



2<sup>nd</sup> December, 2019

Stock Code: BSE- 501455  
NSE- GREAVESCOT

The Secretary  
BSE Limited  
Listing Department  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

The Secretary  
National Stock Exchange of India Limited  
Listing Department  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C /1, G Block  
Bandra – Kurla Complex  
Bandra (E), Mumbai – 400 051

Dear Sir / Madam,

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

This is further to our letter dated November 01, 2019 and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the details of the combined voting results (through Remote e-voting and postal ballot forms) in the prescribed format along with the copy of Scrutinizer's Report for the resolutions as set out in the Postal Ballot Notice dated November 01, 2019.


The said Resolution has been passed by the shareholders with requisite majority and is deemed to have been passed on December 01, 2019 i.e. the last date of receipt of duly completed postal ballot forms and remote e-voting.

The said postal ballot result is being displayed at the registered office of the Company. The scrutinizer's report along with the voting results will also be made available on the Company's website at [www.greavescotton.com](http://www.greavescotton.com).

Please 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](http://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

<b>Company Name</b>	GREAVES COTTON LIMITED
<b>Date of the AGM/EGM</b>	December 01, 2019 (Date on which the resolution is deemed to have been passed, i.e. the last date of receipt of duly completed postal ballot forms and remote e-voting).
<b>Total number of shareholders on record date</b>	81757
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	Not Applicable
<b>Promoters and Promoter Group:</b>	—
<b>Public:</b>	—
<b>No. of Shareholders attended the meeting through Video</b>	Not Applicable
<b>Promoters and Promoter Group:</b>	—
<b>Public:</b>	—

<b>Resolution required: (Ordinary/ Special)</b>	ORDINARY - Approval for re-appointment of Mr. Nagesh Basavanhalli (DIN: 01886313) as Managing Director & CEO for a period of 5 (five) years and to fix his remuneration							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	126731715	126731715	100.0000	126731715	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	74642639	40604303	54.3983	40604303	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- Non Institutions	E-Voting	42832441	61633	0.1439	60163	1470	97.6149	2.3850
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		81750	0.1909	80301	1449	98.2275	1.7724
<b>Total</b>		<b>244206795</b>	<b>167479401</b>	<b>68.5810</b>	<b>167476482</b>	<b>2919</b>	<b>99.9983</b>	<b>0.0017</b>



Resolution required: (Ordinary/ Special)	ORDINARY - Approval for Reclassification of Authorised Share Capital and consequent amendment to Memorandum of Association of the Company							
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	126731715	126731715	100.0000	126731715	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	74642639	40604303	54.3983	40604303	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- Non Institutions	E-Voting	42832441	61633	0.1439	60436	1197	98.0578	1.9421
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		80846	0.1887	80713	133	99.8354	0.1645
Total		244206795	167478497	68.5806	167477167	1330	99.9992	0.0008





Resolution required: (Ordinary/ Special)	SPECIAL - To approve 'Greaves Cotton - Employees Stock Option Plan 2019.							
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	126731715	126731715	100.0000	126731715	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	74642639	40604303	54.3983	40049681	554622	98.6340	1.3659
	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	42832441	62008	0.1448	61013	995	98.3953	1.6046
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		80946	0.1890	78566	2380	97.0597	2.9402
Total		244206795	167478972	68.5808	166920975	557997	99.6668	0.3332



Resolution required: (Ordinary/ Special)	SPECIAL - To extend approval of 'Greaves Cotton - Employees Stock Option Plan 2019' to the employees of 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	126731715	126731715	100.0000	126731715	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	74642639	40604303	54.3983	40049681	554622	98.6340	1.3659
	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	42832441	61633	0.1439	58248	3385	94.5078	5.4921
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		80708	0.1884	78123	2585	96.7970	3.2029
<b>Total</b>		<b>244206795</b>	<b>167478359</b>	<b>68.5805</b>	<b>166917767</b>	<b>560592</b>	<b>99.6653</b>	<b>0.3347</b>





