

VOLTAS

29th August, 2017

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: Summary of proceedings of the 63rd Annual General Meeting
of the Company held on 28th August, 2017

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 63rd Annual General Meeting of the Company held on 28th August, 2017.

Thanking you,

Yours faithfully,
VOLTAS LIMITED



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

Enc.

VOLTAS LIMITED

Corporate Management Office

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

Corporate Identity Number L29308MH1954PLC009371

A **TATA** Enterprise

Summary of the Proceedings of the 63rd Annual General Meeting of the Company

The 63rd Annual General Meeting (AGM) of Voltas Limited (the Company) was held on Monday, 28th August, 2017 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020.

Mr. Ishaat Hussain chaired the Meeting. The requisite quorum being present, the Chairman called the meeting to order. All Directors, except Mr. Hemant Bhargava attended the Meeting. The Chairman explained the unavoidable reasons due to which Mr. Hemant Bhargava could not attend the AGM.

With the consent of the Members, the Notice convening the 63rd AGM was taken as read. As the Auditors Report had no qualifications, the same was not required to be 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 or failing him, Mr. Bharat Upadhyay or failing him, Mr. Bhaskar Upadhyay 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.

- 1 -

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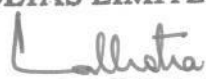
Dear Sir,

Sub: Disclosure of Voting Results of 63rd Annual General Meeting
held on 28th August, 2017

This is to inform that at the 63rd Annual General Meeting (AGM) of the Company held on 28th August, 2017 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 the AGM dated 23rd May, 2017 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 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

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A **TATA** Enterprise

VOLTAS LIMITED

63rd Annual General Meeting e-voting Results

Date of the Annual General Meeting	28th August, 2017
Total number of shareholders on record date, i.e. 21st August, 2017	102,955
Number of shareholders present in the meeting either in person or through proxy - Promoters and Promoter Group - Public	114 4 110
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 No.1

Resolution required: (Ordinary / Special)

Ordinary

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

No

Adoption of Audited Financial Statements for the year ended 31st March, 2017 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	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		100253480	100.00	100253480	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	162246443	135269197	83.37	133660388	1608809	98.81	1.19	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		135269197	83.37	133660388	1608809	98.81	1.19	0	0.00
3	Public-Others	E-Voting	68384817	627117	0.92	625421	1696	99.73	0.27	0	0.00
		Poll		5704	0.01	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		632821	0.93	631125	1696	99.73	0.27	0	0.00
Total		E-Voting	330884740	236149794	71.37	234539289	1610505	99.32	0.68	0	0.00
		Poll		5704	0.00	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		236155498	71.37	234544993	1610505	99.32	0.68	0	0.00

VOLTAS LIMITED

Calhota
(V. P. MALHOTRA)

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



VOLTAS LIMITED

Resolution No.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 year ended 31st March, 2017 together with the 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	% of Votes invalid on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]	[9]=[8]/(2)*100
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		100253480	100.00	100253480	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	162246443	135269197	83.37	133660388	1608809	98.81	1.19	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		135269197	83.37	133660388	1608809	98.81	1.19	0	0.00
3	Public-Others	E-Voting	68384817	625817	0.92	624795	1022	99.84	0.16	0	0.00
		Poll		5704	0.01	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		631521	0.92	630499	1022	99.84	0.16	0	0.00
Total		E-Voting	330884740	236148494	71.37	234538663	1609831	99.32	0.68	0	0.00
		Poll		5704	0.00	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		236154198	71.37	234544367	1609831	99.32	0.68	0	0.00

VOLTAS LIMITED

Malhotra

(V. P. MALHOTRA)

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



VOLTAS LIMITED

Resolution No.3

Resolution required: (Ordinary / Special)

Ordinary

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

No

Declaration of Dividend for the financial year 2016-17.

	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	% of Votes invalid on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]	[9]=[8]/(2)*100
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		100253480	100.00	100253480	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	162246443	140344332	86.50	138735523	1608809	98.85	1.15	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		140344332	86.50	138735523	1608809	98.85	1.15	0	0.00
3	Public-Others	E-Voting	68384817	624632	0.91	624610	22	100.00	0.00	0	0.00
		Poll		5704	0.01	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		630336	0.92	630314	22	100.00	0.00	0	0.00
Total		E-Voting	330884740	241222444	72.90	239613613	1608831	99.33	0.67	0	0.00
		Poll		5704	0.00	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		241228148	72.90	239619317	1608831	99.33	0.67	0	0.00



VOLTAS LIMITED

Calista

(V. P. MALHOTRA)

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

VOLTAS LIMITED

Resolution No.4

Resolution required: (Ordinary / Special)

Ordinary

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

No

Mr. Ishaat Hussain (DIN: 00027891), who retires by rotation, does not seek re-election and vacancy so created on the Board be not filled.

