Greaves Cotton Limited

Secretarial Dept. : Industry Manor, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, India.
Ph.: (91-22) 24397575, 24365510, Fax: (91-22) 24377730, 24379555

GREAVES
SINCE 1859

Ref: MC/Hj
1st August, 2014

National Stock Exchange of India Ltd.
Exchange Plaza
Plot no. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

Dear Sir,

Scrip: GREAVESCOT
Sub: Intimation under Clause 35A and 35B of the Listing Agreement.

Pursuant to Clause 35A of the Listing Agreement, details in respect of the Voting Results of the 95th Annual General Meeting (AGM) of the Company, held on 31st July, 2014, are hereby given in the Annexure 1 to this letter.

As required under Clause 35B of the Listing Agreement we also enclose the Scrutinizer's Report, issued by Upendra C. Shukla, Practising Company Secretary, on electronic voting and on Poll.

Yours faithfully,
For Greaves Cotton Limited

Chopra

Monica Chopra
Company Secretary &
Executive Vice President -Legal

Encl: As above

ANNEXURE

Information in terms of Clause 35A of the Listing Agreement

Particulars	Remarks
Date of the Annual General Meeting	31st July, 2014
Total Number of Shareholders on Cut Off date : 26th June, 2014	Total No. of Shareholders: 38,512
Number of Shareholders present in the Meeting either in person or through Proxy: (i) Promoters and Promoter Group: (ii) Public:	 4 60
Number of Shareholders attended the Meeting through Video Conferencing (i) Promoters and Promoter Group: (ii) Public:	 None None
Details of Agenda	As per the Notice convening 95th Annual General Meeting which is shown as below:

GREAVES COTTON LIMITED
SECRETARIAL DEP
MUMBAI - 400 025

Resolution No. 1: 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.
Resolution required: Ordinary Resolution
Mode of Voting: E-Voting and Poll

Promoter/ Public	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
Promoter and Promoter Group	12,58,53,726	12,58,53,726	100.000	12,58,53,726	0	100.000	0.000
Public – Institutional holders	8,98,63,666	5,86,58,834	65.275	5,86,58,834	0	100.000	0.000
Public- Others	2,84,89,403	60,253	0.212	57,751	2,502	95.848	4.153
Total	**24,42,06,795**	**18,45,72,813**	**75.580**	**18,45,70,311**	**2,502**	**99.999**	**0.001**

Resolution No. 2: To declare a final dividend on Equity Shares of the Company.
Resolution required: Ordinary Resolution
Mode of Voting: E-Voting and Poll

Promoter/Public	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
Promoter and Promoter Group	12,58,53,726	12,58,53,726	100.000	12,58,53,726	0	100.000	0.000
Public – Institutional holders	8,98,63,666	7,08,71,953	78.866	7,08,71,953	0	100.000	0.000
Public- Others	2,84,89,403	60,255	0.212	60,255	0	100.000	0.000
Total	**24,42,06,795**	**19,67,85,934**	**80.582**	**19,67,85,934**	**0**	**100.000**	**0.000**

GREAVES COTTON LIMITED SECRETARIAL DEP MUMBAI 400 025

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

Promoter/ Public	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
Promoter and Promoter Group	12,58,53,726	12,58,53,726	100.000	12,58,53,726	0	100.000	0.000
Public – Institutional holders	8,98,63,666	7,08,71,953	78.866	7,08,40,460	31,493	99.956	0.044
Public-Others	2,84,89,403	60,028	0.211	57,528	2,500	95.835	4.165
Total	**24,42,06,795**	**19,67,85,707**	**80.582**	**19,67,51,714**	**33,993**	**99.983**	**0.017**

Resolution No. 4: 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.
Resolution required: Ordinary Resolution
Mode of Voting: E-Voting and Poll

Promoter/Public	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
Promoter and Promoter Group	12,58,53,726	12,58,53,726	100.000	12,58,53,726	0	100.000	0.000
Public – Institutional holders	8,98,63,666	7,08,71,953	78.866	7,08,71,953	0	100.000	0.000
Public-Others	2,84,89,403	60,253	0.211	57,753	2,500	95.851	4.149
Total	**24,42,06,795**	**19,67,85,932**	**80.582**	**19,67,83,432**	**2,500**	**99.999**	**0.001**

GREAVES COTTON LIMITED SECRETARIAL DEP MUMBAI - 400 025

Resolution No. 5: To appoint Mr. Vikram Tandon as an Independent Director.
Resolution required: Ordinary Resolution (Special Business)
Mode of Voting: E-Voting and Poll

