VOLTAS

28th August, 2018

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 64th Annual General Meeting held on 27th August, 2018

This is to inform that at the 64th Annual General Meeting (AGM) of the Company held on 27th 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 17th 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 L29308MH1954PLC009371
A TATA Enterprise

VOLTAS LIMITED

64th Annual General Meeting e-voting Results

Date of the Annual General Meeting	**27th August, 2018**
Total number of shareholders on record date **(i.e. 20th August, 2018 cut-off date for voting purpose)**	**117,389**
Number of shareholders present in the meeting either in person or through proxy - Promoters and Promoter Group - Public	**152** 4 148
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 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	**330884740**	**231374147**	**69.93**	**231372848**	**1299**	**100.00**	**0.00**	**22**

VOLTAS LIMITED

Malhotra

(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								
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								
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	**330884740**	**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)/(2)]*100	[7]=[(5)/(2)]*100	[8]
		E-Voting		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
1	Promoter and Promoter Group	Total	100253480	100253480	100.00	100253480	0	100.00	0.00	0
		E-Voting		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
2	Public - Institutional holders	Total	159516704	137794208	86.38	137794208	0	100.00	0.00	0
		E-Voting		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
3	Public-Others	Total	71114556	390998	0.55	389604	1394	99.64	0.36	22
		E-Voting		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	**Total**	**330884740**	**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]
		E-Voting		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
1	Promoter and Promoter Group	Total	100253480	100253480	100.00	100253480	0	100.00	0.00	0
		E-Voting		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
2	Public - Institutional holders	Total	159516704	136870756	85.80	96729700	40141056	70.67	29.33	0
		E-Voting		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
3	Public-Others	Total	71114556	387707	0.55	385088	2619	99.32	0.68	22
		E-Voting		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	**Total**	**330884740**	**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]
		E-Voting		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
1	Promoter and Promoter Group	Total	100253480	100253480	100.00	100253480	0	100.00	0.00	0
		E-Voting		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
2	Public - Institutional holders	Total	159516704	137794208	86.38	137794208	0	100.00	0.00	0
		E-Voting		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
3	Public-Others	Total	71114556	387849	0.55	386300	1549	99.60	0.40	22
		E-Voting		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	**Total**	**330884740**	**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]
		E-Voting		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
1	Promoter and Promoter Group	Total	100253480	100253480	100.00	100253480	0	100.00	0.00	0
		E-Voting		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
2	Public - Institutional holders	Total	159516704	137794208	86.38	137624548	169660	99.88	0.12	0
		E-Voting		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
3	Public-Others	Total	71114556	389058	0.55	387255	1803	99.54	0.46	22
		E-Voting		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	**Total**	**330884740**	**238436746**	**72.06**	**238265283**	**171463**	**99.93**	**0.07**	**22**

VOLTAS LIMITED

Malhotra

(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]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
		E-Voting		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
1	Promoter and Promoter Group	Total	100253480	100253480	100.00	100253480	0	100.00	0.00	0
		E-Voting		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
2	Public - Institutional holders	Total	159516704	137794208	86.38	137794208	0	100.00	0.00	0
		E-Voting		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
3	Public-Others	Total	71114556	384677	0.54	382873	1804	99.53	0.47	22
		E-Voting		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	**Total**	**330884740**	**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]**
		E-Voting		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
1	Promoter and Promoter Group	Total	100253480	100253480	100.00	100253480	0	100.00	0.00	0
		E-Voting		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
2	Public - Institutional holders	Total	159516704	137794208	86.38	111636823	26157385	81.02	18.98	0
		E-Voting		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
3	Public-Others	Total	71114556	388737	0.55	385833	2904	99.25	0.75	22
		E-Voting		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	**Total**	**330884740**	**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	**330884740**	**238436355**	**72.06**	**238434712**	**1643**	**100.00**	**0.00**	**22**

VOLTAS LIMITED

Malhotra

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

N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
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brupadhyay@hotmail.com
Website : www.nlba.in

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 64th 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 64th 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 64th 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

N. L. BHATIA & ASSOCIATES CS

Address : 507, Skyline Wealth Space, 5th Floor, C2 Wing, Skyline Oasis Complex, Premier Road, Near Vidyavihar Station, Ghatkopar (W), Mumbai - 400 086.

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 64th 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 64th AGM.

3.5. The Chairman at the 64th 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 _____

N.L. BHATIA & ASSOCIATES CS

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 31st March, 2018 together with the Report of the Board of Directors and the Auditors thereon.

No of Valid Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Invalid votes
			Favour	Against	
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 31st March, 2018 together with the Report of the Auditors thereon.

No of Valid Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Invalid votes
			Favour	Against	
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.

No of Valid Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Invalid votes
			Favour	Against	
238438686	238437292	1394	99.999	0.001	22

N.L. BHATIA & ASSOCIATES CS

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.

No of Valid Votes cast	No of Votes in Favuor	No of Votes Against	% of Votes		No of Invalid votes
			Favour	Against	
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.

No of Valid Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Invalid votes
			Favour	Against	
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.

No of Valid Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Invalid votes
			Favour	Against	
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.

No of Valid Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Invalid votes
			Favour	Against	
238432365	238430561	1804	99.999	0.001	22

N.L. BHATIA & ASSOCIATES CS

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

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

No of Valid Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Invalid votes
			Favour	Against	
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.

No of Valid Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Invalid votes
			Favour	Against	
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 64th 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 & ASSOCIATES CS

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

Place: Mumbai
Date: August 27, 2018