

22nd August, 2020

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 66th Annual General Meeting
held on 21st August, 2020

This is to inform that at the 66th Annual General Meeting (AGM) of the Company held on 21st August, 2020 at 3.00 p.m. through two-way Video Conferencing, all items of business as contained in the Notice of the AGM dated 29th May, 2020 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

VARUN
PRAKASH
MALHOTRA



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



66th Annual General Meeting Voting Results

Date of Annual General Meeting	21st August, 2020
Total Number of shareholders on Record date (i.e. 14 th August, 2020, cut-off date for voting purpose)	1,37,923
Number shareholders present in the Meeting either in person or through proxy: - Promoters and Promoter Group - Public	The Meeting was held through Video Conferencing
Number of shareholders attended the Meeting through Video Conferencing - Promoters and Promoter Group - Public	4 79

VOLTAS LIMITED

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Stand-alone Financial Statements for the financial year ended 31st March, 2020 together with the Report of the Board of Directors and the Auditors thereon.				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting		100253480	100.0000	100253480	0	100.0000	0.0000
	Poll	100253480						
	Postal Ballot (if applicable)							
	Total	100253480	100253480	100.0000	100253480	0	100.0000	0.0000
Public- Institutions	E-Voting		149126872	88.2806	149126872	0	100.0000	0.0000
	Poll	168923752						
	Postal Ballot (if applicable)							
	Total	168923752	149126872	88.2806	149126872	0	100.0000	0.0000
Public- Non Institutions	E-Voting		389492	0.6312	389344	148	99.9620	0.0380
	Poll	61707508						
	Postal Ballot (if applicable)							
	Total	61707508	389492	0.6312	389344	148	99.9620	0.0380
Total		330884740	249769844	75.4855	249769696	148	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Consolidated Financial Statements for the financial year ended 31st March, 2020 together with Auditors Report thereon.				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting	100253480	100253480	100.0000	100253480	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		100253480	100253480	100.0000	100253480	0	100.0000
Public-Institutions	E-Voting	168923752	149126872	88.2806	149126872	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		168923752	149126872	88.2806	149126872	0	100.0000
Public- Non Institutions	E-Voting	61707508	389492	0.6312	389344	148	99.9620	0.0380
	Poll							
	Postal Ballot (if applicable)							
	Total		61707508	389492	0.6312	389344	148	99.9620
Total		330884740	249769844	75.4855	249769696	148	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend on Equity Shares for the financial year 2019-20.				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting	100253480	100253480	100.0000	100253480	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		100253480	100253480	100.0000	100253480	0	100.0000
Public-Institutions	E-Voting	168923752	149222607	88.3373	149222607	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		168923752	149222607	88.3373	149222607	0	100.0000
Public- Non Institutions	E-Voting	61707508	389498	0.6312	389376	122	99.9687	0.0313
	Poll							
	Postal Ballot (if applicable)							
	Total		61707508	389498	0.6312	389376	122	99.9687
Total		330884740	249865585	75.5144	249865463	122	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Pradeep Kumar Bakshi (DIN: 02940277), who retires by rotation and is eligible for reappointment.				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting	100253480	100253480	100.0000	100253480	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		100253480	100253480	100.0000	100253480	0	100.0000
Public-Institutions	E-Voting	168923752	149206072	88.3275	148908648	297424	99.8007	0.1993
	Poll							
	Postal Ballot (if applicable)							
	Total		168923752	149206072	88.3275	148908648	297424	99.8007
Public- Non Institutions	E-Voting	61707508	389498	0.6312	388521	977	99.7492	0.2508
	Poll							
	Postal Ballot (if applicable)							
	Total		61707508	389498	0.6312	388521	977	99.7492
Total		330884740	249849050	75.5094	249550649	298401	99.8806	0.1194
