



28<sup>th</sup> August, 2018

BSE Limited  
Department of Corporate Services  
1<sup>st</sup> 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: Summary of proceedings of the 64<sup>th</sup> Annual General Meeting  
of the Company held on 27<sup>th</sup> August, 2018

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As per the requirement of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclose herewith the summary of proceedings of the 64<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> August, 2018.

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 India  
Tel 91 22 66656251 66656258 Fax 91 22 66656311 e-mail vpmalhotra@voltas.com website www.voltas.com  
Corporate Identity Number L29308MH1954PLC00937I

A **TATA** Enterprise

## **Summary of the Proceedings of the 64<sup>th</sup> Annual General Meeting of the Company**

The 64<sup>th</sup> Annual General Meeting (AGM) of Volta's Limited (the Company) was held on Monday, 27<sup>th</sup> August, 2018 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020.

Mr. Noel N. Tata chaired the Meeting. The requisite quorum being present, the Chairman called the meeting to order. All Directors, except Mr. Hemant Bhargava and Mr. Debendranath Sarangi attended the Meeting. The Chairman explained the reasons due to which Mr. Hemant Bhargava and Mr. Debendranath Sarangi could not attend the AGM.

With the consent of the Members, the Notice convening the 64<sup>th</sup> AGM was taken as read. As the Auditors Report had no qualifications, the same was not read by the Company Secretary.

The Chairman then gave his address to the shareholders, including on the business operations and financial performance of the Company.

The Chairman informed the Members that the Company had in compliance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provided to the Members, the facility to exercise their vote through electronic means. The Chairman further informed that facility of voting by Ballot Paper was made available at the venue of the Meeting for the Members who had not exercised their vote earlier, under remote e-voting facility.

The Chairman also informed that the Board had appointed Mr. N. L. Bhatia of M/s. N. L. Bhatia & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the e-voting process as well as voting at the AGM in a fair and transparent manner.

The Chairman then requested the shareholders to ask questions and seek clarifications. The Chairman responded to the questions asked.

The Chairman thanked the Members for attending and participating in the AGM and requested the Members who had not cast their votes under remote e-voting to do so at the AGM venue. The Chairman authorized the Company Secretary to circulate the Ballot Paper to the Members and carry out the voting process and also authorized him to declare the voting results.

A handwritten signature in blue ink, appearing to begin with the letter 'L'.

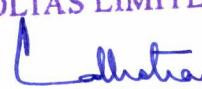
The following Resolutions set out in the Notice convening the AGM were proposed and seconded by the Members:

| Item No. | Details of the Agenda  | Resolution required |
|----------|--|---------------------|
| 1        | To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2018 together with the Report of the Board of Directors and the Auditors thereon. | Ordinary            |
| 2        | To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31 <sup>st</sup> March, 2018 together with the Report of the Auditors thereon.               | Ordinary            |
| 3        | To declare a dividend for the financial year 2017-18 on Equity Shares.   | Ordinary            |
| 4        | Mr. Vinayak Deshpande (DIN: 00036827), who retires by rotation and is eligible for appointment.  | Ordinary            |
| 5        | Appointment of Mr. Pradeep Bakshi (DIN: 02940277) as a Director of the Company.  | Ordinary            |
| 6        | Appointment of Mr. Pradeep Bakshi (DIN: 02940277) as Managing Director & CEO of the Company.   | Ordinary            |
| 7        | Appointment of Mr. Anil George (DIN: 00590939) as a Director of the Company.   | Ordinary            |
| 8        | Appointment of Mr. Anil George (DIN: 00590939) as Deputy Managing Director of the Company.   | Ordinary            |
| 9        | Ratification of Cost Auditor's Remuneration for the financial year ending 31 <sup>st</sup> March, 2019.  | Ordinary            |

The Chairman informed the Members that the voting results would be submitted to the Stock Exchanges and also made available on the websites of the Company and NSDL within 48 hours of the conclusion of the Meeting. The Meeting concluded at 6.15 p.m.

