

	GREAVES COTTON LTD.
Date of the AGM/EGM	13-08-2018
Total number of shareholders on record date	83990
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	76
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 : a. the audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018, the Reports of Directors and Auditors thereon, and b. the audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended 31st March, 2018 and the Report of Auditors 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	Votes Invalid
Promoter and Promoter Group	E-Voting	12,45,53,726	12,45,53,726	100.0000	12,45,53,726	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		12,45,53,726	100.0000	12,45,53,726	0	100.0000	0.0000	0
Public- Institutions	E-Voting	6,91,70,295	3,64,64,815	52.7174	3,64,64,815	0	100.0000	0.0000	60,463
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		3,64,64,815	52.7174	3,64,64,815	0	100.0000	0.0000	60,463
Public- Non Institutions	E-Voting	5,04,82,774	38,365	0.0760	38,095	270	99.2962	0.7037	500
	Poll		32,724	0.0648	32,539	185	99.4346	0.5653	1,205
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		71,089	0.1408	70,634	455	99.3600	0.6400	1,705
Total		24,42,06,795	16,10,89,630	65.9644	16,10,89,175	455	99.9997	0.0003	62,168



Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of a 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	Votes Invalid
Promoter and Promoter Group	E-Voting	12,45,53,726	12,45,53,726	100.0000	12,45,53,726	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		12,45,53,726	100.0000	12,45,53,726	0	100.0000	0.0000	0
Public- Institutions	E-Voting	6,91,70,295	3,65,25,278	52.8049	3,65,25,278	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		3,65,25,278	52.8049	3,65,25,278	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,04,82,774	38,863	0.0770	38,593	270	99.3052	0.6947	0
	Poll		32,724	0.0648	32,539	185	99.4346	0.5653	1,205
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		71,587	0.1418	71,132	455	99.3644	0.6356	1,205
Total		24,42,06,795	16,11,50,591	65.9894	16,11,50,136	455	99.9997	0.0003	1,205



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	Votes Invalid
Promoter and Promoter Group	E-Voting	12,45,53,726	12,45,53,726	100.0000	12,45,53,726	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		12,45,53,726	100.0000	12,45,53,726	0	100.0000	0.0000	0
Public- Institutions	E-Voting	6,91,70,295	3,65,25,278	52.8049	3,63,96,024	1,29,254	99.6461	0.3538	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		3,65,25,278	52.8049	3,63,96,024	1,29,254	99.6461	0.3539	0
Public- Non Institutions	E-Voting	5,04,82,774	38,365	0.0760	38,095	270	99.2962	0.7037	500
	Poll		32,724	0.0648	32,539	185	99.4346	0.5653	1,205
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		71,089	0.1408	70,634	455	99.3600	0.6400	1,705
Total		24,42,06,795	16,11,50,093	65.9892	16,10,20,384	1,29,709	99.9195	0.0805	1,705



Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Vinay Sanghi 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	Votes Invalid
Promoter and Promoter Group	E-Voting	12,45,53,726	12,45,53,726	100.0000	12,45,53,726	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		12,45,53,726	100.0000	12,45,53,726	0	100.0000	0.0000	0
Public- Institutions	E-Voting	6,91,70,295	3,65,25,278	52.8049	3,65,10,799	14,479	99.9603	0.0396	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		3,65,25,278	52.8049	3,65,10,799	14,479	99.9604	0.0396	0
Public- Non Institutions	E-Voting	5,04,82,774	38,365	0.0760	37,545	820	97.8626	2.1373	500
	Poll		32,724	0.0648	32,539	185	99.4346	0.5653	1,205
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		71,089	0.1408	70,084	1,005	98.5863	1.4137	1,705
Total		24,42,06,795	16,11,50,093	65.9892	16,11,34,609	15,484	99.9904	0.0096	1,705



Resolution No.	5								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Vijay Rai as a 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	Votes Invalid
Promoter and Promoter Group	E-Voting	12,45,53,726	12,45,53,726	100.0000	12,45,53,726	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		12,45,53,726	100.0000	12,45,53,726	0	100.0000	0.0000	0
Public- Institutions	E-Voting	6,91,70,295	3,65,25,278	52.8049	3,65,25,278	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		3,65,25,278	52.8049	3,65,25,278	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,04,82,774	38,365	0.0760	38,085	280	99.2701	0.7298	500
	Poll		32,724	0.0648	32,539	185	99.4346	0.5653	1,205
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		71,089	0.1408	70,624	465	99.3459	0.6541	1,705
Total		24,42,06,795	16,11,50,093	65.9892	16,11,49,628	465	99.9997	0.0003	1,705



