



12th August, 2022

The Manager - Listing
BSE Limited
BSE Code - 501455

The Manager - Listing
National Stock Exchange of India Limited
NSE Code - GREAVESCOT

Dear Sir/Madam,

Sub: Disclosure of combined voting results at the 103rd Annual General Meeting ("AGM") of the Company held on 11th August, 2022

We hereby inform you that the 103rd AGM of the Company was held on 11th August, 2022 at 1:30 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013, rules framed thereunder read with circulars issued in this regard by Ministry of Corporate Affairs and Securities and Exchange Board of India ("SEBI"). All the items of business contained in the Notice of AGM dated 14th June, 2022 were approved by the members with requisite majority on 11th August, 2022.

The details of the combined voting results (i.e. results of remote e-voting together with e-voting at the AGM) in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's Report are enclosed as **Annexure A** and **Annexure B** respectively.

Kindly take the same on record.

Thanking You,

Yours faithfully,
For Greaves Cotton Limited

Atindra Basu
General Counsel & Company Secretary

Encl.: a/a

GREAVES COTTON LIMITED

Email ID: investorservices@greavescotton.com Website: www.greavescotton.com

Registered Office: J-2, MIDC Industrial Area, Chikalthana, Aurangabad - 431210

Corporate Office: Unit No.1A, 5th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai 400 070, India

Tel: +91 22 41711700 CIN: L99999MH1922PLC000987

Annexure A

VOTING RESULTS	
Record date	04-08-2022
Total number of shareholders on record date	219907
Number of shareholders present in the meeting either in person or through proxy	
a) Promoter and promoter group	0
b) Public	0
Number of shareholders attended the meeting through video conferencing	
a) Promoter and promoter group	1
b) Public	60
Number of resolutions passed in meeting	7
Disclosure of notes on voting results	



Resolution Details(1)								
Resolution Required		ORDINARY -Adoption of audited Financial Statements and Reports thereon, To receive, consider and adopt: a. the audited Standalone Financial Statements of the Company for the financial year ended 31st March 2022, together with the Reports of the Board of Directors and Auditors thereon, and b. the audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2022, together with the Report of Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	128614955	128614955	100	128614955	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	128614955	128614955	100	128614955	0	100	0
Public Institutions	E-voting	28870040	12310807	42.6422	12310807	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	28870040	12310807	42.6422	12310807	0	100	0
Public Non-Institutions	E-voting	74077818	259307	0.3500	258869	438	99.8311	0.1689
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	74077818	259307	0.3500	258869	438	99.8311	0.1689
Total		231562813	141185069	60.9705	141184631	438	99.9997	0.0003



Resolution Details(2)								
Resolution Required		ORDINARY - Declaration of Dividend						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	128614955	128614955	100	128614955	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		128614955	128614955	100	128614955	0	100
Public Institutions	E-voting	28870040	12333605	42.7211	12333605	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		28870040	12333605	42.7211	12333605	0	100
Public Non-Institutions	E-voting	74077818	258515	0.3490	251393	7122	97.2450	2.754965863
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		74077818	258515	0.3490	251393	7122	97.2450
Total		231562813	141207075	60.9800	141199953	7122	99.9950	0.0050



Resolution Details(3)								
Resolution Required		ORDINARY - Appointment of a Director in place of the one retiring by rotation						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	128614955	128614955	100	128614955	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		128614955	128614955	100	128614955	0	100
Public Institutions	E-voting	28870040	12333605	42.7211	12129679	203926	98.3466	1.6534
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		28870040	12333605	42.7211	12129679	203926	98.3466
Public Non-Institutions	E-voting	74077818	258469	0.3489	256871	1598	99.3817	0.6183
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		74077818	258469	0.3489	256871	1598	99.3817
Total		231562813	141207029	60.9800	141001505	205524	99.8545	0.1455