The Scrutinizer's Report was received on 27<sup>th</sup> August, 2018 and as set out therein, all the aforesaid Resolutions were declared passed with requisite majority.

28.8.2018

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

28<sup>th</sup> August, 2018

BSE Limited  
Department of Corporate Services  
1<sup>st</sup> 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 64<sup>th</sup> Annual General Meeting  
held on 27<sup>th</sup> August, 2018

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This is to inform that at the 64<sup>th</sup> Annual General Meeting (AGM) of the Company held on 27<sup>th</sup> August, 2018 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 17<sup>th</sup> May, 2018 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 India  
Tel 91 22 66656251 66656258 Fax 91 22 66656311 e-mail vpmalhotra@voltas.com website www.voltas.com  
Corporate Identity Number L29308MH1954PLC00937I

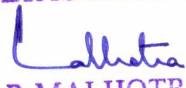
A **TATA** Enterprise

**VOLTAS LIMITED**

**64th Annual General Meeting e-voting Results**

|  |  |
|--|--|
| <b>Date of the Annual General Meeting</b>  | <b>27th August, 2018</b>                             |
| <b>Total number of shareholders on record date<br/>(i.e. 20th August, 2018 cut-off date for voting purpose)</b>                      | <b>117,389</b>                                       |
| <b>Number of shareholders present in the meeting either in person or through proxy</b><br>- Promoters and Promoter Group<br>- Public | <b>152</b><br>4<br><b>148</b>                        |
| <b>Number of shareholders attended the meeting through Video Conferencing</b><br>- Promoters and Promoter Group<br>- Public          | No arrangement<br>was made for<br>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 Financial Statements for the financial year ended 31st March, 2018 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                      | 159516704                | 130753669           | 81.97                                   | 130753669                | 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                         |                          | 130753669           | 81.97                                   | 130753669                | 0                      | 100.00                               | 0.00                               | 0             |  |
| 3 Public-Others   | E-Voting                      | 71114556                 | 332502              | 0.47                                    | 332423                   | 79                     | 99.98                                | 0.02                               | 0             |  |
|   | Poll                          |                          | 34496               | 0.05                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |  |
|   | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |  |
|   | Total                         |                          | 366998              | 0.52                                    | 365699                   | 1299                   | 99.65                                | 0.35                               | 22            |  |
| Total   | E-Voting                      | 330884740                | 231339651           | 69.92                                   | 231339572                | 79                     | 100.00                               | 0.00                               | 0             |  |
|   | Poll                          |                          | 34496               | 0.01                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |  |
|   | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |  |
|   | Total                         |                          | 231374147           | 69.93                                   | 231372848                | 1299                   | 100.00                               | 0.00                               | 22            |  |

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, 2018 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 |  |
|  |                               | [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                      | 159516704                | 130753669           | 81.97                                   | 130753669                | 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                         |                          | 130753669           | 81.97                                   | 130753669                | 0                      | 100.00                               | 0.00                               | 0             |  |
| 3 Public-Others  | E-Voting                      | 71114556                 | 331890              | 0.47                                    | 331811                   | 79                     | 99.98                                | 0.02                               | 0             |  |
|  | Poll                          |                          | 34496               | 0.05                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |  |
|  | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |  |
|  | Total                         |                          | 366386              | 0.52                                    | 365087                   | 1299                   | 99.65                                | 0.35                               | 22            |  |
| Total  | E-Voting                      | 330884740                | 231339039           | 69.92                                   | 231338960                | 79                     | 100.00                               | 0.00                               | 0             |  |
|  | Poll                          |                          | 34496               | 0.01                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |  |
|  | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |  |
|  | Total                         |                          | 231373535           | 69.93                                   | 231372236                | 1299                   | 100.00                               | 0.00                               | 22            |  |

