

9th August, 2019

BSE Limited
Department of Corporate Services
1st Floor, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Limited
Listing Department
Exchange Plaza
Bandra-Kurla Complex, Bandra (East)
Mumbai 400 051

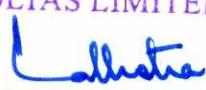
Dear Sir,

Sub: Disclosure of Voting Results of 65th Annual General Meeting
held on 9th August, 2019

This is to inform that at the 65th Annual General Meeting (AGM) of the Company held on 9th August, 2019 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020, all items of business as contained in the Notice of the AGM dated 9th May, 2019 were transacted and approved by the shareholders with requisite majority.

2. The details of consolidated voting results (i.e. results of remote e-voting together with voting through Ballot Form at AGM) in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 along with the Scrutinizer's Report are enclosed for your information and record.

Thanking you,

Yours faithfully,
VOLTAS LIMITED

(V. P. MALHOTRA)
Vice President - Taxation,
Legal & Company Secretary

Enc.

VOLTAS LIMITED

Corporate Management Office

Registered Office Voltas House 'A' Dr Babasaheb Ambedkar Road Chinchpokli Mumbai 400 033
Tel 91 22 66656251 66656258 Fax 91 22 66656311 e-mail vpmalhotra@voltas.com website www.voltas.com
Corporate Identity Number L29308MH1954PLC009371

A **TATA** Enterprise

65th Annual General Meeting Voting Results

Date of Annual General Meeting	9th August, 2019
Total Number of shareholders on Record date (i.e. 2 nd August, 2019, cut-off date for voting purpose)	1,16,775
Number shareholders present in the Meeting either in person or through proxy: - Promoters and Promoter Group - Public	4 86
Number of shareholders attended the Meeting through Video Conferencing - Promoters and Promoter Group - Public	No arrangement was made for Video Conferencing

VOLTAS LIMITED



(V. P. MALHOTRA)
Vice President - Taxation,
Legal & Company Secretary

VOLTAS LIMITED

Resolution (1)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

No

**Adoption of Audited Stand-alone Financial Statements for the financial year ended 31st March, 2019 together
with the Report of the Board of Directors and the Auditors thereon.**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		100253480	100.00	100253480	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	158026030	138709719	87.78	138709719	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		138709719	87.78	138709719	0	100.00	0.00	0
3	Public-Others	E-Voting	72605230	471559	0.65	471489	70	99.99	0.01	0
		Poll		3301	0.00	3301	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		474860	0.65	474790	70	99.99	0.01	0
	Total	E-Voting	330884740	239434758	72.36	239434688	70	100.00	0.00	0
		Poll		3301	0.00	3301	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		239438059	72.36	239437989	70	100.00	0.00	0

VOLTAS LIMITED

(V. P. MALHOTRA)
Vice President - Taxation
Legal & Company Secretary

VOLTAS LIMITED

Resolution (2)

Resolution required: (Ordinary / Special)	ORDINARY	
Whether promoter/ promoter group are interested in the agenda/resolution?	No	

**Adoption of Audited Consolidated Financial Statements for the financial year ended 31st March, 2019 together
with Auditors Report thereon.**

Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% OF Votes in favour on votes polled	% OF Votes against on votes polled	Invalid Votes
							[6]=[4]/[2]*100	[7]=[5]/[2]*100	
1 Promoter and Promoter Group	E-Voting	100253480	[1]	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
	Poll			0	100.00	0	0	100.00	0.00
	Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00
	Total			100253480	100.00	100253480	0	100.00	0.00
2 Public - Institutional holders	E-Voting	158026030		138709719	87.78	138709719	0	100.00	0.00
	Poll			0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00
	Total			138709719	87.78	138709719	0	100.00	0.00
3 Public-Others	E-Voting	72605230		471534	0.65	471454	80	99.98	0.02
	Poll			3301	0.00	3301	0	100.00	0.00
	Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00
	Total			474835	0.65	474755	80	99.98	0.02
Total	E-Voting	330884740		239434733	72.36	239434653	80	100.00	0.00
	Poll			3301	0.00	3301	0	100.00	0.00
	Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00
	Total			239438034	72.36	239437954	80	100.00	0.00

VOLTAS LIMITED

(V. P. MALHOTRA)
Vice President - Taxation
Legal & Company Secretary

VOLTAS LIMITED

Resolution (3)

Resolution required: (Ordinary / Special)	ORDINARY	
Whether promoter/ promoter group are interested in the agenda/resolution?	No	

Declaration of Dividend for the financial year 2018-19 on Equity Shares.

