



4th August, 2015

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

cc: National Stock Exchange of India Limited
Listing Department
Exchange Plaza
Bandra-Kurla Complex
Mumbai 400 051

Dear Sirs,

Re: Disclosure of Voting Results at the 61st Annual General Meeting of the Company held on 3rd August, 2015 as per Clause 35A of the Equity Listing Agreement

As per the requirement of Clause 35A of the Listing Agreement, we give below the details of voting results at the 61st Annual General Meeting of the Company held on 3rd August, 2015 as per the format prescribed under the said clause.

Details of Voting Results:

Date of the AGM	3 rd August, 2015
Total number of shareholders on record date Book closure: 14 th July, 2015 to 3 rd August, 2015 (both days inclusive) Cut-off date for E-voting : 27 th July, 2015	98781
No. of Shareholders present in the meeting either in Person or through proxy: - Promoters and Promoter Group - Public	4 191
No. of Shareholders attended the Meeting through video conferencing	Not applicable



Agenda-wise:

Item No.	Details of Agenda	Resolution Required (Ordinary/Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2015 together with the Report of the Board of Directors and the Auditors thereon.	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
2.	Adoption of Audited Consolidated Financial Statements for the year ended 31 st March, 2015 together with the Report of the Auditors thereon.	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
3.	Declaration of dividend for the financial year 2014-15.	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
4.	Appointment of Mr. Vinayak Deshpande (DIN: 00036827), Director of the Company who retires by rotation and is eligible for re-appointment.	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
5.	Ratification of appointment of Auditors.	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
6.	Appointment of Ms. Anjali Bansal (DIN: 00207746) as an Independent Director of the Company.	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
7.	Re-appointment of Mr. Sanjay Johri (DIN: 00032015) as the Managing Director of the Company.	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
8.	Commission to Non-Executive Directors of the Company.	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
9.	Ratification of Cost Auditor's Remuneration.	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority



2. The combined results of voting through E-voting, Ballot Forms received through post and voting done at the Annual General Meeting through Ballot Paper are enclosed. The Scrutinizer's Report on the combined results is also enclosed.
3. This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

Thanking you,

Yours faithfully,

VOLTAS LIMITED

A handwritten signature in blue ink, appearing to read 'V. P. Malhotra'.

(V. P. MALHOTRA)

Vice President - Taxation,
Legal & Company Secretary

VOLTAS LIMITED

Details for reporting as per Clause 35A of listing agreement based on result of Poll								
Resolution No 1: Adoption of Audited Financial Statements for the year ended 31st March, 2015 together with the Report of the Board of Directors and the Auditors thereon.								
	Promoter/Public	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	100253480	100253480	100	100253480	0	100	0
2	Public - Institutional holders	150414999	116355329	77.36	116355329	0	100	0
3	Public-Others	80216261	9899454	12.34	9897028	2426	99.98	0.02
	Grand Totals	330884740	226508263	68.46	226505837	2426	99.99	0.01

Resolution No 2: Adoption of Audited Consolidated Financial Statements for the year ended 31st March, 2015 together with the Auditors Report thereon								
	Promoter/Public	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	100253480	100253480	100	100253480	0	100	0
2	Public - Institutional holders	150414999	116355329	77.36	116355329	0	100	0
3	Public-Others	80216261	9897731	12.34	9895080	2651	99.97	0.03
	Grand Totals	330884740	226506540	68.45	226503889	2651	99.99	0.01

VOLTAS LIMITED

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(V. P. MALHOTRA)

Vice President - Taxation,
Legal & Company Secretary

Resolution No 3: Declaration of dividend for the financial year 2014-15								
	Promoter/Public	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	100253480	100253480	100	100253480	0	100	0
2	Public - Institutional holders	150414999	116355329	77.36	116355329	0	100	0
3	Public-Others	80216261	9899509	12.34	9899508	1	100	0
	Grand Totals	330884740	226508318	68.46	226508317	1	99.99	0.01

