

Mr. Karan Thapar,
Chairman
Greaves Cotton Ltd.
Industry Manor,
Appasaheb Marathe Marg, Prabhadevi,
MUMBAI 400 025

Dear Sir,

**Sub: Report on e-voting and voting by Poll conducted at the
95th Annual General Meeting.**

- 1) As per the provisions of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as also the Listing Agreement, 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 the 95th 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 was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 95th Annual General Meeting of the Company, voting was also conducted by means of poll.
- 3) I, Upendra C. Shukla, Practising Company Secretary, was appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the electronic voting process as also voting by means of Poll at the Annual General Meeting (AGM) and for ascertaining the requisite majority on e-voting as also on Poll carried out for the below mentioned resolutions proposed to be passed at the 95th AGM of the Shareholders of the Company, held on Thursday, the 31st July, 2014. Mrs. Ashalata Maheshwari, a Shareholder of the Company, was also appointed as Scrutinizer to coordinate the Poll process.
- 4) The Company had appointed the National Securities Depository Ltd. (NSDL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. Sharepro Services (India) Pvt. Ltd. is the Registrar and Share Transfer Agents of the Company. The Service Provider had provided the system for recording the votes of the shareholders electronically through e-voting and had set up the facility on their website www.evoting.nsdl.com.
- 5) My responsibility as a scrutinizer for the e-voting process and voting on Poll is restricted to make a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolutions.
- 6) Based on the reports generated from the e-voting system provided by NSDL and votes cast on poll, I submit the consolidated results of e-voting and Poll as under:



Resolution No. 1: Ordinary Resolution: To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.

| In favour of the Resolution | | | Against the Resolution | | | Not voted | |
|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|----------------------|
| No. of Ballot received | No. of votes cast | % of votes cast | No. of Shareholder | No. of votes cast | % of votes cast | No. of share-holders | No. of shares/ votes |
| 133 | 18,45,70,311 | 99.999 | 2 | 2,502 | 0.001 | 4 | 1,22,16,021 |

Resolution No. 2: Ordinary Resolution: To declare a final dividend on Equity Shares of the Company.

| In favour of the Resolution | | | Against the Resolution | | | Not Voted | |
|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|----------------------|
| No. of Ballot received | No. of votes cast | % of votes cast | No. of Shareholder | No. of votes cast | % of votes cast | No. of share-holders | No. of shares/ votes |
| 139 | 19,67,85,934 | 100.00 | -- | -- | -- | -- | -- |

Resolution No. 3: Ordinary Resolution: To re-appoint M/s. Walker, Chadiok & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company and authorize the Audit Committee to fix their remuneration.

| In favour of the Resolution | | | Against the Resolution | | | Not Voted | |
|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|----------------------|
| No. of Ballot received | No. of votes cast | % of votes cast | No. of Shareholder | No. of votes cast | % of votes cast | No. of share-holders | No. of shares/ votes |
| 135 | 19,67,51,714 | 99.983 | 2 | 33,993 | 0.017 | 2 | 227 |



Resolution No. 4: Ordinary Resolution: To re-appoint M/s. Wrigley Partington, London, UK, as the Branch Auditors of the Company and authorize the Audit Committee to fix their remuneration.

| In favour of the Resolution | | | Against the Resolution | | | Not Voted | |
|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|----------------------|
| No. of Ballot received | No. of votes cast | % of votes cast | No. of Shareholder | No. of votes cast | % of votes cast | No. of share-holders | No. of shares/ votes |
| 137 | 19,67,83,432 | 100 | 1 | 2,500 | 0.001 | 1 | 2 |

Resolution No. 5: Ordinary Resolution (Special Business) : To appoint Mr. Vikram Tandon as an Independent Director.

| In favour of the Resolution | | | Against the Resolution | | | Not Voted | |
|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|----------------------|
| No. of Ballot received | No. of votes cast | % of votes cast | No. of Shareholder | No. of votes cast | % of votes cast | No. of share-holders | No. of shares/ votes |
| 135 | 19,67,82,232 | 100 | 1 | 2,500 | 0.001 | 3 | 1,202 |

Resolution No. 6: Ordinary Resolution (Special Business) : To appoint Dr. Clive Hickman as an Independent Director.

| In favour of the Resolution | | | Against the Resolution | | | Not Voted | |
|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|----------------------|
| No. of Ballot received | No. of votes cast | % of votes cast | No. of Shareholder | No. of votes cast | % of votes cast | No. of share-holders | No. of shares/ votes |
| 134 | 19,67,50,681 | 99.983 | 3 | 34,053 | 0.017 | 2 | 1,200 |

Resolution No. 7: Ordinary Resolution: To appoint Mr. Navneet Singh as Independent Director.

| In favour of the Resolution | | | Against the Resolution | | | Not Voted | |
|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|----------------------|
| No. of Ballot received | No. of votes cast | % of votes cast | No. of Shareholder | No. of votes cast | % of votes cast | No. of share-holders | No. of shares/ votes |
| 133 | 19,67,50,539 | 99.983 | 3 | 34,193 | 0.017 | 3 | 1,202 |



Resolution No. 8: Ordinary Resolution: To appoint Mr. Arvind Kumar Singhal as an Independent Director.

| In favour of the Resolution | | | Against the Resolution | | | Not Voted | |
|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|----------------------|
| No. of Ballot received | No. of votes cast | % of votes cast | No. of Shareholder | No. of votes cast | % of votes cast | No. of share-holders | No. of shares/ votes |
| 134 | 19,67,82,032 | 99.999 | 2 | 2,700 | 0.001 | 3 | 1,202 |

Resolution No. 9: Ordinary Resolution: To appoint Mr. Vijay Rai as an Independent Director.

| In favour of the Resolution | | | Against the Resolution | | | Not Voted | |
|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|----------------------|
| No. of Ballot received | No. of votes cast | % of votes cast | No. of Shareholder | No. of votes cast | % of votes cast | No. of share-holders | No. of shares/ votes |
| 123 | 18,33,13,534 | 93.154 | 14 | 1,34,71,200 | 6.846 | 2 | 1,200 |

Resolution No. 10: Ordinary Resolution: To approve the remuneration of the Cost Auditors.

| In favour of the Resolution | | | Against the Resolution | | | Not Voted | |
|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|----------------------|
| No. of Ballot received | No. of votes cast | % of votes cast | No. of Shareholder | No. of votes cast | % of votes cast | No. of share-holders | No. of shares/ votes |
| 137 | 19,67,54,439 | 99.984 | 1 | 31,493 | 0.016 | 1 | 2 |

8) A Compact Disc (CD) containing a list of Equity Shareholders, who voted 'For', 'Against' and those whose votes were declared invalid for each resolution is enclosed.

9) Poll papers and all other relevant records were sealed and handed over to the Company Secretary.

Thanking you,



Yours faithfully,

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

Date: 01/08/2014

Place: Mumbai