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Vinayak Deshpande (DIN: 00036827), who retires by rotation and is eligible for reappointment.				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting	100253480	100253480	100.0000	100253480	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		100253480	100253480	100.0000	100253480	0	100.0000
Public-Institutions	E-Voting	168923752	146425033	86.6811	145534517	890516	99.3918	0.6082
	Poll							
	Postal Ballot (if applicable)							
	Total		168923752	146425033	86.6811	145534517	890516	99.3918
Public- Non Institutions	E-Voting	61707508	389498	0.6312	388644	854	99.7807	0.2193
	Poll							
	Postal Ballot (if applicable)							
	Total		61707508	389498	0.6312	388644	854	99.7807
Total		330884740	247068011	74.6689	246176641	891370	99.6392	0.3608
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Pradeep Kumar Bakshi (DIN: 02940277) as the Managing Director & CEO of the Company for a period of five years with effect from 1st September, 2020.				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting	100253480	100253480	100.0000	100253480	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		100253480	100253480	100.0000	100253480	0	100.0000
Public-Institutions	E-Voting	168923752	149056072	88.2387	128376493	20679579	86.1263	13.8737
	Poll							
	Postal Ballot (if applicable)							
	Total		168923752	149056072	88.2387	128376493	20679579	86.1263
Public- Non Institutions	E-Voting	61707508	389498	0.6312	388640	858	99.7797	0.2203
	Poll							
	Postal Ballot (if applicable)							
	Total		61707508	389498	0.6312	388640	858	99.7797
Total		330884740	249699050	75.4641	229018613	20680437	91.7179	8.2821
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Commission to Non-Executive Directors for financial years commencing from 1st April, 2020.				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting	100253480	100253480	100.0000	100253480	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		100253480	100253480	100.0000	100253480	0	100.0000
Public-Institutions	E-Voting	168923752	146425033	86.6811	113196299	33228734	77.3067	22.6933
	Poll							
	Postal Ballot (if applicable)							
	Total		168923752	146425033	86.6811	113196299	33228734	77.3067
Public- Non Institutions	E-Voting	61707508	389498	0.6312	378811	10687	97.2562	2.7438
	Poll							
	Postal Ballot (if applicable)							
	Total		61707508	389498	0.6312	378811	10687	97.2562
Total		330884740	247068011	74.6689	213828590	33239421	86.5464	13.4536
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Cost Auditor's Remuneration for the financial year ending 31st March, 2021.				
Category	Mode of voting	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
Promoter and Promoter Group	E-Voting	100253480	100253480	100.0000	100253480	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		100253480	100253480	100.0000	100253480	0	100.0000
Public-Institutions	E-Voting	168923752	149206072	88.3275	149206072	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		168923752	149206072	88.3275	149206072	0	100.0000
Public- Non Institutions	E-Voting	61707508	389496	0.6312	388486	1010	99.7407	0.2593
	Poll							
	Postal Ballot (if applicable)							
	Total		61707508	389496	0.6312	388486	1010	99.7407
Total		330884740	249849048	75.5094	249848038	1010	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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 e-voting during 66th Annual General Meeting (AGM) and ascertaining the requisite majority on the remote e-voting 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 66th AGM of the Shareholders of the Company, held on Friday, August 21st 2020 at 3.00 p.m. (IST) through Video Conferencing /Other Audio Visual Means.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as 'MCA Circulars') relating to remote e-voting and e-voting during the AGM on the resolutions contained in the AGM Notice. My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a consolidated Scrutinizer's Report on the voting on the Resolutions based on the reports generated from the electronic voting system provided by the National Securities Depository Limited ('NSDL'), the agency appointed to provide remote e-voting facilities and voting at the AGM conducted by



the same e-voting system of NSDL which was used during remote e-voting.