Resolution No 4: Re-appointment of Mr. Vinayak Deshpande (DIN: 00036827), who retires by rotation and is eligible for re-appointment								
	Promoter/Public	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	100253480	100253480	100	100253480	0	100	0
2	Public - Institutional holders	150414999	116355329	77.36	116091847	263482	99.77	0.23
3	Public-Others	80216261	9896662	12.34	9892889	3773	99.96	0.04
	Grand Totals	330884740	226505471	68.45	226238216	267255	99.88	0.12

VOLTAS LIMITED

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(V. P. MALHOTRA)

Vice President - Taxation,
Legal & Company Secretary

Resolution No 5: Ratification of appointment of Auditors								
	Promoter/Public	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	100253480	100253480	100	100253480	0	100	0
2	Public - Institutional holders	150414999	113927454	75.74	109480627	4446827	96.1	3.9
3	Public-Others	80216261	9899223	12.34	9894367	4856	99.95	0.05
	Grand Totals	330884740	224080157	67.72	219628474	4451683	98.01	1.99

Resolution No 6: Appointment of Ms. Anjali Bansal (DIN: 00207746) as an Independent Director of the Company								
	Promoter/Public	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	100253480	100253480	100	100253480	0	100	0
2	Public - Institutional holders	150414999	116355329	77.36	116355329	0	100	0
3	Public-Others	80216261	9898949	12.34	9892703	6246	99.94	0.06
	Grand Totals	330884740	226507758	68.46	226501512	6246	99.99	0.01

VOLTAS LIMITED

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

Resolution No 7: Re-appointment of Mr. Sanjay Johri (DIN: 00032015) as the Managing Director of the Company								
	Promoter/Public	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	100253480	100253480	100	100253480	0	100	0
2	Public - Institutional holders	150414999	116355329	77.36	65291696	51063633	56.11	43.89
3	Public-Others	80216261	9899169	12.34	9895238	3931	99.96	0.04
	Grand Totals	330884740	226507978	68.46	175440414	51067564	77.45	22.55

Resolution No 8: Payment of Commission to Non-Executive Directors of the Company								
	Promoter/Public	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	100253480	100253480	100	100253480	0	100	0
2	Public - Institutional holders	150414999	116355329	77.36	114752960	1602369	98.62	1.38
3	Public-Others	80216261	9897808	12.34	9880480	17328	99.82	0.18
	Grand Totals	330884740	226506617	68.45	224886920	1619697	99.28	0.72

VOLTAS LIMITED

V. P. Malhotra

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

Resolution No 9: Ratification of Cost Auditor's Remuneration								
	Promoter/Public	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]	$[3] = \frac{[2]}{[1]} * 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} * 100$	$[7] = \frac{[5]}{[2]} * 100$
1	Promoter and Promoter Group	100253480	100253480	100	100253480	0	100	0
2	Public - Institutional holders	150414999	116355329	77.36	116320993	34336	99.97	0.03
3	Public-Others	80216261	9898604	12.34	9892345	6259	99.94	0.06
	Grand Totals	330884740	226507413	68.46	226466818	40595	99.98	0.02

VOLTAS LIMITED



(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 and Clause 35B of the Listing Agreements]

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, have been appointed as scrutinizer, by the Board of Directors of Voltas Limited for the purpose of scrutinizing the e-voting, voting by post through Ballot Form and physical ballot process at the Annual General Meeting and ascertaining the requisite majority on e-voting, voting by post through Ballot Form and physical ballot process 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 read with amendments made thereto and Clause 35B of the Listing Agreement with the Stock Exchanges on the resolutions contained in the notice of the 61st Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the August 03, 2015 at Birla Matushri Sabhagar, 19, 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 61st AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting, voting by post through Ballot Form and physical



ballot process 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, the authorized agency to provide e-voting facilities, engaged by the Company, Ballot Forms received through post and provided by TSR Darashaw Limited, R&T Agent and voting through Ballot Paper carried out at the Meeting

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

3.1 The Company has provided the e-voting facility through National Securities Depository Limited (NSDL) on their website www.evoting.nsdl.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.