Resolution Details(4)								
Resolution Required		SPECIAL - Appointment of Dr. Arup Basu (DIN: 02325890) as Deputy Managing Director and to approve his remuneration						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	128614955	128614955	100	128614955	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		128614955	128614955	100	128614955	0	100
Public Institutions	E-voting	28870040	12333605	42.7211	12209163	124442	98.9910	1.0090
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		28870040	12333605	42.7211	12209163	124442	98.9910
Public Non-Institutions	E-voting	74077818	258403	0.3488	257386	1017	99.6064	0.3936
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		74077818	258403	0.3488	257386	1017	99.6064
Total		231562813	141206963	60.9800	141081504	125459	99.9112	0.0888



Resolution Details(5)								
Resolution Required		SPECIAL - Appointment of Mr. Ravi Kirpalani (DIN: 02613688) as an Independent Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	128614955	128614955	100	128614955	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		128614955	128614955	100	128614955	0	100
Public Institutions	E-voting	28870040	12333605	42.7211	12333605	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		28870040	12333605	42.7211	12333605	0	100
Public Non-Institutions	E-voting	74077818	258437	0.3489	256894	1543	99.4029	0.5971
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		74077818	258437	0.3489	256894	1543	99.4029
Total		231562813	141206997	60.9800	141205454	1543	99.9989	0.0011



Resolution Details(6)								
Resolution Required		SPECIAL - Approval for shifting of Registered Office from Mumbai to Aurangabad						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	128614955	128614955	100	128614955	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		128614955	128614955	100	128614955	0	100
Public Institutions	E-voting	28870040	12333605	42.7211	12333605	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		28870040	12333605	42.7211	12333605	0	100
Public Non-Institutions	E-voting	74077818	258445	0.3489	245626	12819	95.0400	4.9600
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		74077818	258445	0.3489	245626	12819	95.0400
Total		231562813	141207005	60.9800	141194186	12819	99.9909	0.0091



Resolution Details(7)								
Resolution Required		ORDINARY - Ratification of the remuneration of Cost Auditors						
Whether promoter/ promoter group are		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	128614955	128614955	100	128614955	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		128614955	128614955	100	128614955	0	100
Public Institutions	E-voting	28870040	12333605	42.7211	10158864	2174741	82.3674	17.6326
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		28870040	12333605	42.7211	10158864	2174741	82.3674
Public Non-Institutions	E-voting	74077818	258445	0.3489	257046	1399	99.4587	0.5413
	Poll		0	0	0	0	0	
	Postal Ballot(if applicable)		0	0	0	0	0	
	Total		74077818	258445	0.3489	257046	1399	99.4587
Total		231562813	141207005	60.9800	139030865	2176140	98.4589	1.5411





Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the 103rd AGM of Greaves Cotton Limited held on Thursday, 11th August 2022

To,
The Chairman
Greaves Cotton Limited
J-2, MIDC Industrial Area,
Chikalhana, Aurangabad-431210

103rd Annual General Meeting (AGM) of the Members of Greaves Cotton Limited held on Thursday, 11th August 2022 at 01.30 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Sub: Passing of Resolutions through electronic voting pursuant to Section 108 of the Companies Act 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, General Circular No. 2/2022 dated 5th May 2022, General Circular No. 21/2021 dated 14th December 2021, General Circular No. 19/2021 dated 8th December 2021, General circular No. 02/2021 dated 13th January 2021 read with General Circular Nos. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020 and 20/2020 dated 05th May 2020 (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars') (MCA Circulars and SEBI Circulars collectively referred to as 'Applicable Circulars').

Dear Sir,

The Board of Directors of Greaves Cotton Limited (hereinafter referred to as '*the Company*') at its Meeting held on 12th May 2022, have appointed me as a Scrutinizer for remote e-voting process as well as to scrutinize the electronic voting conducted at the AGM (remote e-voting and e-voting at the AGM collectively referred to as '*E-voting*') pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as '*Listing Regulations*') as amended by the "Applicable Circulars" issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted.

