

11th August, 2023

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 of the 104th Annual General Meeting (“AGM”) of the Company.

We hereby inform that all the items of business contained in the Notice of 104th AGM dated 12th May, 2023, were approved by the members with requisite majority.

The details of the combined voting results (i.e., results of remote e-voting and e-voting conducted during the AGM) as required 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.

The voting results along with the Scrutinizer's Report are available on the Company's website at www.greavescotton.com and is also being made available on the website of the National Securities Depository Limited at www.evoting.nsdl.com.

Kindly take the same on record.

Thanking You,

Yours faithfully,
For Greaves Cotton Limited

Atindra Basu
Group 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, India

Corporate Office: Unit No.1A, 5th Floor, Tower 3, Equinox Business Park, LBS Marg, Kurla West, Mumbai - 400070, India

Tel: +91 22 41711700 | **CIN:** L99999MH1922PLC000987

ENGINEERING | E-MOBILITY | RETAIL | FINANCE | TECHNOLOGIES

VOTING RESULTS	
Record date	3/8/2023
Total number of shareholders on record date	222379
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	75
Number of resolutions passed in meeting	5
Disclosure of notes on voting results	

Resolution Details(1)								
Resolution Required		Adoption of 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 2023, 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 2023, 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	129621455	129621455	100	129621455	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		129621455	129621455	100	129621455	0	100
Public Institutions	E-voting	19152197	6231391	32.53616804	6231391	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		19152197	6231391	32.53616804	6231391	0	100
Public Non-Institutions	E-voting	83226317	437619	0.525818053	437088	531	99.87866158	0.121338425
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		83226317	437619	0.525818053	437088	531	99.87866158
Total		231999969	136290465	58.74589794	136289934	531	99.99961039	0.000389609

Resolution Details(2)								
Resolution Required					Declaration of Dividend			
					To declare final dividend of Rs. 0.90 per equity share of the face value of Rs. 2/- each as recommended by the Board of Directors of the Company for the financial year ended 31st March 2023.			
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	129621455	129621455	100	129621455	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		129621455	129621455	100	129621455	0	100
Public Institutions	E-voting	19152197	6231391	32.53616804	6231391	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		19152197	6231391	32.53616804	6231391	0	100
Public Non-Institutions	E-voting	83226317	436364	0.524310117	435781	583	99.86639594	0.133604055
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		83226317	436364	0.524310117	435781	583	99.86639594
Total		231999969	136289210	58.74535699	136288627	583	99.99957223	0.000427767

Resolution Details(3)								
Resolution Required					Appointment of a Director in place of the one retiring by rotation			
					To appoint a Director in place of Mr. Karan Thapar (DIN: 00004264), who retires by rotation and, being eligible, offers himself for re-appointment.			
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	129621455	129621455	100	129621455	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		129621455	129621455	100	129621455	0	100
Public Institutions	E-voting	19152197	6231388	32.53615238	6066358	165030	97.35163338	2.648366624
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		19152197	6231388	32.53615238	6066358	165030	97.35163338
Public Non-Institutions	E-voting	83226317	436474	0.524442287	434716	1758	99.59722687	0.402773132
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		83226317	436474	0.524442287	434716	1758	99.59722687
Total		231999969	136289317	58.74540311	136122529	166788	99.8776221	0.122377897

Resolution Details(4)								
Resolution Required					Re-designation of and remuneration payable to Mr. Nagesh Basavanhalli (DIN: 01886313) as Non-Executive Director and Vice-Chairman.			
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	129621455	129621455	100	129621455	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		129621455	129621455	100	129621455	0	100
Public Institutions	E-voting	19152197	6231391	32.53616804	6231391	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		19152197	6231391	32.53616804	6231391	0	100
Public Non-Institutions	E-voting	83226317	436614	0.524610503	434156	2458	99.43703134	0.562968663
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		83226317	436614	0.524610503	434156	2458	99.43703134
Total		231999969	136289460	58.74546475	136287002	2458	99.99819649	0.001803514