VOLTAS LIMITED

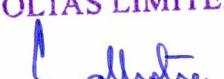
  
 (V. P. MALHOTRA)  
 Vice President - Taxation,  
 Legal & Company Secretary

| 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 2017-18 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]/[1]*100                      | [7]=[5]/[1]*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                      | 159516704                | 137794208           | 86.38                                   | 137794208                | 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                         |                          | 137794208           | 86.38                                   | 137794208                | 0                      | 100.00                               | 0.00                               | 0             |  |
| 3 Public-Others   | E-Voting                      | 71114556                 | 356502              | 0.50                                    | 356328                   | 174                    | 99.95                                | 0.05                               | 0             |  |
|   | Poll                          |                          | 34496               | 0.05                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |  |
|   | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |  |
|   | Total                         |                          | 390998              | 0.55                                    | 389604                   | 1394                   | 99.64                                | 0.36                               | 22            |  |
| Total   | E-Voting                      | 330884740                | 238404190           | 72.05                                   | 238404016                | 174                    | 100.00                               | 0.00                               | 0             |  |
|   | Poll                          |                          | 34496               | 0.01                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |  |
|   | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |  |
|   | Total                         |                          | 238438686           | 72.06                                   | 238437292                | 1394                   | 100.00                               | 0.00                               | 22            |  |

VOLTAS LIMITED

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

| VOLTAS LIMITED   |                               |                          |                     |   |                          |                        |                                      |                                    |               |
|--|-------------------------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|---------------|
| Resolution (4)   |                               |                          |                     |   |                          |                        |                                      |                                    |               |
| Resolution required: (Ordinary / Special)  |                               |                          |                     |   | Ordinary                 |                        |                                      |                                    |               |
| Whether promoter/ promoter group are interested in the agenda/resolution?  |                               |                          |                     |   | No                       |                        |                                      |                                    |               |
| Appointment of a Director in place of Mr. Vinayak Deshpande, who retires by rotation and is eligible for re-appointment. |                               |                          |                     |   |                          |                        |                                      |                                    |               |
| 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                      | 159516704                | 136870756           | 85.80                                   | 96729700                 | 40141056               | 70.67                                | 29.33                              | 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                         |                          | 136870756           | 85.80                                   | 96729700                 | 40141056               | 70.67                                | 29.33                              | 0             |
| 3 Public-Others  | E-Voting                      | 71114556                 | 353211              | 0.50                                    | 351812                   | 1399                   | 99.60                                | 0.40                               | 0             |
|  | Poll                          |                          | 34496               | 0.05                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |
|  | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |
|  | Total                         |                          | 387707              | 0.55                                    | 385088                   | 2619                   | 99.32                                | 0.68                               | 22            |
| Total  | E-Voting                      | 330884740                | 237477447           | 71.77                                   | 197334992                | 40142455               | 83.10                                | 16.90                              | 0             |
|  | Poll                          |                          | 34496               | 0.01                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |
|  | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |
|  | Total                         |                          | 237511943           | 71.78                                   | 197368268                | 40143675               | 83.10                                | 16.90                              | 22            |

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                       |                        |                                      |                                    |               |  |
| Appointment of Mr. Pradeep Bakshi as a 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                      | 159516704                | 137794208           | 86.38                                   | 137794208                | 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                         |                          | 137794208           | 86.38                                   | 137794208                | 0                      | 100.00                               | 0.00                               | 0             |  |
| 3 Public-Others   | E-Voting                      | 71114556                 | 353353              | 0.50                                    | 353024                   | 329                    | 99.91                                | 0.09                               | 0             |  |
|   | Poll                          |                          | 34496               | 0.05                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |  |
|   | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |  |
|   | Total                         |                          | 387849              | 0.55                                    | 386300                   | 1549                   | 99.60                                | 0.40                               | 22            |  |
| Total   | E-Voting                      | 330884740                | 238401041           | 72.05                                   | 238400712                | 329                    | 100.00                               | 0.00                               | 0             |  |
|   | Poll                          |                          | 34496               | 0.01                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |  |
|   | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |  |
|   | Total                         |                          | 238435537           | 72.06                                   | 238433988                | 1549                   | 100.00                               | 0.00                               | 22            |  |