The Applicable Circulars provides for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the Members and the manner of voting at the AGM, on account of the outbreak of COVID -19 Global pandemic. I say that I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the Applicable Circulars.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder and Listing Regulations. My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by National Securities Depository Limited.

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Depository Ltd (NSDL), the Service provider authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

I Submit my report as under:

1. KFin Technologies Limited (formerly known as KFin Technologies Private Limited) is the Registrar and Share Transfer Agents (RTA) of the Company.
2. The Service provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the AGM of the Company, which was held on Thursday, 11th August 2022.
3. The Service provider had inter-alia set up electronic voting facility on their website, <https://www.evoting.nsdl.com/>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company, the Service provider and also on the websites of Stock Exchanges viz BSE Limited and National Stock Exchange of India Limited to facilitate their Members to cast their vote through E-voting.
4. The internal cut-off date for the dispatch of the Notice of the AGM and Annual Report was 08th July 2022. As mentioned in the Applicable Circulars, the Service provider had sent the Notices of the AGM along with Annual Report and e-voting details by email to those members, whose email id was made available by the Depositories and the RTA. For those Members, whose email id was not available, or holding in physical form, who had not registered their email id with the RTA the Notices could not be sent. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the Applicable Circulars.
5. The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Thursday, 04th August 2022.
6. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three days from Monday, 08th August 2022, 9.00 AM (IST) to Wednesday, 10th August 2022 till 5:00 PM (IST).
7. The Company released advertisements before and after despatching the Notice of AGM in compliance with the Act and Applicable Circulars. Both the advertisements were released in English in 'Business Standard' newspaper having country-wide circulation and in Marathi in 'Navshakti' newspaper on 13th July 2022 and 19th July 2022 respectively.
8. At the end of the remote e-voting period on 10th August 2022 at 5.00 PM (IST), the voting portal of the Service provider was blocked forthwith.
9. At the 103rd AGM of the Company held through VC / OAVM means, on Thursday, 11th August 2022, after considering all the items of business, the facility to vote electronically was provided to facilitate those members who were attending the meeting through VC / OAVM but could not participate in the remote e-voting to record their votes.

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10. On 11th August 2022, matter tabulating the votes cast electronically through the system provided by NSDL, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Pradeep Prajapati and Mr. Savio Braganza who acted as the witnesses. After unblocking the votes cast, the total votes cast both through remote e-voting and by voting through electronic means at the AGM, were consolidated and the final Scrutinizer's Report was prepared.

The results of the Remote E-voting together with that of the voting conducted at the AGM by way of electronic means are as under:

ORDINARY BUSINESS

I. Item No. 1 of Notice (As an Ordinary Resolution):

To receive, consider and adopt:

- a. the audited Standalone Financial Statements of the Company for the financial year ended 31st March 2022, together with the Reports of the Board of Directors and Auditors thereon, and
- b. the audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2022, together with the Report of Auditors thereon.

Voted in **favour** of Resolution

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	508	3	511
Number of votes cast by them	141,179,058	5,573	141,184,631
% of total number of valid votes cast	99.9996	0.00	99.9996

Voted **against** the Resolution

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	3		3
Number of votes cast by them	438	-	438
% of total number of valid votes cast	0.0003		0.0003

Invalid Votes: Nil

Item No. 1 of Notice stands passed with the requisite majority.



II. Item No. 2 of Notice (As an Ordinary Resolution):

To declare Dividend of Rs 0.20 per equity share of Rs 2 each

Voted in **favour** of Resolution

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	499	2	501
Number of votes cast by them	14,11,99,743	210	14,11,99,953
% of total number of valid votes cast	99.9950	0.00	99.9950

Voted **against** the Resolution

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	12	1	13
Number of votes cast by them	1,759	5,363	7,122
% of total number of valid votes cast	0.00	0.0050	0.0050

Invalid Votes: Nil

Item No. 2 of Notice stands passed with the requisite majority.