**SUNNY GOGIYA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARY**

Add: office no. 06, Om Anand CHS, Near Sai Baba Temple, Louiswadi, Thane (West) – 400604  
Email id: cssunnygogiya@gmail.com  
Mob no.: 9922744338/9326644338

**SCRUTINIZER'S REPORT**

December 02, 2019

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

Dear Sir,

1. The Board of Directors of the company at its meeting held on September 25, 2019 appointed me as a Scrutinizer for scrutinizing the postal ballot voting including e-voting process.
2. I submit my report as under: The dispatch of the Postal Ballot Notice was completed on November 01, 2019 to the Members whose names appeared on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on October 18, 2019. The Postal Ballot Notice was sent to the Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs were not registered, physical copies of the Postal Ballot Notice were sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
  - 2.1 Particulars of all the postal ballot forms received from the members and votes cast through electronic means have been entered in the register separately maintained for the purpose.
  - 2.2 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
  - 2.3 The votes cast through electronic means were unblocked on December 1, 2019 at 5.04 P.M. The postal ballot forms were duly scrutinized.
  - 2.4 The postal ballot forms and votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company / list of beneficiaries as on October 18, 2019.
  - 2.5 All postal ballot forms and votes cast through electronic means received up to (IST) on December 1, 2019 being the last time and date fixed by the company for receipt of the forms and votes cast through electronic means were considered for my scrutiny.





**SUNNY GOGIYA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARY**

Add: office no. 06, Om Anand CHS, Near Sai Baba Temple, Louiswadi, Thane (West) – 400604  
Email id: cssunnygogiya@gmail.com  
Mob no.: 9922744338/9326644338

- 2.6 No envelope containing postal ballot form was received after December 01, 2019 up to the date of this report.
- 2.7 1940 envelopes containing postal ballot forms were returned undelivered up to the date of this report.
- 2.8 I did not find any defaced or mutilated ballot paper.
3. The particulars of the votes cast through postal ballot as well as through electronic means is given in **Annexure I**.
4. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Company Secretary.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

For Sunny Gogiya & Associates

Sunny Gogiya  
Proprietor  
Membership No. A56804  
Certificate of Practice Number: 21563  
UDIN No. A056804A000339790



Place: Thane

Date: December 02, 2019



**Annexure I****GREAVES COTTON LIMITED**

Registered Office: Unit No. 701, 7th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai -400070

Summary of votes cast through postal ballot and votes cast through electronic means for the resolution mentioned in the Postal Ballot Notice dated November 1, 2019

**1) Approval for re-appointment of Mr. Nagesh Basavanhalli (DIN: 01886313) as Managing Director & CEO for a period of 5 (five) years and to fix his remuneration.**

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut off date (i.e. October 18, 2019) (244206795 Equity Shares)
	No. of members voted through postal ballot forms	No. of votes cast (Equity Shares of Rs. 2/- each)	No. of members voted through e-voting system	No. of votes cast (Equity Shares of Rs. 2/- each)	No. of members voted through postal ballot forms and e-voting system	No. of votes cast (Equity Shares of Rs. 2/- each)	
(a) Total postal ballot forms/ e votes received	269	104,101	184	167,398,026	453	167,502,127	68.59
(b) Less: Invalid postal ballot forms (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	42	22,351	1	375	43	22,726	0.01
(c) *Net valid postal ballot forms (as per register)	227	81,750	183	167,397,651	410	167,479,401	68.58
(d) Postal ballot forms / e votes with assent for the resolution as a percentage of net valid shares polled	214	80,301	165	167,396,181	379	167,476,482	99.99
(e) Postal ballot forms/ e votes with dissent for the resolution as a percentage of net valid shares polled	13	1,449	19	1,470	32	2,919	0.00

\* The total of row (d) and (e) for the columns, No. of members voted through e-voting system and Total No. of members voted through Postal ballot forms and through e-voting system are not equal to the row (c) for said columns, as few members have voted both in favour and against.





## 2. Approval for Reclassification of Authorised Share Capital and consequent amendment to Memorandum of Association of the Company.