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. Pradeep Bakshi as 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                      | 159516704                | 137794208           | 86.38                                   | 137624548                | 169660                 | 99.88                                | 0.12                               | 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                         |                          | 137794208           | 86.38                                   | 137624548                | 169660                 | 99.88                                | 0.12                               | 0             |  |
| 3 Public-Others  | E-Voting                      | 71114556                 | 354562              | 0.50                                    | 353979                   | 583                    | 99.84                                | 0.16                               | 0             |  |
|  | Poll                          |                          | 34496               | 0.05                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |  |
|  | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |  |
|  | Total                         |                          | 389058              | 0.55                                    | 387255                   | 1803                   | 99.54                                | 0.46                               | 22            |  |
| Total  | E-Voting                      | 330884740                | 238402250           | 72.05                                   | 238232007                | 170243                 | 99.93                                | 0.07                               | 0             |  |
|  | Poll                          |                          | 34496               | 0.01                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |  |
|  | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |  |
|  | Total                         |                          | 238436746           | 72.06                                   | 238265283                | 171463                 | 99.93                                | 0.07                               | 22            |  |

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

| VOLTAS LIMITED  |                               |                          |                     |   |                          |                        |                                      |                                    |               |  |
|---|-------------------------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|---------------|--|
| Resolution (7)  |                               |                          |                     |   |                          |                        |                                      |                                    |               |  |
| Resolution required: (Ordinary / Special)                                 |                               |                          |                     |   | Ordinary                 |                        |                                      |                                    |               |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                          |                     |   | No                       |                        |                                      |                                    |               |  |
| Appointment of Mr. Anil George as a 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]=[1]/(2)*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                      | 159516704                | 137794208           | 86.38                                   | 137794208                | 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                         |                          | 137794208           | 86.38                                   | 137794208                | 0                      | 100.00                               | 0.00                               | 0             |  |
| 3 Public-Others   | E-Voting                      | 71114556                 | 350181              | 0.49                                    | 349597                   | 584                    | 99.83                                | 0.17                               | 0             |  |
|   | Poll                          |                          | 34496               | 0.05                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |  |
|   | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |  |
|   | Total                         |                          | 384677              | 0.54                                    | 382873                   | 1804                   | 99.53                                | 0.47                               | 22            |  |
|   | E-Voting                      | 330884740                | 238397869           | 72.05                                   | 238397285                | 584                    | 100.00                               | 0.00                               | 0             |  |
|   | Poll                          |                          | 34496               | 0.01                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |  |
|   | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |  |
|   | Total                         |                          | 238432365           | 72.06                                   | 238430561                | 1804                   | 100.00                               | 0.00                               | 22            |  |

VOLTAS LIMITED

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

| VOLTAS LIMITED   |                               |                          |                     |   |                          |                        |                                      |                                    |               |  |
|--|-------------------------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|---------------|--|
| Resolution (8)   |                               |                          |                     |   |                          |                        |                                      |                                    |               |  |
| Resolution required: (Ordinary / Special)                                  |                               |                          |                     |   | Ordinary                 |                        |                                      |                                    |               |  |
| Whether promoter/ promoter group are interested in the agenda/resolution?  |                               |                          |                     |   | No                       |                        |                                      |                                    |               |  |
| Appointment of Mr. Anil George as Deputy Managing 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                      | 159516704                | 137794208           | 86.38                                   | 111636823                | 26157385               | 81.02                                | 18.98                              | 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                         |                          | 137794208           | 86.38                                   | 111636823                | 26157385               | 81.02                                | 18.98                              | 0             |  |
| 3 Public-Others  | E-Voting                      | 71114556                 | 354241              | 0.50                                    | 352557                   | 1684                   | 99.52                                | 0.48                               | 0             |  |
|  | Poll                          |                          | 34496               | 0.05                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |  |
|  | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |  |
|  | Total                         |                          | 388737              | 0.55                                    | 385833                   | 2904                   | 99.25                                | 0.75                               | 22            |  |
| Total  | E-Voting                      | 330884740                | 238401929           | 72.05                                   | 212242860                | 26159069               | 89.03                                | 10.97                              | 0             |  |
|  | Poll                          |                          | 34496               | 0.01                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |  |
|  | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |  |
|  | Total                         |                          | 238436425           | 72.06                                   | 212276136                | 26160289               | 89.03                                | 10.97                              | 22            |  |

