

VOLTAS LIMITED

30th August, 2016

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 62nd Annual General Meeting
held on 29th August, 2016

This is to inform that at the 62nd Annual General Meeting (AGM) of the Company held on 29th August, 2016 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020, all the items of business contained in the Notice of AGM dated 17th May, 2016 were transacted and approved by the shareholders with requisite majority.

The details of consolidated voting results (i.e. results of remote e-voting together with that of the voting 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 record.

Thanking you,

Yours faithfully,
VOLTAS LIMITED



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

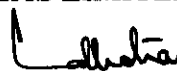
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VOLTAS LIMITED

62nd Annual General Meeting e-voting Results

Date of the Annual General Meeting	29th August, 2016
Total number of shareholders on record date	99,174
Number of shareholders present in the meeting either in person or through proxy - Promoters and Promoter Group - Public	193 4 189
Number of shareholders attended the meeting through Video Conferencing - Promoters and Promoter Group - Public	None None None

VOLTAS LIMITED



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



VOLTAS LIMITED

Resolution No 1

Adoption of Audited Financial Statements for the year ended 31st March, 2016 together with the Report of the Board of Directors and the Auditors thereon.

Resolution required: Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution? No									
	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
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00
		Poll	100253480	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	100253480	0	0.00	0	0	0.00	0.00
		Total	100253480	100253480	100.00	100253480	0	100.00	0.00
2	Public - Institutional holders	E-Voting	164262814	135975423	82.78	135975423	0	100.00	0.00
		Poll	164262814	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	164262814	0	0.00	0	0	0.00	0.00
		Total	164262814	135975423	82.78	135975423	0	100.00	0.00
3	Public-Others	E-Voting	66368446	198805	0.30	198405	400	99.80	0.20
		Poll	66368446	3508	0.01	3508	0	100.00	0.00
		Postal Ballot (if applicable)	66368446	0	0.00	0	0	0.00	0.00
		Total	66368446	202313	0.30	201913	400	99.80	0.20
	Total	E-Voting	330884740	236427708	71.45	236427308	400	100.00	0.00
		Poll	330884740	3508	0.00	3508	0	100.00	0.00
		Postal Ballot (if applicable)	330884740	0	0.00	0	0	0.00	0.00
		Total	330884740	236431216	71.45	236430816	400	100.00	0.00

VOLTAS LIMITED


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



VOLTAS LIMITED

Resolution No 2

Adoption of Audited Consolidated Financial Statements for the year ended 31st March, 2016 together with the Auditors' Report thereon.

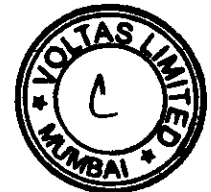
Resolution required: Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution? No									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00
		Poll	100253480	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	100253480	0	0.00	0	0	0.00	0.00
		Total	100253480	100253480	100.00	100253480	0	100.00	0.00
2	Public - Institutional holders	E-Voting	164262814	135975423	82.78	135975423	0	100.00	0.00
		Poll	164262814	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	164262814	0	0.00	0	0	0.00	0.00
		Total	164262814	135975423	82.78	135975423	0	100.00	0.00
3	Public-Others	E-Voting	66368446	198805	0.30	198155	650	99.67	0.33
		Poll	66368446	3508	0.01	3508	0	100.00	0.00
		Postal Ballot (if applicable)	66368446	0	0.00	0	0	0.00	0.00
		Total	66368446	202313	0.30	201663	650	99.68	0.32
	Total	E-Voting	330884740	236427708	71.45	236427058	650	100.00	0.00
		Poll	330884740	3508	0.00	3508	0	100.00	0.00
		Postal Ballot (if applicable)	330884740	0	0.00	0	0	0.00	0.00
		Total	330884740	236431216	71.45	236430566	650	100.00	0.00

VOLTAS LIMITED

V. P. Malhotra

(V. P. MALHOTRA)

**Vice President - Taxation,
Legal & Company Secretary**



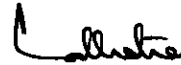
VOLTAS LIMITED

Resolution No 3

Declaration of Dividend for the financial year 2015-16.

Resolution required: Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution? No									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00
		Poll	100253480	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	100253480	0	0.00	0	0	0.00	0.00
		Total	100253480	100253480	100.00	100253480	0	100.00	0.00
2	Public - Institutional holders	E-Voting	164262814	135975423	82.78	135975423	0	100.00	0.00
		Poll	164262814	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	164262814	0	0.00	0	0	0.00	0.00
		Total	164262814	135975423	82.78	135975423	0	100.00	0.00
3	Public-Others	E-Voting	66368446	198830	0.30	198830	0	100.00	0.00
		Poll	66368446	3508	0.01	3508	0	100.00	0.00
		Postal Ballot (if applicable)	66368446	0	0.00	0	0	0.00	0.00
		Total	66368446	202338	0.30	202338	0	100.00	0.00
	Total	E-Voting	330884740	236427733	71.45	236427733	0	100.00	0.00
		Poll	330884740	3508	0.00	3508	0	100.00	0.00
		Postal Ballot (if applicable)	330884740	0	0.00	0	0	0.00	0.00
		Total	330884740	236431241	71.45	236431241	0	100.00	0.00

VOLTAS LIMITED


(V. P. MALHOTRA)
 Vice President - Taxation,
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VOLTAS LIMITED

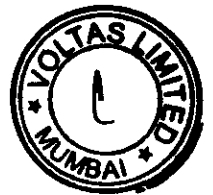
Resolution No 4

Re-appointment of Mr. Noel N. Tata, who retires by rotation.

