

UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

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Ms. Monica Chopra
Executive Director
Legal & Company Secretary
Greaves Cotton Limited
3rd Floor, Motilal Oswal Tower
Prabhadevi
Mumbai-400025

Dear Sir,

Sub: Report on e-voting conducted at the 96th Annual General Meeting of Greaves Cotton Limited.

- 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 of 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 96th Annual General Meeting.
- 2) In line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by MCA, voting by show of hands is not permitted at the general meeting where e-voting facility has been offered to the Shareholders. However, at the 96th Annual General Meeting, voting by means of poll/e-voting may also be allowed.
- 3) I, Upendra C. Shukla, Practicing Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process as also voting by means of Poll, if any, at the Annual General Meeting (AGM) and for ascertaining the requisite majority on e-voting as also on Poll, if carried out, for the below mentioned resolutions proposed to be passed at the 96th AGM of the Shareholders of the Company, held on Thursday, 6th August, 2015.
- 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. 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. M/s. Sharepro Services (India) Pvt. Ltd. is the Registrar and Share Transfer Agent of the Company.
- 5) My responsibility as a scrutinizer for the e-voting process and voting on Poll, if any, 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 cast on poll.



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- 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 Monday, the 3rd August, 2015 at 9.00 a.m. IST and ended on Wednesday, the 5th August, 2015 at 5.00 p.m. IST.
 - The members of the Company as on the 'cut-off' date i.e. 31st July, 2015 were entitled to vote on the resolutions as set-out in Item Nos. 01 to 08 of the Notice convening the 96th AGM of the Company.
 - The votes cast electronically were unblocked in presence of the two witnesses, who were other than the employees of the Company, at 6.00 p.m. on Thursday, 6th August, 2015. 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.
- 7) I submit the results as under (only on e-voting) :

Resolution No. 1: Ordinary Resolution: To consider and adopt the Audited financial statements (standalone & consolidated) of the Company for the financial year ended on March 31, 2015 and reports of the Board of Directors of the Company and the Auditors thereon.

In favour of the Resolution			Against the Resolution			Not voted	
No. of Shareholders	No. of votes cast	% of votes cast	No. of Shareholder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares
135	18,21,93,636	99.99	1	20	Negligible	4	1,22,82,679

Resolution No. 2: Ordinary Resolution: To declare dividend for the year 31st March, 2015.

In favour of the Resolution			Against the Resolution			Not Voted	
No. of Shareholders	No. of votes cast	% of votes cast	No. of Shareholder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares
139	19,44,76,315	99.99	1	20	Negligible	0	0



Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Mr. Karan Thapar (DIN 00004264) who retires by rotation and is eligible for re-appointment.

In favour of the Resolution			Against the Resolution			Not Voted	
No. of Shareholders	No. of votes cast	% of votes cast	No. of Shareholder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares
137	19,20,52,594	98.75	3	24,23,741	1.25	0	0

Resolution No. 4: Special Resolution: To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Registration no. 117366W/W-100018) as an Auditors of the Company till the conclusion of the 101st Annual General Meeting.

In favour of the Resolution			Against the Resolution			Not Voted	
No. of Shareholders	No. of votes cast	% of votes cast	No. of Shareholder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares
135	19,44,54,477	99.99	4	21,856	0.01	1	2

Resolution No. 5: Ordinary Resolution: To re-appoint Wringley Partington, London, UK as the Branch Auditors of the Company to hold the office from the conclusion of 96th AGM till the Conclusion of the 97th AGM of the Company.

In favour of the Resolution			Against the Resolution			Not Voted	
No. of Shareholders	No. of votes cast	% of votes cast	No. of Shareholder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares
138	19,44,76,275	99.99	1	20	Negligible	1	40

Resolution No. 6: Ordinary Resolution: To appoint Ms. Monica Chorpa (DIN: 05341124) as a Director w.e.f. 1st August 2014.

In favour of the Resolution			Against the Resolution			Not Voted	
No. of Shareholders	No. of votes cast	% of votes cast	No. of Shareholder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares
135	19,44,73,075	99.99	3	320	Negligible	2	2940



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Resolution No. 7: Ordinary Resolution: To appoint Ms. Monica Chorpa (DIN: 05341124) as a Whole-time Director for the period of three years w.e.f. 1st August 2014.

In favour of the Resolution			Against the Resolution			Not Voted	
No. of Shareholders	No. of votes cast	% of votes cast	No. of Shareholder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares
133	19,44,75,952	99.99	5	336	Negligible	2	47

Resolution No. 8: Ordinary Resolution: To ratify the remuneration of the Cost Auditors.

In favour of the Resolution			Against the Resolution			Not Voted	
No. of Shareholders	No. of votes cast	% of votes cast	No. of Shareholder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares
137	19,44,54,209	99.99	3	22,126	0.01	0	0

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

Thanking you,



Yours faithfully,

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

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

Date: 07/08/2015
Place: Mumbai