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

- 3.1. Pursuant to the General Circulars number 20/2020, 17/2020, 14/2020 issued by Ministry of Corporate Affairs (hereinafter referred to as 'MCA Circulars') and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by SEBI dated 12th May, 2020, the Notice of the 66th AGM was sent through electronic mode to all those Members whose email addresses were registered with the Company/Depositories along with the link of the Annual Report of the Company and detailed procedure to be followed by the Members for casting their votes electronically as provided under the Rules and MCA Circulars.
- 3.2. In compliance with the MCA Circulars, the Company has published Public Notice advertisements in newspapers on Thursday, July 09, 2020 in 'Business Standard' newspaper in English language and 'Sakaal', Mumbai in Marathi language. The Public Notice provided all the required information as specified in the said MCA Circulars. In compliance with the Companies (Management and Administration) Rules, 2014, the Company has also published an advertisement in newspapers on July 28, 2020 in Business Standard and Sakaal and it carried the information as specified in the said Rules.
- 3.3. The Members of the Company as on the 'Cut-off' date i.e. Friday, August 14, 2020 were entitled to vote on the Resolutions (item nos. 1 to 8) as set out in the Notice of the 66th AGM.
- 3.4. At the 66th AGM held on Friday, August 21, 2020, an announcement was made that the Members who have not exercised their votes through remote e-voting facility provided by NSDL may, if they wish to, exercise their votes through e-voting system which was provided by NSDL during the AGM.
- 3.5. The remote e-voting commenced on Tuesday, August 18, 2020 (9.00 a.m.) (IST) and ended on Thursday, August 20, 2020 (5.00 p.m.) (IST). The remote e-voting platform was disabled by NSDL thereafter and the facility for casting the votes through e-voting was also available during the AGM.
- 3.6. After the closure of e-voting at the AGM, the report on e-voting was diligently scrutinized and the votes cast under remote e-voting facility were thereafter unblocked. I have scrutinized and reviewed the remote e-voting and voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

My consolidated report on the results of voting through remote e-voting and e-voting during the AGM is as under:



ORDINARY BUSINESS:**Item No. 1 - As an Ordinary Resolution:-**

To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March, 2020 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	
24,97,69,844	24,97,69,696	148	99.99 (Rounded off to 100 %)	0.01 (Rounded off to 0.00 %)	63,771

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

To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31st March, 2020 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	
24,97,69,844	24,97,69,696	148	99.99 (Rounded off to 100 %)	0.01 (Rounded off to 0.00 %)	63,771



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

To declare a dividend on Equity Shares for the financial year 2019-2020.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained/ Invalid
			Favour	Against	
24,98,65,585	24,98,65,463	122	99.99 (Rounded off to 100 %)	0.01 (Rounded off to 0.00 %)	63,771

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

To appoint a Director in place of Mr. Pradeep Kumar Bakshi (DIN: 02940277), who retires by rotation and is eligible for re-appointment.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained/ Invalid
			Favour	Against	
24,98,49,050	24,95,50,649	2,98,401	99.88	0.12	63,771

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

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

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained/ Invalid
			Favour	Against	
24,70,68,011	24,61,76,641	8,91,370	99.64	0.36	63771



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

Re-Appointment of Mr. Pradeep Kumar Bakshi(DIN: 02940277) as the Managing Director and Chief Executive Officer.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained/ Invalid
			Favour	Against	
24,96,99,050	22,90,18,613	2,06,80,437	91.72	8.28	63,771

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

To approve Commission to Non- Executive Directors.

No of Votes cast	No of Votes in Favour	No of Votes Against	% of Votes		No of Votes Abstained/ Invalid
			Favour	Against	
24,70,68,011	21,38,28,590	3,32,39,421	86.55	13.45	63,771

Item No. 8: - 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/ Invalid
			Favour	Against	
24,98,49,048	24,98,48,038	1010	99.99 (Rounded off to 100 %)	0.01 (Rounded off to 0.00 %)	63,771



4. Based on the above Voting results, the Resolution Nos. 1 to 8 are deemed to have been passed with the requisite majority on the date of the AGM i.e., August 21, 2020.

Thanking you,
Yours faithfully,

For N. L. Bhatia & Associates
Practicing Company Secretaries
UIN: P1996MH055800
UDIN: F001176B000604075



N.L. Bhatia

N.L. Bhatia
Partner
FCS: 1176
CP. No. 442

Counter Signed:

VARUN PRAKASH
MALHOTRA

V.P. Malhotra

Place: Mumbai

Date: August 21, 2020