Resolution required: Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution? No									
	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
			[1]	[2]	$[3] = \frac{[2]}{[1]} \times 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} \times 100$	$[7] = \frac{[5]}{[2]} \times 100$
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00
		Poll	100253480	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	100253480	0	0.00	0	0	0.00	0.00
		Total	100253480	100253480	100.00	100253480	0	100.00	0.00
2	Public - Institutional holders	E-Voting	164262814	135975423	82.78	133411386	2564037	98.11	1.89
		Poll	164262814	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	164262814	0	0.00	0	0	0.00	0.00
		Total	164262814	135975423	82.78	133411386	2564037	98.11	1.89
3	Public-Others	E-Voting	66368446	198530	0.30	197463	1067	99.46	0.54
		Poll	66368446	3508	0.01	3508	0	100.00	0.00
		Postal Ballot (if applicable)	66368446	0	0.00	0	0	0.00	0.00
		Total	66368446	202038	0.30	200971	1067	99.47	0.53
	Total	E-Voting	330884740	236427433	71.45	233862329	2565104	98.92	1.08
		Poll	330884740	3508	0.00	3508	0	100.00	0.00
		Postal Ballot (if applicable)	330884740	0	0.00	0	0	0.00	0.00
		Total	330884740	236430941	71.45	233865837	2565104	98.92	1.08

VOLTAS LIMITED


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



VOLTAS LIMITED

Resolution No 5

Ratification of appointment of Auditors.

Resolution required: Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution? No									
	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
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00
		Poll	100253480	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	100253480	0	0.00	0	0	0.00	0.00
		Total	100253480	100253480	100.00	100253480	0	100.00	0.00
2	Public - Institutional holders	E-Voting	164262814	132093201	80.42	121003241	11089960	91.60	8.40
		Poll	164262814	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	164262814	0	0.00	0	0	0.00	0.00
		Total	164262814	132093201	80.42	121003241	11089960	91.60	8.40
3	Public-Others	E-Voting	66368446	198620	0.30	198194	426	99.79	0.21
		Poll	66368446	3508	0.01	3508	0	100.00	0.00
		Postal Ballot (if applicable)	66368446	0	0.00	0	0	0.00	0.00
		Total	66368446	202128	0.30	201702	426	99.79	0.21
	Total	E-Voting	330884740	232545301	70.28	221454915	11090386	95.23	4.77
		Poll	330884740	3508	0.00	3508	0	100.00	0.00
		Postal Ballot (if applicable)	330884740	0	0.00	0	0	0.00	0.00
		Total	330884740	232548809	70.28	221458423	11090386	95.23	4.77

VOLTAS LIMITED

(Signature)

(V. P. MALHOTRA)

**Vice President - Taxation,
Legal & Company Secretary**



VOLTAS LIMITED

Resolution No 6

Appointment of Ms. Usha Sangwan as a Director.

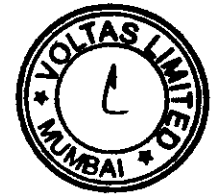
Resolution required: Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution? No									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00
		Poll	100253480	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	100253480	0	0.00	0	0	0.00	0.00
		Total	100253480	100253480	100.00	100253480	0	100.00	0.00
2	Public - Institutional holders	E-Voting	164262814	135975423	82.78	131917126	4058297	97.02	2.98
		Poll	164262814	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	164262814	0	0.00	0	0	0.00	0.00
		Total	164262814	135975423	82.78	131917126	4058297	97.02	2.98
3	Public-Others	E-Voting	66368446	198130	0.30	196004	2126	98.93	1.07
		Poll	66368446	3508	0.01	3508	0	100.00	0.00
		Postal Ballot (if applicable)	66368446	0	0.00	0	0	0.00	0.00
		Total	66368446	201638	0.30	199512	2126	98.95	1.05
	Total	E-Voting	330884740	236427033	71.45	232366610	4060423	98.28	1.72
		Poll	330884740	3508	0.00	3508	0	100.00	0.00
		Postal Ballot (if applicable)	330884740	0	0.00	0	0	0.00	0.00
		Total	330884740	236430541	71.45	232370118	4060423	98.28	1.72

VOLTAS LIMITED

(Signature)

(V. P. MALHOTRA)

**Vice President - Taxation,
Legal & Company Secretary**



VOLTAS LIMITED

Resolution No 7

Ratification of Cost Auditor's Remuneration.