	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	% of Votes invalid on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]	[9]=[8]/(2)*100
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		100253480	100.00	100253480	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	162246443	140344332	86.50	138735523	1608809	98.85	1.15	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		140344332	86.50	138735523	1608809	98.85	1.15	0	0.00
3	Public-Others	E-Voting	68384817	627014	0.92	625666	1348	99.79	0.21	0	0.00
		Poll		5704	0.01	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		632718	0.93	631370	1348	99.79	0.21	0	0.00
Total		E-Voting	330884740	241224826	72.90	239614669	1610157	99.33	0.67	0	0.00
		Poll		5704	0.00	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		241230530	72.90	239620373	1610157	99.33	0.67	0	0.00



VOLTAS LIMITED

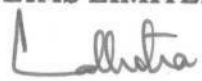
V. P. Malhotra
(V. P. MALHOTRA)

Vice President - Taxation,
Legal & Company Secretary

VOLTAS LIMITED

Resolution No.5
Resolution required: (Ordinary / Special) Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution? No
Appointment of SRBC & Co LLP, Chartered Accountants (Firm Registration No.324092E/E300003), as the Statutory Auditors in place of retiring Auditors Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018) for a term of five years.

	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	% of Votes invalid on votes polled
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]	[9]=[8]/[2]*100
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		100253480	100.00	100253480	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	162246443	140344332	86.50	138198972	2145360	98.47	1.53	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		140344332	86.50	138198972	2145360	98.47	1.53	0	0.00
3	Public-Others	E-Voting	68384817	626872	0.92	620270	6602	98.95	1.05	0	0.00
		Poll		5704	0.01	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		632576	0.93	625974	6602	98.96	1.04	0	0.00
Total	Total	E-Voting	330884740	241224684	72.90	239072722	2151962	99.11	0.89	0	0.00
		Poll		5704	0.00	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		241230388	72.90	239078426	2151962	99.11	0.89	0	0.00

VOLTAS LIMITED

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



VOLTAS LIMITED

Resolution No.6

Resolution required: (Ordinary / Special)

Ordinary

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

No

Appointment of Mr. Hemant Bhargava (DIN: 01922717) 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	% of Votes invalid on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]	$[9]=\frac{[8]}{[2]}*100$
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		100253480	100.00	100253480	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	162246443	140344332	86.50	138118611	2225721	98.41	1.59	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		140344332	86.50	138118611	2225721	98.41	1.59	0	0.00
3	Public-Others	E-Voting	68384817	625667	0.91	617885	7782	98.76	1.24	0	0.00
		Poll		5704	0.01	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		631371	0.92	623589	7782	98.77	1.23	0	0.00
Total		E-Voting	330884740	241223479	72.90	238989976	2233503	99.07	0.93	0	0.00
		Poll		5704	0.00	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		241229183	72.90	238995680	2233503	99.07	0.93	0	0.00



VOLTAS LIMITED

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

VOLTAS LIMITED

Resolution No.7

Resolution required: (Ordinary / Special)

Ordinary

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

No

Appointment of Mr. Arun Kumar Adhikari (DIN: 00591057) as an Independent Director.

	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	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		100253480	100.00	100253480	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	162246443	140344332	86.50	138235523	2108809	98.50	1.50	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		140344332	86.50	138235523	2108809	98.50	1.50	0	0.00
3	Public-Others	E-Voting	68384817	625617	0.91	624240	1377	99.78	0.22	0	0.00
		Poll		5704	0.01	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		631321	0.92	629944	1377	99.78	0.22	0	0.00
Total		E-Voting	330884740	241223429	72.90	239113243	2110186	99.13	0.87	0	0.00
		Poll		5704	0.00	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		241229133	72.90	239118947	2110186	99.13	0.87	0	0.00



VOLTAS LIMITED

(Handwritten Signature)

(V. P. MALHOTRA)

