UPENDRA SHUKLA
B. Com., F. C. S.
Company Secretary

504, Navkar,
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Vile Parle East, Mumbai - 400 057.
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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: Combined Report on e-voting and voting by Poll 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 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 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 96th Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of poll.

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 Poll at the 96th Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Poll carried out for the resolutions proposed to be passed at the 96th AGM of the Shareholders of the Company, held on Thursday, 6th August, 2015.

4) M/s. Sharepro Services (India) 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 voting on Poll, is also to make a Combined Report 'in favour' or 'against' the resolutions placed before the 96th AGM of the Company.

6) Based on the reports generated from the e-voting system provided by the NSDL and also votes cast on poll, I submit the consolidated results of the e-voting and the Poll as under:

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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 Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	135	18,21,93,636	99.99	1	*20	0.00	4	1,22,82,679
Poll	36	20,20,608	100	0	0	0	0	0
Combined	171	18,42,14,244	99.99	1	*20	0.00	4	1,22,82,679

*20 shares represent negligible votes, and hence percentage is shown as 0%.

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 Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	139	19,44,76,315	99.99	1	*20	0.00	0	0
Poll	36	20,20,608	100.00	0	0	0.00	0	0
Combined	175	19,64,96,923	99.99	1	*20	0.00	0	0

*20 shares represent negligible votes, and hence percentage is shown as 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 Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	137	19,20,52,594	98.75	3	24,23,741	1.25	0	0
Poll	34	9,845	0.49	2	20,10,763	99.51	0	0
Combined	171	19,20,62,439	97.74	5	44,34,504	2.26	0	0

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Resolution No. 4: Special Resolution: To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Registration no. 117366W/W-100018) as 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 Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Respo nse	No. of shares/ votes
E-voting	135	19,44,54,477	99.99	4	21,856	0.01	1	2
Poll	36	20,20,608	100	0	0	0	0	0
Combined	171	19,64,75,085	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 Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	138	19,44,76,275	99.99	1	*20	0.00	1	40
Poll	36	20,20,608	100.00	0	0	0	0	0
Combined	174	19,64,96,883	99.99	1	*20	0.00	1	40

*20 shares represent negligible votes, and hence percentage is shown as 0%.

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 Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	135	19,44,73,075	99.99	3	*320	0.00	2	2,940
Poll	34	20,20,008	99.99	1	*100	0.00	1	500
Combined	169	19,64,93,083	99.99	4	420	0.00	3	3,440

*320 & 100 shares represent negligible votes, and hence percentage is shown as 0%.

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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 Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	133	19,44,75,952	99.99	5	*336	0.00	2	47
Poll	34	20,20,008	99.99	1	*100	0.00	1	500
Combined	167	19,64,95,960	99.99	6	436	0.00	3	547

*336 & 100 shares represent negligible votes, and hence percentage is shown as 0%.

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 Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	137	19,44,54,209	99.99	3	22,126	0.01	0	0
Poll	36	20,20,608	100	0	0	0	0	0
Combined	173	19,64,74,817	99.99	3	22,126	0.01	0	0

7) Out of 37, 1 ballot papers was rejected on the basis of signature mismatch as reconciled with the records of Registrar and Transfer Agent.

8) A Compact Disc (CD) containing a list of Equity Shareholders, who voted 'For', 'Against' through e-voting and those whose votes were declared invalid for each resolution and data of polling is kept ready for handing over to the Company Secretary.

9) Poll papers and all other relevant records were scaled and are kept ready for handing 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: 07/08/2015
Place: Mumbai