



9th August, 2019

Stock Code: BSE- 501455
NSE- GREAVESCOT

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

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

Dear Sir/Madam,

Sub.: Disclosure of combined voting results at the 100th Annual General Meeting (AGM) of the Company held on 8th August, 2019

We hereby inform you that the 100th AGM of the Company held on 8th August, 2019 at 3:30 p.m. at the Rangsharda Natyamandir, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, ONGC Colony, Bandra West, Mumbai - 400050. All the items of business contained in the Notice of AGM dated 2nd May, 2019, were approved by the members with requisite majority.

The details of the combined voting results (i.e. results of remote e-voting together with insta poll conducted at the AGM) in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's Report are enclosed as **Annexure A** and **Annexure B** respectively.

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

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

	GREAVES COTTON LTD.
Date of the AGM/EGM	08-08-2019
Total number of shareholders on record date	81310
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	83
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
	ORDINARY - Adoption of Financial Statements and Reports thereon a. the audited Standalone Financial Statements of the Company for the financial year ended 31st March 2019, 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 2019 and the Report of Auditors thereon.									
Resolution required: (Ordinary/ Special)										
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	Votes Abstained
Promoter and Promoter Group	E-Voting	126,731,715	126,731,715	100.0000	126,731,715	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		126,731,715	100.0000	126,731,715	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	74,581,584	48,417,805	64.9193	48,417,805	0	100.0000	0.0000	0	67,069
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		48,417,805	64.9193	48,417,805	0	100.0000	0.0000	0	67069
Public- Non Institutions	E-Voting	42,893,496	656,401	1.5303	656,094	307	99.9532	0.0457	0	381
	Poll		16,788	0.0391	16,788	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		673,189	1.5694	672,882	307	99.9544	0.0456	0	381
Total	Total	244,206,795	175,822,709	71.9975	175,822,402	307	99.9998	0.0002	0	67450



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Confirmation of Interim 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	Votes Abstained
Promoter and Promoter Group	E-Voting	126,731,715	126,731,715	100.0000	126,731,715	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		126,731,715	100.0000	126,731,715	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	74,581,584	48,484,874	65.0092	48,484,874	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		48,484,874	65.0092	48,484,874	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	42,893,496	656,407	1.5303	656,352	55	99.9916	0.0083	0	375
	Poll		16,788	0.0391	16,788	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		673,195	1.5694	673,140	55	99.9918	0.0082	0	375
Total		244,206,795	175,889,784	72.0249	175,889,729	55	100.0000	0.0000	0	375



Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Director 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	Votes Abstained
Promoter and Promoter Group	E-Voting	126,731,715	126,731,715	100.0000	126,731,715	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		126,731,715	100.0000	126,731,715	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	74,581,584	48,484,874	65.0092	48,484,874	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		48,484,874	65.0092	48,484,874	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	42,893,496	656,137	1.5297	655,502	635	99.9032	0.0967	0	645
	Poll		16,788	0.0391	16,788	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		672,925	1.5688	672,290	635	99.9056	0.0944	0	645
Total		244,206,795	175,889,514	72.0248	175,888,879	635	99.9996	0.0004	0	645



Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Vikram Tandon 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	Votes Abstained
Promoter and Promoter Group	E-Voting	126,731,715	126,731,715	100.0000	126,731,715	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		126,731,715	100.0000	126,731,715	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	74,581,584	48,484,874	65.0092	47,880,855	604,019	98.7542	1.2457	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		48,484,874	65.0092	47,880,855	604,019	98.7542	1.2458	0	0
Public- Non Institutions	E-Voting	42,893,496	656,327	1.5301	655,340	987	99.8496	0.1503	0	455
	Poll		16,788	0.0391	16,788	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		673,115	1.5692	672,128	987	99.8534	0.1466	0	455
Total		244,206,795	175,889,704	72.0249	175,284,698	605,006	99.6560	0.3440	0	455



Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Arvind Kumar Singhal 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	Votes Abstained
Promoter and Promoter Group	E-Voting	126,731,715	126,731,715	100.0000	126,731,715	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		126,731,715	100.0000	126,731,715	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	74,581,584	48,484,874	65.0092	48,457,572	27,302	99.9436	0.0563	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		48,484,874	65.0092	48,457,572	27,302	99.9437	0.0563	0	0
Public- Non Institutions	E-Voting	42,893,496	656,327	1.5301	655,290	1,037	99.8419	0.1580	0	455
	Poll		16,788	0.0391	16,788	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		673,115	1.5692	672,078	1,037	99.8459	0.1541	0	455
Total		244,206,795	175,889,704	72.0249	175,861,365	28,339	99.9839	0.0161	0	455



Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Navneet Singh 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	Votes Abstained
Promoter and Promoter Group	E-Voting	126,731,715	126,731,715	100.0000	126,731,715	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		126,731,715	100.0000	126,731,715	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	74,581,584	48,484,874	65.0092	48,457,572	27,302	99.9436	0.0563	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		48,484,874	65.0092	48,457,572	27,302	99.9437	0.0563	0	0
Public- Non Institutions	E-Voting	42,893,496	656,327	1.5301	655,340	987	99.8496	0.1503	0	455
	Poll		16,788	0.0391	16,788	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		673,115	1.5692	672,128	987	99.8534	0.1466	0	455
Total		244,206,795	175,889,704	72.0249	175,861,415	28,289	99.9839	0.0161	0	455