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		100253480	100.00	100253480	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	158026030	138785719	87.82	138785719	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		138785719	87.82	138785719	0	100.00	0.00	0
3	Public-Others	E-Voting	72605230	506559	0.70	506489	70	99.99	0.01	0
		Poll		3301	0.00	3301	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		509860	0.70	509790	70	99.99	0.01	0
		E-Voting	330884740	239545758	72.40	239545688	70	100.00	0.00	0
		Poll		3301	0.00	3301	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		239549059	72.40	239548989	70	100.00	0.00	0

VOLTAS LIMITED

(V. P. MALHOTRA)
Vice President - Taxation
Legal & Company Secretary

VOLTAZ LIMITED									
Resolution (4)									
Resolution required: (Ordinary / Special)				ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?				No					
To appoint a Director in place of Mr. Noel N. Tata (DIN: 00024713), who retires by rotation and is eligible for reappointment.									
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1 Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		100253480	100.00	100253480	0	100.00	0.00	0
2 Public - Institutional holders	E-Voting	158026030	135916507	86.01	134570509	1345998	99.01	0.99	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		135916507	86.01	134570509	1345998	99.01	0.99	0
3 Public-Others	E-Voting	72605230	504358	0.69	504288	70	99.99	0.01	0
	Poll		3301	0.00	3301	0	100.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		507659	0.70	507589	70	99.99	0.01	0
	E-Voting	330884740	236674345	71.53	235328277	1346068	99.43	0.57	0
	Poll		3301	0.00	3301	0	100.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		236677646	71.53	235331578	1346068	99.43	0.57	0

VOLTAS LIMITED

(V. P. MALHOTRA)
Vice President - Taxation
Legal & Company Secretary

VOLTAS LIMITED									
Resolution (5)									
Resolution required: (Ordinary / Special)				ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?				No					
To appoint a Director in place of Mr. Hemant Bhargava (DIN: 01922717), who retires by rotation and is eligible for reappointment.									
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1 Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		100253480	100.00	100253480	0	100.00	0.00	0
2 Public - Institutional holders	E-Voting	158026030	135916507	86.01	102146874	33769633	75.15	24.85	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		135916507	86.01	102146874	33769633	75.15	24.85	0
3 Public-Others	E-Voting	72605230	504389	0.69	469319	35070	93.05	6.95	0
	Poll		3301	0.00	3301	0	100.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		507690	0.70	472620	35070	93.09	6.91	0
	E-Voting	330884740	236674376	71.53	202869673	33804703	85.72	14.28	0
	Poll		3301	0.00	3301	0	100.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		236677677	71.53	202872974	33804703	85.72	14.28	0

VOLTAS LIMITED

(V. P. MALHOTRA)
Vice President - Taxation
Legal & Company Secretary

VOLTAS LIMITED

Resolution (6)

Resolution required: (Ordinary / Special)	ORDINARY	
Whether promoter/ promoter group are interested in the agenda/resolution?	No	

Appointment of Mr. Zubin S. Dubash (DIN: 00026206) as an Independent Director of the Company.

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		100253480	100.00	100253480	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	158026030	135916507	86.01	135916507	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		135916507	86.01	135916507	0	100.00	0.00	0
3	Public-Others	E-Voting	72605230	504389	0.69	468819	35570	92.95	7.05	0
		Poll		3301	0.00	3301	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		507690	0.70	472120	35570	92.99	7.01	0
	Total	E-Voting	330884740	236674376	71.53	236638806	35570	99.98	0.02	0
		Poll		3301	0.00	3301	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total	330884740	236677677	71.53	236642107	35570	99.98	0.02	0

VOLTAS LIMITED

(V. P. MALHOTRA)

Vice President - Taxation

Legal & Company Secretary

VOLTAS LIMITED

Resolution (7)

Resolution required: (Ordinary / Special)	SPECIAL	
Whether promoter/ promoter group are interested in the agenda/resolution?	No	

Reappointment of Mr. Debendranath Sarangi (DIN: 01408349) as an Independent Director of the Company.

Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		[1]	[2]	[3]=(2)/(1)*100	[4]	[5]	[6]=(4)/(2)*100	[7]=(5)/(2)*100	[8]
1 Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		100253480	100.00	100253480	0	100.00	0.00	0
2 Public - Institutional holders	E-Voting	158026030	135916507	86.01	135818193	98314	99.93	0.07	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		135916507	86.01	135818193	98314	99.93	0.07	0
3 Public-Others	E-Voting	72605230	502829	0.69	502624	205	99.96	0.04	0
	Poll		3301	0.00	3301	0	100.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		506130	0.70	505925	205	99.96	0.04	0
Total	E-Voting	330884740	236672816	71.53	236574297	98519	99.96	0.04	0
	Poll		3301	0.00	3301	0	100.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		236676117	71.53	236577598	98519	99.96	0.04	0

VOLTAS LIMITED

(V. P. MALHOTRA)
Vice President - Taxation
Legal & Company Secretary

VOLTAS LIMITED

Resolution (8)

Resolution required: (Ordinary / Special)	SPECIAL	
Whether promoter/ promoter group are interested in the agenda/resolution?	No	

Reappointment of Mr. Bahram N. Vakil (DIN: 00283980) as an Independent Director of the Company.

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]=(2)/(1)*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		100253480	100.00	100253480	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	158026030	135916507	86.01	135878876	37631	99.97	0.03	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		135916507	86.01	135878876	37631	99.97	0.03	0
3	Public-Others	E-Voting	72605230	504389	0.69	502906	1483	99.71	0.29	0
		Poll		3301	0.00	3301	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		507690	0.70	506207	1483	99.71	0.29	0
		E-Voting	330884740	236674376	71.53	236635262	39114	99.98	0.02	0
		Poll		3301	0.00	3301	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		236677677	71.53	236638563	39114	99.98	0.02	0

VOLTAS LIMITED

(V. P. MALHOTRA)

Vice President - Taxation
Legal & Company Secretary

VOLTAS LIMITED

Resolution (9)

Resolution required: (Ordinary / Special)	SPECIAL	
Whether promoter/ promoter group are interested in the agenda/resolution?	No	

Reappointment of Ms. Anjali Bansal (DIN: 00207746) as an Independent Director of the Company.

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		100253480	100.00	100253480	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	158026030	135916507	86.01	134570509	1345998	99.01	0.99	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		135916507	86.01	134570509	1345998	99.01	0.99	0
3	Public-Others	E-Voting	72605230	504389	0.69	503624	765	99.85	0.15	0
		Poll		3301	0.00	3301	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		507690	0.70	506925	765	99.85	0.15	0
		E-Voting	330884740	236674376	71.53	235327613	1346763	99.43	0.57	0
		Poll		3301	0.00	3301	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		236677677	71.53	235330914	1346763	99.43	0.57	0

VOLTAS LIMITED

(V. P. MALHOTRA)
Vice President - Taxation
Legal & Company Secretary

VOLTAS LIMITED

Resolution (10)

Resolution required: (Ordinary / Special)	ORDINARY	
Whether promoter/ promoter group are interested in the agenda/resolution?	No	

Revision in terms of remuneration of Mr. Pradeep Bakshi (DIN: 02940277), Managing Director & CEO of the Company.

Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
1 Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		100253480	100.00	100253480	0	100.00	0.00	0
2 Public - Institutional holders	E-Voting	158026030	135916507	86.01	135916507	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		135916507	86.01	135916507	0	100.00	0.00	0
3 Public-Others	E-Voting	72605230	504389	0.69	500732	3657	99.27	0.73	0
	Poll		3301	0.00	3301	0	100.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		507690	0.70	504033	3657	99.28	0.72	0
Total	E-Voting	330884740	236674376	71.53	236670719	3657	100.00	0.00	0
	Poll		3301	0.00	3301	0	100.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	330884740	236677677	71.53	236674020	3657	100.00	0.00	0

· VOLTAS LIMITED

(V. P. MALHOTRA)
Vice President - Taxation
Legal & Company Secretary

VOLTAS LIMITED

Resolution (11)

Resolution required: (Ordinary / Special)	ORDINARY	
Whether promoter/ promoter group are interested in the agenda/resolution?	No	

Ratification of Cost Auditor's Remuneration.

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		100253480	100.00	100253480	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	158026030	138785719	87.82	138785719	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		138785719	87.82	138785719	0	100.00	0.00	0
3	Public-Others	E-Voting	72605230	506389	0.70	503060	3329	99.34	0.66	0
		Poll		3301	0.00	3301	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		509690	0.70	506361	3329	99.35	0.65	0
		E-Voting	330884740	239545588	72.40	239542259	3329	100.00	0.00	0
		Poll		3301	0.00	3301	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		239548889	72.40	239545560	3329	100.00	0.00	0

VOLTAS LIMITED

(V. P. MALHOTRA)
Vice President - Taxation
Legal & Company Secretary



SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
Mr. Noel N. Tata
Chairman
Voltas Limited
Voltas House 'A',
Dr. Babasaheb Ambedkar Road,
Chinchpokli, Mumbai - 400 033

Dear Sir,

1. I, **N. L. Bhatia** (Membership No. FCS 1176 / C.P No. 422) of M/s. N. L. Bhatia & Associates, firm of Practicing Company Secretaries, have been appointed as scrutinizer, by the Board of Directors of Voltas Limited for the purpose of scrutinizing the remote e-voting and voting by shareholders through Ballot Form at the 65th Annual General Meeting (AGM) and ascertaining the requisite majority on the remote e-voting and voting by shareholders through Ballot Form at the AGM carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the Resolutions contained in the Notice of the 65th AGM of the Shareholders of the Company, held on Friday, August 09, 2019 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolutions contained in the Notice of the 65th AGM of the shareholders of the Company. My responsibility as a Scrutinizer for the remote e-voting and voting by shareholders through Ballot Form at the AGM is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited



(NSDL), the authorized agency to provide e-voting facilities, engaged by the Company and voting by shareholders through the remote e-voting and voting by shareholders through Ballot Form at the AGM.

3. Further to above, I submit my report as under:
 - 3.1. The Company has provided the e-voting facility through NSDL, on their website www.evoting.nsdl.com. The Company had uploaded all the items of businesses to be transacted at the AGM on the website of the Company and also on NSDL's website to facilitate their shareholders to cast their vote through e-voting.
 - 3.2. The 65th AGM Notice sent (both through e-mail and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto.
 - 3.3. As prescribed in the said Rules, the Company has also published an advertisement in newspapers on July 16, 2019 in Business Standard and Sakal and it carried the required information as specified in the said Rules.
 - 3.4. The shareholders of the Company as on the "cut-off" date, i.e. August 02, 2019 were entitled to vote on the Resolutions (item nos. 1 to 11) as set out in the Notice of the 65th AGM.
 - 3.5. The Chairman at the 65th AGM, held on Friday, August 09, 2019 had announced that members who have not exercised their votes through e-voting can exercise their votes through Ballot Form at the AGM.
 - 3.6. The E- voting commenced on Tuesday, August 06, 2019 (9.00 a.m.) and ended on Thursday, August 08, 2019 (5.00 p.m.).
 - 3.7. After the closure of the voting at AGM, the report on voting was prepared and scrutinized.
 - 3.8. The votes cast under e-voting facility were unblocked after the conclusion of voting by Ballot Form at the AGM and votes cast were counted in the presence of 2 witnesses, Ms. Aashita Shah and Mr. Chandraprakash Pandey, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:



3.9. My consolidated report on the results of voting through remote e-voting and Ballot Form at the AGM is as under:

ORDINARY BUSINESS:

Item No. 1 - As an Ordinary Resolution:-

To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March, 2019 together with the Report of the Board of Directors and the Auditors thereon.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Invalid
			Favour	Against	
23,94,38,059	23,94,37,989	70	99.99 (rounded off to 100%)	0.01 (rounded off to 0.00%)	-

Item No. 2: - As an Ordinary Resolution:-

To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2019 together with the Report of the Auditors thereon.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Invalid
			Favour	Against	
23,94,38,034	23,94,37,954	80	99.99 (rounded off to 100%)	0.01 (rounded off to 0.00%)	-



Item No. 3: - As an Ordinary Resolution:-

To declare a dividend for the financial year 2018-19 on Equity Shares.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Invalid
			Favour	Against	
23,95,49,059	23,95,48,989	70	99.99 (rounded off to 100%)	0.01 (rounded off to 0.00%)	-

Item No. 4: - As an Ordinary Resolution:-

To appoint a Director in place of Mr. Noel N. Tata (DIN: 00024713), who retires by rotation and is eligible for reappointment.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Invalid
			Favour	Against	
23,66,77,646	23,53,31,578	13,46,068	99.43	0.57	-

Item No. 5: - As an Ordinary Resolution:-

To appoint a Director in place of Mr. Hemant Bhargava (DIN: 01922717), who retires by rotation and is eligible for reappointment.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Invalid
			Favour	Against	
23,66,77,677	20,28,72,974	3,38,04,703	85.72	14.28	-



SPECIAL BUSINESS:**Item No. 6: - As an Ordinary Resolution:-**

Appointment of Mr. Zubin S. Dubash (DIN: 00026206) as an Independent Director of the Company.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Invalid
			Favour	Against	
23,66,77,677	23,66,42,107	35,570	99.98	0.02	-

Item No. 7: - As a Special Resolution:-

Re-appointment of Mr. Debendranath Sarangi (DIN: 01408349) as an Independent Director of the Company.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Invalid
			Favour	Against	
23,66,76,117	23,65,77,598	98,519	99.96	0.04	-

Item No. 8: - As a Special Resolution:-

Re-appointment of Mr. Bahram N. Vakil (DIN: 00283980) as an Independent Director of the Company.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Invalid
			Favour	Against	
23,66,77,677	23,66,38,563	39,114	99.98	0.02	-



Item No. 9: - As a Special Resolution:-

Re-appointment of Ms. Anjali Bansal (DIN: 00207746) as an Independent Director of the Company.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Invalid
			Favour	Against	
23,66,77,677	23,53,30,914	13,46,763	99.43	0.57	-

Item No. 10: - As an Ordinary Resolution:-

Revision in terms of remuneration of Mr. Pradeep Bakshi (DIN: 02940277) Managing Director & CEO of the Company.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Invalid
			Favour	Against	
23,66,77,677	23,66,74,020	3,657	99.99 (rounded off to 100%)	0.01 (rounded off to 0.00%)	-

Item No. 11: - As an Ordinary Resolution:-

Ratification of Cost Auditor's Remuneration.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Invalid
			Favour	Against	
23,95,48,889	23,95,45,560	3,329	99.99 (rounded off to 100%)	0.01 (rounded off to 0.00%)	-



4. The Register and all other papers and relevant records containing details of shareholders, who voted "IN FAVOUR", or "AGAINST" for each Resolution under e-voting and voting done at the AGM through Ballot Form at the venue of the AGM shall remain in our safe custody until the Chairman approves and signs the Minutes of the 65th AGM and the same would thereafter be handed over to Mr. V. P. Malhotra, Vice President – Taxation, Legal & Company Secretary for safe keeping.
5. Based on the foregoing, the Resolution Nos. 1 to 11 shall be deemed to have been passed with the requisite majority on the date of the AGM i.e., August 09, 2019.

Thanking you,



Yours faithfully,

Namitha Bhatia

N. L. Bhatia, FCS-1176
Practicing Company Secretary
Scrutinizer for Remote E-voting and
Voting at AGM Venue

Place: Mumbai

Date: August 09, 2019

Counter Signed:

V.P. Malhotra

V.P. Malhotra