VOLTAS LIMITED  
Malhotra

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

| VOLTAS LIMITED  |                               |                          |                     |   |                          |                        |                                      |                                    |               |     |
|---|-------------------------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|---------------|-----|
| Resolution (9)  |                               |                          |                     |   |                          |                        |                                      |                                    |               |     |
| 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                      | 159516704                | 137794208           | 86.38                                   | 137794208                | 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                         |                          | 137794208           | 86.38                                   | 137794208                | 0                      | 100.00                               | 0.00                               | 0             |     |
| 3 Public-Others   | E-Voting                      | 71114556                 | 354171              | 0.50                                    | 353748                   | 423                    | 99.88                                | 0.12                               | 0             |     |
|   | Poll                          |                          | 34496               | 0.05                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |     |
|   | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |     |
|   | Total                         |                          | 388667              | 0.55                                    | 387024                   | 1643                   | 99.58                                | 0.42                               | 22            |     |
| Total   | E-Voting                      | 330884740                | 238401859           | 72.05                                   | 238401436                | 423                    | 100.00                               | 0.00                               | 0             |     |
|   | Poll                          |                          | 34496               | 0.01                                    | 33276                    | 1220                   | 96.46                                | 3.54                               | 22            |     |
|   | Postal Ballot (if applicable) |                          | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               | 0             |     |
|   | Total                         |                          | 238436355           | 72.06                                   | 238434712                | 1643                   | 100.00                               | 0.00                               | 22            |     |

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, **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 64<sup>th</sup> 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 64<sup>th</sup> AGM of the Shareholders of the Company, held on Monday, August 27, 2018 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 64<sup>th</sup> 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](http://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 64<sup>th</sup> 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 August 3, 2018 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 20, 2018 were entitled to vote on the Resolutions (item nos. 1 to 9) as set out in the Notice of the 64<sup>th</sup> AGM.
- 3.5. The Chairman at the 64<sup>th</sup> AGM, held on Monday, August 27, 2018 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 from Thursday, August 23, 2018 (9.00 a.m.) and ended on Sunday, August 26, 2018 (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. Hiral Thakkar and Ms. Bijal Momaya, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

Hiral

Bijal



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 Financial Statements for the financial year ended 31<sup>st</sup> March, 2018 together with the Report of the Board of Directors and the Auditors thereon.**

| <b>No of Valid Votes cast</b> | <b>No of Votes<br/>in Favour</b> | <b>No of<br/>Votes<br/>Against</b> | <b>% of Votes</b> |                | <b>No of Invalid<br/>votes</b> |
|-------------------------------|----------------------------------|------------------------------------|-------------------|----------------|--------------------------------|
|                               |                                  |                                    | <b>Favour</b>     | <b>Against</b> |                                |
| 231374147                     | 231372848                        | 1299                               | 99.999            | 0.001          | 22                             |

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

**To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2018 together with the Report of the Auditors thereon.**

| <b>No of Valid Votes cast</b> | <b>No of Votes<br/>in Favour</b> | <b>No of<br/>Votes<br/>Against</b> | <b>% of Votes</b> |                | <b>No of Invalid<br/>votes</b> |
|-------------------------------|----------------------------------|------------------------------------|-------------------|----------------|--------------------------------|
|                               |                                  |                                    | <b>Favour</b>     | <b>Against</b> |                                |
| 231373535                     | 231372236                        | 1299                               | 99.999            | 0.001          | 22                             |

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

**To declare a dividend for the financial year 2017-18 on Equity Shares.**

| <b>No of Valid Votes cast</b> | <b>No of Votes<br/>in Favour</b> | <b>No of<br/>Votes<br/>Against</b> | <b>% of Votes</b> |                | <b>No of Invalid<br/>votes</b> |
|-------------------------------|----------------------------------|------------------------------------|-------------------|----------------|--------------------------------|
|                               |                                  |                                    | <b>Favour</b>     | <b>Against</b> |                                |
| 238438686                     | 238437292                        | 1394                               | 99.999            | 0.001          | 22                             |