Promoter/Public	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
Promoter and Promoter Group	12,58,53,726	12,58,53,726	100.000	12,58,53,726	0	100.000	0.000
Public – Institutional holders	8,98,63,666	7,08,71,953	78.866	7,08,71,953	0	100.000	0.000
Public- Others	2,84,89,403	59,053	0.207	56,553	2,500	95.767	4.233
Total	**24,42,06,795**	**19,67,84,732**	**80.581**	**19,67,82,232**	**2,500**	**99.999**	**0.001**

Resolution No. 6: To appoint Dr. Clive Hickman as an Independent Director.
Resolution required: Ordinary Resolution (Special Business)
Mode of Voting: E-Voting and Poll

Promoter/Public	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
Promoter and Promoter Group	12,58,53,726	12,58,53,726	100.000	12,58,53,726	0	100.000	0.000
Public – Institutional holders	8,98,63,666	7,08,71,953	78.866	7,08,40,460	31,493	99.955	0.044
Public- Others	2,84,89,403	59,055	0.207	56,495	2,560	95.665	4.335
Total	**24,42,06,795**	**19,67,84,734**	**80.581**	**19,67,50,681**	**34,053**	**99.983**	**0.017**

GREAVES COTTON LIMITED SECRETARIAL DEP

Resolution No. 7: To appoint Mr. Navneet Singh as Independent Director.
Resolution required: Ordinary Resolution (Special Business)
Mode of Voting: E-Voting and Poll

Promoter/Public	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
Promoter and Promoter Group	12,58,53,726	12,58,53,726	100.000	12,58,53,726	0	100.000	0.000
Public – Institutional holders	8,98,63,666	7,08,71,953	78.866	7,08,40,460	31,493	99.956	0.044
Public- Others	2,84,89,403	59,053	0.207	56,353	2,700	95.428	4.572
Total	**24,42,06,795**	**19,67,84,732**	**80.581**	**19,67,50,539**	**34,193**	**99.983**	**0.017**

Resolution No. 8: To appoint Mr. Arvind Kumar Singhal as an Independent Director.
Resolution required: Ordinary Resolution (Special Business)
Mode of Voting: E-Voting and Poll

Promoter/Public	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
Promoter and Promoter Group	12,58,53,726	12,58,53,726	100.000	12,58,53,726	0	100.000	0.000
Public – Institutional holders	8,98,63,666	7,08,71,953	78.866	7,08,71,953	0	100.000	0.000
Public- Others	2,84,89,403	59,053	0.207	56,353	2,700	95.428	4.572
Total	24,42,06,795	19,67,84,732	80.581	19,67,82,032	2,700	99.999	0.001

GREAVES COTTON LIMITED SECRETARIAL DEP

Resolution No. 9: To appoint Mr. Vijay Rai as an Independent Director
Resolution required: Ordinary Resolution (Special Business)
Mode of Voting: E-Voting and Poll

Promoter/Public	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
Promoter and Promoter Group	12,58,53,726	12,58,53,726	100.000	12,58,53,726	0	100.000	0.000
Public – Institutional holders	8,98,63,666	7,08,71,953	78.866	5,74,03,454	1,34,68,499	80.996	19.004
Public-Others	2,84,89,403	59,055	0.207	56,354	2,701	95.426	4.574
Total	**24,42,06,795**	**19,67,84,734**	**80.581**	**18,33,13,534**	**1,34,71,200**	**93.154**	**6.846**

Resolution No. 10: To approve the remuneration of the Cost Auditors.
Resolution required: Ordinary Resolution (Special Business)
Mode of Voting: E-Voting and Poll

Promoter/Public	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
Promoter and Promoter Group	12,58,53,726	12,58,53,726	100.000	12,58,53,726	0	100.000	0.000
Public – Institutional holders	8,98,63,666	7,08,71,953	78.866	7,08,40,460	31,493	99.956	0.044
Public-Others	2,84,89,403	60,253	0.211	60,253	0	100.000	0.000
Total	**24,42,06,795**	**19,67,85,932**	**80.582**	**19,67,54,439**	**31,493**	**99.984**	**0.016**

GREAVES COTTON LIMITED SECRETARIAL DEP MUMBAI - 400 025

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

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:

UPENDRA C. SHUKLA F.C.S.-2727 C. P. - 1654 MUMBAI COMPANY SECRETARY

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 Share-holder	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 Share-holder	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 Share-holder	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

UPENDRA C. SHUKLA F.C.S.-2727 C.P.-1654 MUMBAI COMPANY SECRETARY

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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 Share-holder	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 Share-holder	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 Share-holder	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 Share-holder	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

UPENDRA C. SHUKLA F.C.S.-2727 C. P. - 1654 MUMBAI COMPANY SECRETARY

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 Share-holder	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 Share-holder	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 Share-holder	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,

UPENDRA C. SHUKLA F.C.S.-2727 C. P. - 1654 MUMBAI COMPANY SECRETARY

Yours faithfully,

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

Date: 01/08/2014
Place: Mumbai