124553726	0	100.00	0.00
Public- Institutions	E-Voting	86855864	54524032	62.78	48626041	5897991	89.18	10.82
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		54524032	62.78	48626041	5897991	89.18	10.82
Public- Non Institutions	E-Voting	32797205	23217	0.07	23097	120	99.48	0.52
	Poll		291560	0.89	291560	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		314777	0.96	314657	120	99.96	0.04
Total		244206795	179392535	73.46	173494424	5898111	96.71	3.29



Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Change in place of keeping Registers and Returns							
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	124553726	124553726	100.00	124553726	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		124553726	100.00	124553726	0	100.00	0.00
Public- Institutions	E-Voting	86855864	66714032	76.81	64206214	2507818	96.24	3.76
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		66714032	76.81	64206214	2507818	96.24	3.76
Public- Non Institutions	E-Voting	32797205	23277	0.07	23157	120	99.48	0.52
	Poll		291560	0.89	291425	135	99.95	0.05
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		314837	0.96	314582	255	99.92	0.08
Total		244206795	191582595	78.45	189074522	2508073	98.69	1.31



Resolution No.	9							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of the remuneration of Cost Auditors							
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	124553726	124553726	100.00	124553726	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		124553726	100.00	124553726	0	100.00	0.00
Public- Institutions	E-Voting	86855864	66714032	76.81	64206214	2507818	96.24	3.76
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		66714032	76.81	64206214	2507818	96.24	3.76
Public- Non Institutions	E-Voting	32797205	23277	0.07	23142	135	99.42	0.58
	Poll		291560	0.89	291425	135	99.95	0.05
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		314837	0.96	314567	270	99.91	0.09
	Total	244206795	191582595	78.45	189074507	2508088	98.69	1.31



UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

Annexure B

504, Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 400 057.
Resi : 2611 8257
Mob.: 98211 25846
E-mail : ucshukla@rediffmail.com

Shri Karan Thapar
Chairman
Greaves Cotton Limited,
3rd Floor, Motilal Oswal Tower,
Junction of Gokhale & Sayani Road, Prabhadevi,
Mumbai-400 025.

Dear Sir

Sub: Combined Report on E-voting and voting by ballot conducted at the 97th Annual General Meeting of Greaves Cotton Limited

- 1) As per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as also Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the notice of 97th Annual General Meeting.
- 2) In line with the provisions of the Companies Act, 2013 and in term of the clarifications issued by MCA, voting by show of hands is not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 97th Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of Ballot.
- 3) I, Upendra C. Shukla, Practicing Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process. I was also appointed as scrutinizer to scrutinize the voting by means of Ballot at the 97th Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Ballot carried out for the resolutions proposed to be passed at the 97th AGM of the Shareholders of the Company, held on Monday, the 26th September, 2016.
- 4) M/s. Karvy Computershare Pvt. Ltd., the Registrar and Share Transfer Agents of the Company, provided all the requisite data of shareholders eligible for voting.
- 5) My responsibility as a scrutinizer for voting on Ballot, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 97th AGM of the Company.

...2/-



- 6) Based on the reports generated from the e-voting system provided by M/s. Karvy Computershare Pvt. Ltd. and also votes cast on Ballot, I submit the consolidated results of the e-voting and the Ballot as under:

Resolution No. 1: Ordinary Resolution: To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2016 and Reports of the Board of Directors and Auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Responser received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	105	191269246	100.00	2	120	Negligible	1	21669
Ballot	27	291560	100.00	0	0	0.00	0	0
Combined	132	191560806	100.00	2	120	Negligible	1	21669

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 2: Ordinary Resolution: To declare a final dividend on Equity Shares of the Company @ Rs. 1 per Equity Share of Rs.2, i.e. 50% .

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Responser received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	107	191291015	100.00	1	20	Negligible	0	0
Ballot	27	291560	100.00	0	0	0.00	0	0
Combined	134	191582575	100.00	1	20	Negligible	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 3: Ordinary Resolution: To re-appoint Mr. Karan Thapar (DIN 00004264) who retires by rotation and being eligible offers himself for re-appointment.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Responser received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	99	188748782	98.67	8	2542193	1.33	1	60
Ballot	27	291560	100.00	0	0	0.00	0	0
Combined	126	189040342	98.67	8	2542193	1.33	1	60

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.



Resolution No. 4: Ordinary Resolution : To ratify the appointment of Statutory Auditor.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Responser eceived	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	101	188754671	98.67	7	2536364	1.33	0	0
Ballot	26	291425	99.95	1	135	0.05	0	0
Combined	127	189046096	98.68	8	2536499	1.32	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 5: Ordinary Resolution : To re-appoint Branch Auditors.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/	No. of votes cast	% of votes cast	No. of/ Ballots /	No. of votes cast	% of votes cast	No. of Ballot/	No. of shares/ Votes
E-voting	103	188783097	98.69	5	2507938	1.31	0	0
Ballot	26	291425	99.95	1	135	0.05	0	0
Combined	129	189074522	98.69	6	2508073	1.31	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 6: Ordinary Resolution : To appoint Mr. Kewal Handa (DIN 00056826) as an Independent Director

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/	No. of votes cast	% of votes cast	No. of/ Ballots /	No. of votes cast	% of votes cast	No. of Ballot/	No. of shares/ Votes
E-voting	102	188783037	98.69	5	2507938	1.31	1	60
Ballot	27	291560	100.00	0	0	0.00	0	0
Combined	129	189074597	98.69	5	2507938	1.31	1	60

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 7: Special Resolution : To re-appoint Mr. Vijay Rai (DIN 00075837) as an Independent Director.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Responser eceived	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	95	173202864	96.71	10	5898111	3.29	3	12190060
Ballot	27	291560	100.00	0	0	0.00	0	0
Combined	122	173494424	96.71	10	5898111	3.29	3	12190060

Since combined number of votes cast in favour of the resolution is three times more than number of votes cast against the resolution, the said special resolution may be declared passed.



Resolution No.8: Special Resolution: To change the place of keeping Registers and Returns.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/	No. of votes cast	% of votes cast	No. of/ Ballots /	No. of votes cast	% of votes cast	No. of Ballot/	No. of shares/ Votes
E-voting	103	188783097	98.69	5	2507938	1.31	0	0
Ballot	26	291425	99.95	1	135	0.05	0	0
Combined	129	189074522	98.69	6	2508073	1.31	0	0

Since combined number of votes cast in favour of the resolution is three times more than number of votes cast against the resolution, the said special resolution may be declared passed.

Resolution No.9: Ordinary Resolution: To ratify the remuneration of Cost Auditors.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/	No. of votes cast	% of votes cast	No. of/ Ballots /	No. of votes cast	% of votes cast	No. of Ballot/	No. of shares/ Votes
E-voting	102	188783082	98.69	6	2507953	1.31	0	0
Ballot	26	291425	99.95	1	135	0.05	0	0
Combined	128	189074507	98.69	7	2508088	1.31	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

- 7) Out of 29, 2 ballot papers were rejected due to signature mismatch as reconciled with the records maintained by Registrar and Share Transfer Agent.
- 8) A list of Equity Shareholders, who voted 'For', 'Against' through e-voting and those whose votes were declared invalid for each resolution and data of Balloting is kept ready for handing over to the Company Secretary.
- 9) Ballot papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary.

Thanking you,



Yours faithfully,


(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

Date: 26th September, 2016,
Place: Mumbai