Resolution required: Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution? No									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00
		Poll	100253480	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	100253480	0	0.00	0	0	0.00	0.00
		Total	100253480	100253480	100.00	100253480	0	100.00	0.00
2	Public - Institutional holders	E-Voting	164262814	135975423	82.78	135943914	31509	99.98	0.02
		Poll	164262814	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	164262814	0	0.00	0	0.00	0.00	0.00
		Total	164262814	135975423	82.78	135943914	31509	99.98	0.02
3	Public-Others	E-Voting	66368446	198480	0.30	195984	2496	98.74	1.26
		Poll	66368446	3508	0.01	3508	0	100.00	0.00
		Postal Ballot (if applicable)	66368446	0	0.00	0	0	0.00	0.00
		Total	66368446	201988	0.30	199492	2496	98.76	1.24
	Total	E-Voting	330884740	236427383	71.45	236393378	34005	99.99	0.01
		Poll	330884740	3508	0.00	3508	0	100.00	0.00
		Postal Ballot (if applicable)	330884740	0	0.00	0	0	0.00	0.00
		Total	330884740	236430891	71.45	236396886	34005	99.99	0.01

VOLTAS LIMITED


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





N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2506 3310
Tel. : 91-022-2506 0321
E-mail : navnitlb@hotmail.com
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. Ishaat Hussain
Chairman
Voltas Limited
Regd. Office: Voltas House 'A',
Dr. Babasaheb Ambedkar Road
Chinchpokli, Mumbai - 400 033

Dear Sir,

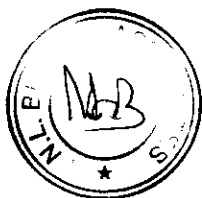
1. I, N. L. Bhatia, Practicing Company Secretary (Membership No. FCS 1176 / C.P No. 422), have been appointed as scrutinizer, by the Board of Directors of Voltas Limited for the purpose of scrutinizing the e-voting and voting by shareholders through Ballot Form at the 62nd Annual General Meeting and ascertaining the requisite majority on 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 62nd Annual General Meeting (AGM) of the Shareholders of the Company, held on August 29, 2016 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, 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 62nd AGM of the shareholders of the Company. My

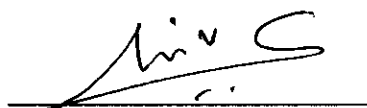


responsibility as a Scrutinizer for the e-voting and voting by shareholders through Ballot Form at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company and voting by shareholders through 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 62nd 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 6th August, 2016 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 22, 2016 were entitled to vote on the Resolutions (item no. 1 to 7) as set out in the Notice of the 62nd AGM.
- 3.5. The Chairman at the 62nd AGM, held on August 29, 2016 had announced that members who have not exercised their votes through e-voting can exercise their votes through Ballot Form at the Meeting.
- 3.6. The E- voting commenced from August 25, 2016 (9.00 a.m.) and ended on August 28, 2016 (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, Mr. Shiv Patel and Ms. Urvi Shah, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.





U. P. Shah.

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

Item No. 1 - As an Ordinary Resolution: -

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2016 together with the Report of the Board of Directors and the Auditors thereon.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained
			Favour	Against	
236535946	236430816	400	99.99	0.01	104730

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

To receive, consider and adopt the Audited Consolidated Financial Statements for the year ended 31st March, 2016 together with the Report of the Auditors thereon.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained
			Favour	Against	
236535946	236430566	650	99.99	0.01	104730

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

To declare a dividend for the financial year 2015-16.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained
			Favour	Against	
236535971	236431241	0	100	0	104730



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

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

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained
			Favour	Against	
236535671	233865837	2565104	98.92	1.08	104730

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

Ratification of appointment of Auditors.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained
			Favour	Against	
232653539	221458423	11090386	95.23	4.77	104730

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

Appointment of Ms. Usha Sangwan (DIN: 02609263) as a Director of the Company.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained
			Favour	Against	
236535271	232370118	4060423	98.28	1.72	104730

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

Ratification of Cost Auditor's Remuneration.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained
			Favour	Against	
236535631	236396886	34005	99.99	0.01	104740



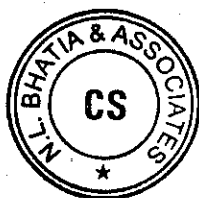
4. The Register and all other papers and relevant records containing details of shareholders, who voted "IN FAVOUR", or "AGAINST" and those who abstained from voting for each Resolution under e-voting and voting done at the AGM through Ballot Form shall remain in our safe custody until the Chairman approves and signs the Minutes of the 62nd 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 7 shall be deemed to have been passed with the requisite majority on the date of the AGM i.e., August 29, 2016.

Thanking you,

Yours faithfully,

Place: Mumbai

Date: August 29, 2016



Naveen Bhatia

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