

Corporate Finance Division

BY FAX/COURIER



Ref: GPK/TL-036/02986

Date: August 10, 2015

**The National Stock Exchange
Of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051**

Fax No: 022-26598237/8

Company's Scrip Code: THERMAX EQ

Re: Voting Results of the 34th Annual General Meeting

Dear Sir,

This is with reference to our letter no. GPK/TL-036/02984 dated July 30, 2015.

In terms of Clause 35A of the Listing Agreement, given below are the subject mentioned details of the 34th Annual General Meeting of the Company held on July 28, 2015 at 11.30 a.m. at Yashwantrao Chavan Academy of Development Administration, MDC (Auditorium) Building, Raj Bhavan Complex, Baner Road, Pune - 411 007. The Consolidated voting results and the report of Scrutinizer are enclosed:-

Date of Annual General Meeting	Tuesday, July 28, 2015
Book Closure Date	July 20, 2015 to July 28, 2015 (both days inclusive)
Record Date for voting (i.e. Cutoff date)	July 18, 2015
Total Number of shareholders on Cutoff date i.e. July 20, 2015 to July 28, 2015 (both days inclusive)	29,634
Number of Shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group	2
Public	128
Number of shareholders attending the meeting by Video Conferencing	
Promoter and Promoter Group	Nil
Public	Nil



Details of the Agenda			
Sr. No.	Details of Agenda	Resolution required (Ordinary/ Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)
1.	Adoption of Financial Statements, reports of Auditors and Board of Directors for the year ended March 31, 2015 and Consolidated Financial Statements for the year ended March 31, 2015	Ordinary	E-voting and poll
2.	Declaration of Dividend for the financial year 2014-15.	Ordinary	E-voting and poll
3.	Re-appointment of Mr. Pheroze Pudumjee as a Director of the Company.	Ordinary	E-voting and poll
4.	Appointment of Statutory Auditors.	Ordinary	E-voting and poll
5.	Appointment of Joint Statutory Auditors.	Ordinary	E-voting and poll
6.	Approval of remuneration to the Cost Auditors.	Ordinary	E-voting and poll
7.	Alteration to the Articles of Association of the Company	Special	E-voting and poll



In case of Poll/Postal ballot/E-voting:

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group							
Public – Institutional holders							
Public- Others							
Total							

As per Annexure

You are requested to kindly take note of the same.

Thanking you,

Yours faithfully,

For **Thermax Limited,**


 Gajanan P. Kulkarni

Vice President – Legal &
 Company Secretary

Encl: As above

Thermax Limited (CIN L29299PN1980PLC022787)

Summary of voting results as per Clause 35A (Poll and E-voting)

Item No. 1 : Ordinary Resolution for Adoption of Financial Statements, reports of Auditors and Board of Directors for the year ended March 31, 2015 and Consolidated Financial Statements for the year ended March 31, 2015

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	73855305	73849305	99.99	73849305	0	100	0
Public – Institutional Holders	27667790	20079775	72.57	20079775	0	100	0
Public-Others	17633205	3816909	21.65	3816909	0	100	0
Total	119156300	97745989		97745989	0		

Item No. 2 : Ordinary Resolution for Declaration of Dividend for the financial year 2014-15.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	73855305	73849305	99.99	73849305	0	100	0
Public – Institutional Holders	27667790	20079775	72.57	20079775	0	100	0
Public-Others	17633205	3817409	21.65	3817409	0	100	0
Total	119156300	97746489		97746489	0		

Item No. 3 : Ordinary Resolution for Re-appointment of Mr. Pheroze Padumjee as a Director of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	73855305	73849305	99.99	73849305	0	100	0
Public – Institutional Holders	27667790	19968775	72.17	19860023	108752	99.46	0.54
Public-Others	17633205	3817405	21.65	3817405	0	100	0
Total	119156300	97635485		97526733	108752		

Item No. 4 : Ordinary Resolution for Appointment of Statutory Auditors.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	73855305	73849305	99.99	73849305	0	100	0
Public – Institutional Holders	27667790	20079775	72.57	19869895	209880	98.95	1.05
Public-Others	17633205	3817405	21.65	3817405	0	100	0
Total	119156300	97746485		97536605	209880		



Item No. 5 : Ordinary Resolution for Appointment of Joint Statutory Auditors.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	73855305	73849305	99.99	73849305	0	100	0
Public - Institutional Holders	27667790	20079775	72.57	20069909	9866	99.95	0.05
Public-Others	17633205	3817400	21.65	3817395	5	100.00	0.00
Total	119156300	97746480		97736609	9871		

Item No. 6 : Ordinary Resolution Approval of remuneration to the Cost Auditors.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	73855305	73849305	99.99	73849305	0	100	0
Public - Institutional Holders	27667790	20079775	72.57	20069909	9866	99.95	0.05
Public-Others	17633205	3817400	21.65	3817400	0	100	0
Total	119156300	97746480		97736614	9866		



Item No. 7 : Special Resolution Alteration to the Articles of Association of the Company

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	73855305	73849305	99.99	73849305	0	100	0
Public – Institutional Holders	27667790	20033635	72.41	19777573	256062	98.72	1.28
Public-Others	17633205	3817400	21.65	3817400	0	100	0
Total	119156300	97700340		97444278	256062		



To
The Chairperson,
Thermax Limited,
Thermax House, 14,
Mumbai-Pune Road,
Wakdewadi, Pune- 411003

Sub: Results of E-voting and Poll

Dear Madam,

I undersigned, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Thermax Limited ("the Company") for scrutinizing the e-voting process (during July 24, 2015 to July 27, 2015) and voting by poll (at 34th Annual General Meeting (AGM) held on July 28, 2015) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and Listing Agreement entered into by the Company with the Stock exchanges on which the shares of the Company are listed relating to voting through electronic means (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 34th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means and by poll at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairperson on the resolutions, based on the reports generated from the electronic voting system provided by Karvy Computershare Private Limited ("Karvy"), and the report of poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 34th Annual General Meeting of the Company held on July 28, 2015:

- a) Report on E-voting;
- b) Report on Poll; and



c) Combined report of e-voting and Poll

I hereby declare that all the 7 (Seven) resolutions as per the aforesaid Notice of the Annual General Meeting the Company have been passed by requisite majority.

Thanking you,
Yours faithfully,

For SVD & Associates



S. V. Deulkar
Partner
C. P. No. 965

Place: Pune
Date: July 29, 2015

S. V. Deulkar
Practicing Company Secretary
63, Ashok Nagar, Pune 411007

Combined Report
Thermax Limited

Annual General Meeting held on July 28, 2015

Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	Adoption of the Financial Statements, the Reports of the Auditor and Board of Directors for the year ended 31st March, 2015 and Consolidated Financial Statements for the year ended March 31, 2015	97676695	0	69294	0	97745989	0	Resolution passed unanimously
2	Declaration of Dividend for the financial year 2014-15	97676695	0	69794	0	97746489	0	Resolution passed unanimously
3	Re-appointment of Mr. Pheroz Pudumjee as a Director of the Company	97456943	108752	69790	0	97526733	108752	Resolution passed with requisite majority
4	Appointment of Statutory Auditors	97466815	209880	69790	0	97536605	209880	Resolution passed with requisite majority
5	Appointment of Joint Statutory Auditors	97666829	9866	69780	5	97736609	9871	Resolution passed with requisite majority
6	Approval of remuneration to the Cost Auditors	97666829	9866	69785	0	97736614	9866	Resolution passed with requisite majority
7	Alteration to the Articles of Association of the Company	97374493	256062	69785	0	97444278	256062	Resolution passed with requisite majority



[Signature]