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	Votes Abstained
Promoter and Promoter Group	E-Voting	126,731,715	126,731,715	100.0000	126,731,715	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		126,731,715	100.0000	126,731,715	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	74,581,584	48,484,874	65.0092	48,484,874	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		48,484,874	65.0092	48,484,874	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	42,893,496	654,025	1.5248	653,240	785	99.8799	0.1200	0	2,757
	Poll		16,788	0.0391	16,788	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		670,813	1.5639	670,028	785	99.8830	0.1170	0	2757
	Total	244,206,795	175,887,402	72.0240	175,886,617	785	99.9996	0.0004	0	2757



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

Dear Sir,

Sub: Combined Report on E-voting and voting by Instapoll (Tab Voting) conducted at the 100th 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 100th 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 100th Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of Instapoll (Tab Voting).
- 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 Instapoll (Tab Voting) at the 100th Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Instapoll (Tab Voting) carried out for the resolutions proposed to be passed at the 100th AGM of the Shareholders of the Company, held on Thursday, the 08th August, 2019 at 3.30 pm.
- 4) M/s. Karvy Fintech 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 electronic voting process is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 100th AGM of the Company.
- 6) Based on the reports generated from the e-voting system provided by the M/s. Karvy Fintech Pvt. Ltd. and also votes cast on Instapoll (Tab Voting), I submit the consolidated results of the e-voting and the Instapoll (Tab Voting) 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, 2019 and the reports of the Board of Directors and auditors thereon.

	In favour of the Resolution			Against the Resolution			Abstain	
	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of votes cast	% of votes cast	No. of Response	No. of shares/ Votes
E-voting	166	175805614	99.9998	4	307	0.0002	3	67450
Instapoll (Tab Voting)	50	16788	100.00	0	0	0.00	0	0
Combined	216	175822402	99.9998	4	307	0.0002	3	67450

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

Resolution No. 2: Ordinary Resolution: To confirm payment of interim dividend of Rs.4/- per Equity Share of face value of Rs. 2/- each already paid during the year as the final dividend for the financial year ended 31st March 2019.

	In favour of the Resolution			Against the Resolution			Abstain	
	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of votes cast	% of votes cast	No. of Response	No. of shares/ Votes
E-voting	170	175872941	100.00	2	55	0.00	1	375
Instapoll (Tab Voting)	50	16788	100.00	0	0	0.00	0	0
Combined	220	175889729	100.00	2	55	0.00	1	375

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

Resolution No. 3: Ordinary Resolution: Retirement of Mr. Vijay Rai (DIN: 00075837) as Director by rotation, who expressed his unwillingness to seek re-appointment.

	In favour of the Resolution			Against the Resolution			Abstain	
	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of votes cast	% of votes cast	No. of Response	No. of shares/ Votes
E-voting	162	175872091	99.9996	6	635	0.0004	5	645
Instapoll (Tab Voting)	50	16788	100.00	0	0	0.00	0	0
Combined	212	175888879	99.9996	6	635	0.0004	5	645

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



...3/-

Resolution No. 4: Special Resolution: Re-appointment of Mr. Vikram Tandon as an Independent Director.

	In favour of the Resolution			Against the Resolution			Abstain	
	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of votes cast	% of votes cast	No. of Response	No. of shares/ Votes
E-voting	153	175267910	99.6560	16	605006	0.3440	4	455
Instapoll (Tab Voting)	50	16788	100.00	0	0	0.00	0	0
Combined	203	175284698	99.6560	16	605006	0.3440	4	455

Since the 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.

Resolution No. 5: Special Resolution: Re-appointment of Mr. Arvind Kumar Singhal as an Independent Director.

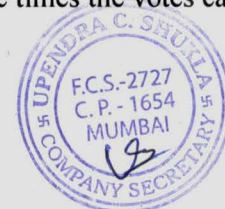
	In favour of the Resolution			Against the Resolution			Abstain	
	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of votes cast	% of votes cast	No. of Response	No. of shares/ Votes
E-voting	158	175844577	99.9839	11	28339	0.0161	4	455
Instapoll (Tab Voting)	50	16788	100.00	0	0	0.00	0	0
Combined	208	175861365	99.9839	11	28339	0.0161	4	455

Since the 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.

Resolution No. 6: Special Resolution: Re-appointment of Mr. Navneet Singh as an Independent Director.

	In favour of the Resolution			Against the Resolution			Abstain	
	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of votes cast	% of votes cast	No. of Response	No. of shares/ Votes
E-voting	159	175844627	99.9839	10	28289	0.0161	4	455
Instapoll (Tab Voting)	50	16788	100.00	0	0	0.00	0	0
Combined	209	175861415	99.9839	10	28289	0.0161	4	455

Since the 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.



...4/-

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

	In favour of the Resolution			Against the Resolution			Abstain	
	No. of Response received	No. of votes cast	% of votes cast	No. of Response received	No. of votes cast	% of votes cast	No. of Response	No. of shares/ Votes
E-voting	161	175869829	99.9996	6	785	0.0004	6	2757
Instapoll (Tab Voting)	50	16788	100.00	0	0	0.00	0	0
Combined	211	175886617	99.9996	6	785	0.0004	6	2757

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


7) All the cases of instapoll (Tab Voting) were valid.

8) A list of Equity Shareholders, who voted through e-voting and through Instapoll (Tab Voting) is kept ready for handing over to the Company Secretary.

Thanking you,



Yours faithfully,


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

Date: 09th August, 2019
Place: Mumbai