Resolution Details(5)								
Resolution Required					Ratification of the remuneration of Cost Auditors			
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	129621455	129621455	100	129621455	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		129621455	129621455	100	129621455	0	100
Public Institutions	E-voting	19152197	6231391	32.53616804	6231391	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		19152197	6231391	32.53616804	6231391	0	100
Public Non-Institutions	E-voting	83226317	436529	0.524508372	434509	2020	99.53725869	0.462741307
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		83226317	436529	0.524508372	434509	2020	99.53725869
Total		231999969	136289375	58.74542811	136287355	2020	99.99851786	0.00148214

Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the 104th AGM of Greaves Cotton Limited held on Thursday, 10th August 2023

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

104th Annual General Meeting (AGM) of the Members of Greaves Cotton Limited held on Thursday, 10th August 2023 at 03.00 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 Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020, followed by General Circular 20/2020 dated 5th May 2020 and subsequent circulars issued, the latest being 10/2022 dated 28th December 2022 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circulars dated 12th May 2020, 15th January 2021, 13th May 2022 and 5th January 2023 ('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 2023, 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. 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 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.

SGGS & Associates

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Hand Phone- +91 8375070606; +91 9922744338

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



I Submit my report as under:

1. KFin Technologies 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, 10th August 2023.
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 07th July 2023. 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. 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, 03rd August 2023.
6. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three days from Monday, 07th August 2023, 9.00 AM (IST) to Wednesday, 09th August 2023 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 'Loksatta' newspaper on 14th July 2023 and 19th July 2023 respectively.
8. At the end of the remote e-voting period on 09th August 2023 at 5.00 PM (IST), the voting portal of the Service provider was blocked forthwith.
9. At the 104th AGM of the Company held through VC / OAVM means, on Thursday, 10th August 2023, 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.
10. On 10th August 2023, 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 Ms. Dimpal Choudhary who acted as the witnesses. After unblocking the votes cast, the total votes cast both through remote

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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 2023, 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 2023, together with the Report of Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the Meeting	136,289,934	99.9996	531	0.0004	-

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 final dividend of Rs. 0.90 per equity share of face value of Rs. 2/- each as recommended by the Board of Directors of the Company for the Financial Year ended 31st March 2023.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the Meeting	136,288,627	99.9996	583	0.0004	-

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.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the Meeting	136,122,529	99.8776	166,788	0.1224	0/3

Invalid Votes: Nil

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

SPECIAL BUSINESS

IV. Item No. 4 of Notice (As an Ordinary Resolution):

Re-designation of and remuneration payable to Mr. Nagesh Basavanhalli (DIN: 01886313) as Non-Executive Director and Vice-Chairman.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the Meeting	136,287,002	99.9982	2,458	0.0018	-

Invalid Votes: Nil

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

V. Item No. 5 of Notice (As an Ordinary Resolution):

Ratification of the remuneration of Cost Auditors

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at the Meeting	136,287,355	99.9985	2,020	0.0015	-

Invalid Votes: Nil

Item No. 5 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 104th AGM of the Company i.e., 10th August 2023.

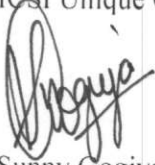


The electronic data and all other relevant records relating to the e-voting shall remain in my safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the 104th AGM.

Yours faithfully,

For SGG & Associates

ICSI Unique Code: P2021MH086900



Sunny Gogiya
Partner

ICSI Membership No.: A56804
Certificate of Practice No.: 21563
UDIN: A056804E000783081



Place: Thane
Date: 11 August 2023

Peer Review Certificate No.: 2161/2022

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



Pradeep Prajapati



Dimpal Choudhary

Received the Report

For Greaves Cotton Limited

Atindra Basu
Group General Counsel & Company Secretary