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut off date (i.e. October 18, 2019) (244206795 Equity Shares)
	No. of members voted through postal ballot forms	No. of votes cast (Equity Shares of Rs. 2/- each)	No. of members voted through e-voting system	No. of votes cast (Equity Shares of Rs. 2/- each)	No. of members voted through postal ballot forms and e-voting system	No. of votes cast (Equity Shares of Rs. 2/- each)	
(a) Total postal ballot forms/ e votes received	269	104,101	184	167,398,026	453	167,502,127	68.59
(b) Less: Invalid postal ballot forms (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	49	23,255	1	375	50	23,630	0.01
(c) *Net valid postal ballot forms (as per register)	220	80,846	183	167,397,651	403	167,478,497	68.58
(d) Postal ballot forms / e votes with assent for the resolution as a percentage of net valid shares polled	214	80,713	170	167,396,454	384	167,477,167	99.99
(e) Postal ballot forms/ e votes with dissent for the resolution as a percentage of net valid shares polled	6	133	13	1,197	19	1,330	0.00

\* The total of row (d) and (e) for the columns, No. of members voted through e-voting system and Total No. of members voted through Postal ballot forms and through e-voting system are not equal to the row (c) for said columns, as few members have voted both in favour and against.



### 3. To approve 'Greaves Cotton - Employees Stock Option Plan 2019'

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut off date (i.e. October 18, 2019)  (244206795 Equity Shares)
	No. of members voted through postal ballot forms	No. of votes cast (Equity Shares of Rs. 2/- each)	No. of members voted through e-voting system	No. of votes cast (Equity Shares of Rs. 2/- each)	No. of members voted through postal ballot forms and e-voting system	No. of votes cast (Equity Shares of Rs. 2/- each)	
(a) Total postal ballot forms/ e votes received	269	104,101	184	167,398,026	453	167,502,127	68.59
(b) Less: Invalid postal ballot forms (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	49	23,155	0	0	49	23,155	0.01
(c) *Net valid postal ballot forms (as per register)	220	80,946	184	167,398,026	404	167,478,972	68.58
(d) Postal ballot forms / e votes with assent for the resolution as a percentage of net valid shares polled	212	78,566	164	166,842,409	376	166,920,975	99.67
(e) Postal ballot forms/ e votes with dissent for the resolution as a percentage of net valid shares polled	8	2,380	20	555,617	28	557,997	0.33

\* The total of row (d) and (e) for the columns, No. of members voted through e-voting system and Total No. of members voted through Postal ballot forms and through e-voting system are not equal to the row (c) for said columns, as few members have voted both in favour and against.



**4. To extend approval of 'Greaves Cotton - Employees Stock Option Plan 2019' for the employees of the Holding Company and its Subsidiary Company (**

Particulars	Postal Ballot		E-Voting		Total		% of total paid-up equity capital as on cut off date (i.e. October 18, 2019)  (244206795 Equity Shares)
	No. of members voted through postal ballot forms	No. of votes cast (Equity Shares of Rs. 2/- each)	No. of members voted through e-voting system	No. of votes cast (Equity Shares of Rs. 2/- each)	No. of members voted through postal ballot forms and e-voting system	No. of votes cast (Equity Shares of Rs. 2/- each)	
(a) Total postal ballot forms/ e votes received	269	104,101	184	167,398,026	453	167,502,127	68.59
(b) Less: Invalid postal ballot forms (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	52	23,393	1	375	53	23,768	0.01
(c) *Net valid postal ballot forms (as per register)	217	80,708	183	167,397,651	400	167,478,359	68.58
(d) Postal ballot forms / e votes with assent for the resolution as a percentage of net valid shares polled	207	78,123	157	166,839,644	364	166,917,767	99.67
(e) Postal ballot forms/ e votes with dissent for the resolution as a percentage of net valid shares polled	10	2,585	26	558,007	36	560,592	0.33

\* The total of row (d) and (e) for the columns, No. of members voted through e-voting system and Total No. of members voted through Postal ballot forms and through e-voting system are not equal to the row (c) for said columns, as few members have voted both in favour and against.

**Conclusion:**

All the resolution mentioned in the notice of postal ballot dated November 1, 2019 stand passed with the requisite majority and deemed to be passed on December 1, 2019

