

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

Dear Sir,

Sub: Report on e-voting 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, voting by means of poll will also be allowed. .
- 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, to be held on Thursday, the 31st July, 2014.
- 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, based on the reports generated from the e-voting system provided by the NSDL and votes to be cast on poll.



- 6) Based on the reports generated from the e-voting system provided by the NSDL, I submit my report on e-voting as under:
- The e-voting period remained opened from Thursday, the 24th July, 2014 at 9.00 a.m. and ended on Saturday, the 26th July, 2014 at 6.00 p.m.
 - The members of the Company as on the 'cut-off' date i.e. 26th June, 2014 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 10 of the Notice convening the 95th AGM of the Company.
 - The votes cast electronically were unblocked with help of NSDL on 26th July, 2014. Thereafter, the details viz. a list of Equity Shareholders, who voted 'for' and 'against' each of the resolutions those were put to vote, were generated and were provided by NSDL.
- 7) I submit the results as under (only on e-voting) :

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 share-holders	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
83	18,21,29,260	99.998	2	2,502	0.002	3	1,22,16,019

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 share-holders	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
88	19,43,44,881	100	--	--	--	--	--



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 share-holders	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
85	19,43,10,663	99.983	2	33,993	0.017	1	225

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 share-holders	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
87	19,43,42,381	99.999	1	2,500	0.001	--	--

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 share-holders	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
85	19,43,41,181	99.999	1	2,500	0.001	2	1,200

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 share-holders	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
83	19,43,09,628	99.982	3	34,053	0.018	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 share-holders	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
83	19,43,09,488	99.982	3	34,193	0.018	2	1,200

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 share-holders	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes cast
84	19,43,40,981	99.999	2	2,700	0.001	2	1,200

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 share-holders	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
72	18,08,72,481	93.068	14	1,34,71,200	6.932	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 share-holders	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
87	19,43,13,388	99.984	1	31,493	0.016	-	



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- 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.

Thanking you,



Yours faithfully,

A handwritten signature in purple ink, appearing to be "U.C. Shukla".

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

Date: 28/07/2014
Place: Mumbai