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

To appoint a Director in place of Mr. Vinayak Deshpande (DIN: 00036827), who retires by rotation and is eligible for reappointment.

| <b>No of Valid Votes cast</b> | <b>No of Votes in Favour</b> | <b>No of Votes Against</b> | <b>% of Votes</b> |                | <b>No of Invalid votes</b> |
|-------------------------------|------------------------------|----------------------------|-------------------|----------------|----------------------------|
|                               |                              |                            | <b>Favour</b>     | <b>Against</b> |                            |
| 237511943                     | 197368268                    | 40143675                   | 83.098            | 16.902         | 22                         |

**SPECIAL BUSINESS:****Item No. 5: - As an Ordinary Resolution:-**

Appointment of Mr. Pradeep Bakshi as a Director of the Company.

| <b>No of Valid Votes cast</b> | <b>No of Votes in Favour</b> | <b>No of Votes Against</b> | <b>% of Votes</b> |                | <b>No of Invalid votes</b> |
|-------------------------------|------------------------------|----------------------------|-------------------|----------------|----------------------------|
|                               |                              |                            | <b>Favour</b>     | <b>Against</b> |                            |
| 238435537                     | 238433988                    | 1549                       | 99.999            | 0.001          | 22                         |

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

Appointment of Mr. Pradeep Bakshi as Managing Director & CEO of the Company.

| <b>No of Valid Votes cast</b> | <b>No of Votes in Favour</b> | <b>No of Votes Against</b> | <b>% of Votes</b> |                | <b>No of Invalid votes</b> |
|-------------------------------|------------------------------|----------------------------|-------------------|----------------|----------------------------|
|                               |                              |                            | <b>Favour</b>     | <b>Against</b> |                            |
| 238436746                     | 238265283                    | 171463                     | 99.928            | 0.072          | 22                         |

**Item No. 7: - As an Ordinary Resolution:-**

Appointment of Mr. Anil George as a Director of the Company.

| <b>No of Valid Votes cast</b> | <b>No of Votes in Favour</b> | <b>No of Votes Against</b> | <b>% of Votes</b> |                | <b>No of Invalid votes</b> |
|-------------------------------|------------------------------|----------------------------|-------------------|----------------|----------------------------|
|                               |                              |                            | <b>Favour</b>     | <b>Against</b> |                            |
| 238432365                     | 238430561                    | 1804                       | 99.999            | 0.001          | 22                         |



**Item No. 8: - As an Ordinary Resolution:-**

**Appointment of Mr. Anil George as Deputy Managing Director of the Company.**

| <b>No of Valid Votes cast</b> | <b>No of Votes in Favour</b> | <b>No of Votes Against</b> | <b>% of Votes</b> |                | <b>No of Invalid votes</b> |
|-------------------------------|------------------------------|----------------------------|-------------------|----------------|----------------------------|
|                               |                              |                            | <b>Favour</b>     | <b>Against</b> |                            |
| 238436425                     | 212276136                    | 26160289                   | 89.028            | 10.972         | 22                         |

**Item No. 9: - As an Ordinary Resolution:-**

**Ratification of Cost Auditor's Remuneration for the financial year ending March 31, 2019.**

| <b>No of Valid Votes cast</b> | <b>No of Votes in Favour</b> | <b>No of Votes Against</b> | <b>% of Votes</b> |                | <b>No of Invalid votes</b> |
|-------------------------------|------------------------------|----------------------------|-------------------|----------------|----------------------------|
|                               |                              |                            | <b>Favour</b>     | <b>Against</b> |                            |
| 238436355                     | 238434712                    | 1643                       | 99.999            | 0.001          | 22                         |

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 64<sup>th</sup> 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 9 shall be deemed to have been passed with the requisite majority on the date of the AGM i.e., August 27, 2018.

Thanking you,



Yours faithfully,

*N. L. Bhatia*

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

**Place:** Mumbai

**Date:** August 27, 2018