Resolution No.	6								
Resolution required: (Ordinary/ Special)	SPECIAL - Adoption of new set of Articles of Association								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	12,45,53,726	12,45,53,726	100.0000	12,45,53,726	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		12,45,53,726	100.0000	12,45,53,726	0	100.0000	0.0000	0
Public- Institutions	E-Voting	6,91,70,295	3,64,31,996	52.6700	3,12,85,464	51,46,532	85.8735	14.1264	93,282
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		3,64,31,996	52.67	3,12,85,464	51,46,532	85.8736	14.1264	93,282
Public- Non Institutions	E-Voting	5,04,82,774	38,365	0.0760	38,095	270	99.2962	0.7037	500
	Poll		32,724	0.0648	32,539	185	99.4346	0.5653	1,205
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		71,089	0.1408	70,634	455	99.3600	0.6400	1,705
Total		24,42,06,795	16,10,56,811	65.9510	15,59,09,824	51,46,987	96.8042	3.1958	94,987



Resolution No.	7								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	12,45,53,726	12,45,53,726	100.0000	12,45,53,726	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		12,45,53,726	100.0000	12,45,53,726	0	100.0000	0.0000	0
Public- Institutions	E-Voting	6,91,70,295	3,65,25,278	52.8049	3,65,25,278	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		3,65,25,278	52.8049	3,65,25,278	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	5,04,82,774	38,365	0.0760	38,015	350	99.0877	0.9122	500
	Poll		32,724	0.0648	32,539	185	99.4346	0.5653	1,205
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		71,089	0.1408	70,554	535	99.2474	0.7526	1,705
Total		24,42,06,795	16,11,50,093	65.9892	16,11,49,558	535	99.9997	0.0003	1,705



UPENDRA SHUKLA

B. Com., F. C. S.
Company Secretary

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 99th Annual General Meeting of Greaves Cotton Ltd.

- 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 99th 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 99th 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 99th 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 99th AGM of the Shareholders of the Company, held on Monday, the 13th August, 2018.
- 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 99th AGM of the Company.
- 6) Based on the reports generated from the e-voting system provided by the 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:



...2/-

Resolution No. 1: Ordinary Resolution: To consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responder received	No. of votes cast	% of votes cast	No. of/ Ballots / Responder received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	131	161056636	99.99	2	270	Negligible	4	60963
Ballot	31	32539	99.43	1	185	0.57		
Combined	162	161089175	99.99	3	455	Negligible		

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 of Rs.1.50 per Equity Share of Rs.2/- each.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responder received	No. of votes cast	% of votes cast	No. of/ Ballots / Responder received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	135	161117597	99.99	2	270	Negligible		
Ballot	31	32539	99.43	1	185	0.57		
Combined	166	161150136	99.99	3	455	Negligible		

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.

...3/-



Resolution No. 3: Ordinary Resolution: Appointment of a Director in place of 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/ Responder received	No. of votes cast	% of votes cast	No. of Ballots / Responder received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	127	160987845	99.92	7	129524	0.08	3	500
Ballot	31	32539	99.43	1	185	0.57		
Combined	158	161020384	99.92	8	129709	0.08		

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: Appointment of Mr. Vinay Sanghi (DIN: 00309085) as an Independent Director.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responder received	No. of votes cast	% of votes cast	No. of Ballots / Responder received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	129	161102070	99.99	5	15299	0.01	3	500
Ballot	31	32539	99.43	1	185	0.57		
Combined	160	161134609	99.99	6	15484	0.01		

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.

...4/-



Resolution No. 5: Ordinary Resolution: Appointment of Mr. Vijay Rai (DIN: 00075837) as a Director.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responder received	No. of votes cast	% of votes cast	No. of/ Ballots / Responder received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	131	161117089	99.99	3	280	Negligible	3	500
Ballot	31	32539	99.43	1	185	0.57		
Combined	162	161149628	99.99	4	465	Negligible		

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: Special Resolution: Adoption of new set of Articles of Association.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responder received	No. of votes cast	% of votes cast	No. of/ Ballots / Responder received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	88	155877285	96.80	43	5146802	3.20	6	93782
Ballot	31	32539	99.43	1	185	0.57		
Combined	119	155909824	96.80	44	5146987	3.20		

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

...5/-



Resolution No. 7: Ordinary Resolution: Ratification of the remuneration of the Cost Auditor.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Responder received	No. of votes cast	% of votes cast	No. of Ballots / Responder received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	131	161117019	99.99	3	350	Negligible	3	500
Ballot	31	32539	99.43	1	185	0.57		
Combined	162	161149558	99.99	4	535	Negligible		

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 38 ballot papers, one ballot paper was rejected since both the columns, showing assent and dissent were ticked; and 5 ballot papers were rejected on the ground of signatures mis-match.


8) A list of Equity Shareholders, who voted through e-voting and through Ballot 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: 14th August, 2018
Place: Mumbai