

09th August, 2024

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 105th Annual General Meeting (“AGM”) of the Company.

We hereby inform that all the items of business contained in the Notice of 105th AGM dated 08th May, 2024, 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 - **Annexure A**; and (b) the Scrutinizer's Report dated 09th August, 2024 as **Annexure B**.

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
Membership No: A32389

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	01-08-2024
Total number of shareholders on record date	205192
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	126
Number of resolutions passed in meeting	4
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 2024, 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 2024, 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 (3)=[(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-voting	129921455	129921455	100	129921455	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		129921455	129921455	100	129921455	0	100
Public Institutions	E-voting	11949993	2627151	21.98454007	2627151	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		11949993	2627151	21.98454007	2627151	0	100
Public Non-Institutions	E-voting	90610138	2299729	2.538048226	2298432	1297	99.94360205	0.056397949
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		90610138	2299729	2.538048226	2298432	1297	99.94360205
Total		232481586	134848335	58.00387778	134847038	1297	99.99903818	0.000961821

Resolution Details(2)

Resolution Required					Declaration of Dividend			
					To declare final dividend of 2/- per equity share of face value of 2/- each (100%) as recommended by the Board of Directors of the Company for the Financial Year ended 31st March 2024			
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	129921455	129921455	100	129921455	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		129921455	129921455	100	129921455	0	100
Public Institutions	E-voting	11949993	2627151	21.98454007	2627151	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		11949993	2627151	21.98454007	2627151	0	100
Public Non-Institutions	E-voting	90610138	2299929	2.538268952	2297905	2024	99.91199728	0.088002717
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		90610138	2299929	2.538268952	2297905	2024	99.91199728
Total		232481586	134848535	58.00396381	134846511	2024	99.99849906	0.001500943

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	129921455	129921455	100	129921455	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		129921455	129921455	100	129921455	0	100
Public Institutions	E-voting	11949993	2627151	21.98454007	2423588	203563	92.25156833	7.748431666
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		11949993	2627151	21.98454007	2423588	203563	92.25156833
Public Non-Institutions	E-voting	90610138	2298939	2.537176359	2297223	1716	99.92535687	0.074643129
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		90610138	2298939	2.537176359	2297223	1716	99.92535687
Total		232481586	134847545	58.00353797	134642266	205279	99.84776957	0.152230432

Resolution Details(4)

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	129921455	129921455	100	129921455	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		129921455	129921455	100	129921455	0	100
Public Institutions	E-voting	11949993	2627151	21.98454007	2627151	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		11949993	2627151	21.98454007	2627151	0	100
Public Non-Institutions	E-voting	90610138	2299030	2.537276789	2296711	2319	99.89913137	0.100868627
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		90610138	2299030	2.537276789	2296711	2319	99.89913137
Total		232481586	134847636	58.00357711	134845317	2319	99.99828028	0.001719719

Combined Scrutinizer's Report on Remote E-voting & Voting conducted at the 105th AGM of Greaves Cotton Limited held on Thursday, 08th August 2024

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

105th Annual General Meeting ('AGM') of the Members of Greaves Cotton Limited held on Thursday, 08th August 2024 at 11.00 AM (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, 10/2022 dated 28th December 2022 and subsequent circulars issued, the latest being 09/2023 dated 25th September 2023 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') Master Circular dated 11th July 2023 read with Circular dated 07th October 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 08th May 2024, 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

SGGS & Associates

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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 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, 08th August 2024.
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 03rd July 2024. 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, 01st August 2024.
6. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three days from Monday, 05th August 2024, 9.00 AM (IST) to Wednesday, 07th August 2024 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 04th July 2024 and 12th July 2024 respectively.
8. At the end of the remote e-voting period on 07th August 2024 at 5.00 PM (IST), the voting portal of the Service provider was blocked forthwith.
9. At the 105th AGM of the Company held through VC / OAVM means, on Thursday, 08th August 2024, 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 08th August 2024, 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. Preeti Padhi 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):

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 2024, 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 2024, 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	134,847,038	99.9990	1,297	0.0010	-

Invalid Votes: Nil

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

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

Declaration of Dividend

To declare final dividend of Rs. 2/- per equity share of face value of Rs. 2/- each (100%) as recommended by the Board of Directors of the Company for the Financial Year ended 31st March 2024.



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	134,846,511	99.9985	2,024	0.0015	-

Invalid Votes: Nil

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

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

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.

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	134,642,266	99.8478	205,279	0.1522	-

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):

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	134,845,317	99.9983	2,319	0.0017	-

Invalid Votes: Nil

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



SGGS & Associates

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The above-mentioned resolutions are deemed to be passed with requisite majority as on the date of the 105th AGM of the Company i.e., 08th August 2024.

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 105th AGM.

Yours faithfully,

For SGG & Associates

ICSI Unique Code: P2021MH086900



Sunny Gogiya
Partner

ICSI Membership No.: A56804
Certificate of Practice No.: 21563
UDIN: A056804F000935099



Place: Thane
Date: 09th August 2024

Peer Review Certificate No.: 5721/2024

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



Pradeep Prajapati



Preeti Padhi

Received the Report

For Greaves Cotton Limited

Atindra Basu
Group General Counsel & Company Secretary