III. Item No. 3 of Notice (As an Ordinary Resolution):

To appoint a director in place of Mr. Karan Thapar (DIN: 00004264), who retires by rotation and being eligible, offers himself for re-appointment.

Voted in **favour** of Resolution

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	489	3	492
Number of votes cast by them	140,995,932	5,573	141,001,505
% of total number of valid votes cast	99.8544	0.00	99.8544

Voted **against** the Resolution

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	20		20
Number of votes cast by them	205,524	-	205,524
% of total number of valid votes cast	0.1456		0.1456

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Invalid Votes: Nil

Item No. 3 of Notice stands passed with the requisite majority.

SPECIAL BUSINESS

IV. Item No. 4 of Notice (As a Special Resolution):

Appointment of Dr. Arup Basu (DIN: 02325890) as Deputy Managing Director and to approve his remuneration

Voted in **favour** of Resolution

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	492	3	495
Number of votes cast by them	141,075,931	5,573	141,081,504
% of total number of valid votes cast	99.9112	0.00	99.9112

Voted **against** the Resolution

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	15		15
Number of votes cast by them	125,459	-	125,459
% of total number of valid votes cast	0.0888		0.0888

Invalid Votes: Nil

Item No. 4 of Notice stands passed with the requisite majority.

V. Item No. 5 of Notice (As a Special Resolution):

Appointment of Mr. Ravi Kirpalani (DIN: 02613688) as an Independent Director

Voted in **favour** of Resolution

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	496	3	499
Number of votes cast by them	141,199,881	5,573	141,205,454
% of total number of valid votes cast	99.9989	0.00	99.9989

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Voted **against** the Resolution

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	12		12
Number of votes cast by them	1543	-	1543
% of total number of valid votes cast	0.0011		0.0011

Invalid Votes: Nil

Item No. 5 of Notice stands passed with the requisite majority.

VI. Item No. 6 of Notice (As a Special Resolution):

Approval for shifting of Registered Office from Mumbai to Aurangabad

Voted in **favour** of Resolution

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	480	3	483
Number of votes cast by them	141,188,613	5,573	141,194,186
% of total number of valid votes cast	99.9909	0.00	99.9909

Voted **against** the Resolution

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	29		29
Number of votes cast by them	12.819	-	12.819
% of total number of valid votes cast	0.0091		0.0091

Invalid Votes: Nil

Item No. 6 of Notice stands passed with the requisite majority.



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VII. Item No. 7 of Notice (As a Ordinary Resolution):
Ratification of the remuneration of Cost Auditors

Voted in **favour** of Resolution

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	495	3	498
Number of votes cast by them	139,025,292	5,573	139,030,865
% of total number of valid votes cast	98.4589	0.00	98.4589

Voted **against** the Resolution

Particulars	Remote e-voting	E-voting at the AGM	Total
Number of Members voted	14		14
Number of votes cast by them	2,176,140	-	2,176,140
% of total number of valid votes cast	1.5411		1.5411

Invalid Votes: Nil

Item No. 7 of Notice stands passed with the requisite majority.

The above-mentioned resolutions are deemed to be passed with requisite majority as on the date of the 103rd AGM of the Company i.e. 11th August 2022.

The electronic data and all other relevant records relating to the e-voting shall remain in my safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the 103rd AGM.

Yours faithfully,

For SGG & Associates

ICSI Unique Code: P2021MH086900

Sunny Gogia
Partner
Membership No.: 56804
Certificate of Practice No.: 21563
UDIN: A056804D000783024



Place: Thane
Date: 12 August 2022

Peer Review Certificate No.: 2161/2022

SGG & Associates

Address: SB-16, High Street Corporate Centre, Kapurbawdi, Thane West, 400607

Hand Phone- +91 8375070606; +91 9922744338

Email: Info@legalixir.com; Website: www.legalixir.com

The following were the witnesses to the unblocking of the votes:



Mr. Pradeep Prajapati



Mr. Savio Braganza

Received the Report

For Greaves Cotton Limited



Atindra Basu
General Counsel & Company Secretary