3.2 The notices sent (both through email and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.

3.3 The Company has dispatched the Ballot Form on July 7, 2015 along with prepaid postage business reply envelope to its members, whose name appeared on the Register of Members / List of Beneficiaries as on June 19, 2015 and to those members who became the members subsequent to dispatch of Ballot Form and were members as on cut-off date and asked for the same.

3.4 The particulars of all Ballot Forms received from the members have been entered into register separately maintained for the purpose.

3.5 The Ballot Forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Members of the Company / list of beneficiaries as on July 27, 2015. All Ballot Forms received up to July 31, 2015 (5:00 p.m), the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.



3.6 Envelopes containing ballot forms received after 5:00 p.m. on July 31, 2015 were not considered for my scrutiny.

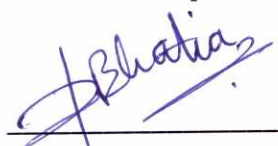
3.7 The Company had arranged for Ballot Papers which were duly distributed to the members and proxies present at the AGM on August 03, 2015; in case of joint shareholders, the Ballot Paper was given to the first named holder or in his / her absence, to the joint holder attending the meeting as appearing in the chronological order in the folio;

3.8 We have kept a record of the Ballot Papers received in response to the voting done at the AGM, by initialing it.

3.9 We have ensured that the ballot boxes were duly locked and sealed in the presence of the members and proxies.

3.10 The e-voting commenced from July 31, 2015 (9:00 a.m.) and ended on August 02, 2015 (5:00 p.m.).

3.11 The votes cast were unblocked after the AGM in the presence of 2 witnesses, Ms. Deepali Bhatia and Ms. Devika Vekaria, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.





3.12 My combined report on the results of voting through e-voting, Ballot Form and Ballot Paper at the Annual General Meeting 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, 2015 together with the Report of the Board of Directors and the Auditors thereon.

No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
			Favor	Against	
227015573	226505837	2426	99.99%	0.01%	507310

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

To receive, consider and adopt the Audit Consolidated Financial Statements for the year ended 31st March, 2015 together with the Report of the Auditors thereon.

No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
			Favor	Against	
227013850	226503889	2651	99.99%	0.01%	507310

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

To declare a dividend for the financial year 2014-15

No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
			Favor	Against	
227015478	226508317	1	99.99%	0.01%	507160



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 Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
			Favor	Against	
227013731	226238216	267255	99.88%	0.12%	508260

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

Ratification of appointment of Auditors

No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
			Favor	Against	
224587498	219628474	4451683	98.01%	1.99%	507341

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

Appointment of Ms. Anjali Bansal (DIN: 00207746), as an Independent Director of the Company.



No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
			Favor	Against	
227015218	226501512	6246	99.99%	0.01%	507460

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

Re-appointment of Mr. Sanjay Johri (DIN: 00032015), as the Managing Director of the Company

No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
			Favor	Against	
227015138	175440414	51067564	77.45%	22.55%	507160

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

Commission to Non-Executive Directors

No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
			Favor	Against	
227013777	224886920	1619697	99.28%	0.72%	507160

Item No. 9:- As an Ordinary Resolution: -

Ratification of Cost Auditor's Remuneration

No of Votes cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
			Favor	Against	
227014873	226466818	40595	99.98%	0.02%	507460



4. A Register and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under e-voting, Ballot Form received through post and voting done at the AGM through Ballot Paper shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to Mr. V. P. Malhotra, Vice President –Taxation, Legal & Company Secretary for safe keeping.
5. You may accordingly declare the result of voting by e-voting, Ballot Form received through post and Ballot Paper at the Annual General Meeting.

Thanking you,

yours faithfully,

Place: Mumbai

Date: August 04, 2015

N. L. Bhatia

N. L. Bhatia, FCS-1176

Practicing Company Secretary

Scrutinizer for Ballot form and e-voting

