

ANNEXURE 1**Information in terms of Clause 35A of the Listing Agreement**

Particulars	Remarks
Date of the Annual General Meeting	6 th August, 2015
Total Number of Shareholders on Cut Off date : 31 st July, 2015	Total No. of Shareholders: 38,600
Number of Shareholders present in the Meeting either in person or through Proxy: (i) Promoters and Promoter Group: (ii) Public:	4 65
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 96 th Annual General Meeting which is shown as follows:



A handwritten signature in blue ink, appearing to be "R. S.", located to the right of the circular stamp.

Resolution No. 1: 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.

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 outstan ding 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	12,45,53,726	12,45,53,726	100.000	12,45,53,726	0	100.000	0.000
Public – Institutiona l holders	9,23,04,588	5,96,23,052	64.593	5,96,23,052	0	100.000	0.000
Public- Others	2,73,48,481	37,486	0.137	37,466	20	99.946	0.053
Total	24,42,06,795	18,42,14,264	75.433	18,42,14,244	20	99.999	0.000

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

Resolution required: Ordinary Resolution

Mode of Voting: E-Voting and Poll

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstan ding 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	12,45,53,726	12,45,53,726	100.000	12,45,53,726	0	100.000	0.000
Public – Institutional holders	9,23,04,588	7,19,05,721	77.900	7,19,05,721	0	100.000	0.000
Public- Others	2,73,48,481	37,496	0.137	37,476	20	99.946	0.533
Total	24,42,06,795	19,64,96,943	80.463	19,64,96,923	20	99.999	0.000



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

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	12,45,53,726	12,45,53,726	100.000	12,45,53,726	0	100.000	0.000
Public – Institutional holders	9,23,04,588	7,19,05,721	77.900	6,74,71,337	44,34,384	93.833	6.167
Public-Others	2,73,48,481	37,496	0.137	37,376	120	99.679	0.320
Total	24,42,06,795	19,64,96,943	80.463	19,20,62,439	44,34,504	97.743	2.256

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

Resolution required: Special 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	12,45,53,726	12,45,53,726	100.000	12,45,53,726	0	100.000	0.000
Public – Institutional holders	9,23,04,588	7,19,05,721	77.900	7,18,84,100	21,621	99.969	0.030
Public-Others	2,73,48,481	37,494	0.137	37,259	235	99.373	0.626
Total	24,42,06,795	19,64,96,941	80.463	19,64,75,085	21,856	99.988	0.011



Resolution No. 5: To re-appoint Wrigley 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.

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 outstan ding shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes – again st (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes again st on votes polled (7)=[(5 *100
Promoter and Promoter Group	12,45,53,726	12,45,53,726	100.000	12,45,53,726	0	100.000	0.000
Public – Institutional holders	9,23,04,588	7,19,05,721	77.900	7,19,05,721	0	100.000	0.000
Public- Others	2,73,48,481	37,456	0.136	37,436	20	99.946	0.053
Total	24,42,06,795	19,64,96,903	80.463	19,64,96,883	20	99.999	0.000

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

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 outstan ding shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes – again st (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes again st on votes polled (7)=[(5 *100
Promoter and Promoter Group	12,45,53,726	12,45,53,726	100.000	12,45,53,726	0	100.000	0.000
Public – Institutional holders	9,23,04,588	7,19,05,721	77.900	7,19,05,721	0	100.000	0.000
Public- Others	2,73,48,481	34,056	0.124	33,636	420	98.766	1.233
Total	24,42,06,795	19,64,93,503	80.461	19,64,93,083	420	99.999	0.000



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

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 outstan ding 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	12,45,53,726	12,45,53,726	100.000	12,45,53,726	0	100.000	0.000
Public – Institutional holders	9,23,04,588	7,19,05,721	77.900	7,19,05,721	0	100.000	0.000
Public- Others	2,73,48,481	36,949	0.135	36,513	436	98.819	1.180
Total	24,42,06,795	19,64,96,396	80.463	19,64,95,960	436	99.999	0.000

Resolution No. 8: To ratify 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 outstan ding 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	12,45,53,726	12,45,53,726	100.000	12,45,53,726	0	100.000	0.000
Public – Institutional holders	9,23,04,588	7,19,05,721	77.900	7,18,84,100	21,621	99.969	0.030
Public- Others	2,73,48,481	37,496	0.137	36,991	505	98.653	1.346
Total	24,42,06,795	19,64,96,943	80.463	19,64,74,817	22,126	99.988	0.011



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: 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/ Response	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 sealed and are kept ready for handing over to the Company Secretary.

Thanking you,



Yours faithfully,

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

Date: 07/08/2015
Place: Mumbai