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

VOLTAS LIMITED

Resolution No.8

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	% of Votes invalid on votes polled
			[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]	$[9]=\frac{[8]}{[2]}*100$
1	Promoter and Promoter Group	E-Voting	100253480	100253480	100.00	100253480	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		100253480	100.00	100253480	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	162246443	140344332	86.50	138735523	1608809	98.85	1.15	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		162246443	86.50	138735523	1608809	98.85	1.15	0	0.00
3	Public-Others	E-Voting	68384817	626537	0.92	625639	898	99.86	0.14	0	0.00
		Poll		5704	0.01	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		68384817	0.92	631343	898	99.86	0.14	0	0.00
Total	Total	E-Voting	330884740	241224349	72.90	239614642	1609707	99.33	0.67	0	0.00
		Poll		5704	0.00	5704	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		330884740	72.90	239620346	1609707	99.33	0.67	0	0.00



VOLTAS LIMITED
(Signature)
(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]

The Board of Directors
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 63rd 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 63rd AGM of the Shareholders of the Company, held on Monday, August 28, 2017 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 63rd AGM of the shareholders of the Company. My responsibility as a Scrutinizer for the remote e-voting and voting by shareholders through Ballot Form at the AGM is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company and voting by shareholders through the remote e-voting and voting by shareholders through Ballot Form at the AGM.



3. Further to above, I submit my report as under:

- 3.1. The Company has provided the e-voting facility through NSDL, on their website www.evoting.nsdl.com. The Company had uploaded all the items of businesses to be transacted at the AGM on the website of the Company and also on NSDL's website to facilitate their shareholders to cast their vote through e-voting.
- 3.2. The 63rd 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, 2017 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 21, 2017 were entitled to vote on the Resolutions (item no. 1 to 8) as set out in the Notice of the 63rd AGM.
- 3.5. The Chairman at the 63rd AGM, held on Monday, August 28, 2017 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 24, 2017 (9.00 a.m.) and ended on Sunday, August 27, 2017 (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. Astha Purwar and Ms. Varsha Shah, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

Astha

Shah



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, 2017 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/Invalid
			Favour	Against	
236155498	234544993	1610505	99.32	0.68	-

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

To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2017 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/Invalid
			Favour	Against	
236154198	234544367	1609831	99.32	0.68	-

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

To declare a dividend for the financial year 2016-17 on Equity Shares.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained/Invalid
			Favour	Against	
241228148	239619317	1608831	99.33	0.67	-



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

Mr. Ishaat Hussain (DIN: 00027891), who retires by rotation, does not seek re-election and vacancy so created on the Board be not filled.

No of Votes cast	No of Votes in Favuor	No of Votes Against	% of Votes		No of Votes Abstained/Invalid
			Favour	Against	
241230530	239620373	1610157	99.33	0.67	-

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

Appointment of SRBC & Co., LLP, Chartered Accountants (Firm Registration No. 324982E/E300003), as the Statutory Auditors of the Company, in place of the retiring Auditors Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018) for a term of five years.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained/Invalid
			Favour	Against	
241230388	239078426	2151962	99.11	0.89	-

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

Appointment of Mr. Hemant Bhargava (DIN: 01922717) 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/Invalid
			Favour	Against	
241229183	238995680	2233503	99.07	0.93	-



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

Appointment of Mr. Arun Kumar Adhikari (DIN: 00591057) as an Independent Director of the Company.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained/Invalid
			Favour	Against	
241229133	239118947	2110186	99.13	0.87	-

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

Ratification of Cost Auditor's Remuneration for the financial year ending 31st March, 2018.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained/Invalid
			Favour	Against	
241230053	239620346	1609707	99.33	0.67	-



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 63rd 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 8 shall be deemed to have been passed with the requisite majority on the date of the AGM i.e., August 28, 2017.

Thanking you,

Yours faithfully,



Naveen Bhatia

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

Place: Mumbai

Date: August 28, 2017

VOLTAS


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 year ended 31 st March, 2017 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 year ended 31 st March, 2017 together with the Report of the Auditors thereon.	Ordinary
3	To declare a dividend for the financial year 2016-17.	Ordinary
4	Mr. Ishaat Hussain (DIN: 00027891), who retires by rotation, does not seek re-election and vacancy so created on the Board be not filled.	Ordinary
5	Appointment of S R B C & Co LLP, Chartered Accountants as Auditors of the Company for a term of 5 years in place of retiring Auditors, Deloitte Haskins & Sells LLP.	Ordinary
6	Appointment of Mr. Hemant Bhargava (DIN: 01922717) as a Director.	Ordinary
7	Appointment of Mr. Arun Kumar Adhikari (DIN: 00591057) as an Independent Director	Ordinary
8	Ratification of Cost Auditor's Remuneration.	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 5.50 p.m.

The Scrutinizer's Report was received on 28th August, 2017 and as set out therein, all the aforesaid Resolutions were declared passed with requisite majority.

29.8.2017

VOLTAS LIMITED

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