THERMAX LIMITED THERMAX HOUSE, 14 MUMBAI PUNE ROAD, WAKDEWADI, PUNE 411 003. INDIA TEL.: (020) 25542122, 25542263 FAX: (020) 25541226 Website: www.thermaxindia.com TPAN - AAACT 3910D

Customer Care: 18002090115 (India Toll Free)

**Corporate Finance Division** 

THERMAX

### 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 Charabelders progent in the mosting	
Number of Shareholders present in the meeting either in person or through proxy	
	2
either in person or through proxy	2 128
either in person or through proxy  Promoter and Promoter Group	
Promoter and Promoter Group Public  Number of shareholders attending the meeting by	





	Details of the A	genda	
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. Pheroz 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
5.	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)	Polled on outstandi	No. of Votes - in favour (4)	Votes -	% of Votes in favour on votes polled (6)= [(4)/(2)]*1	% of Votes against on votes polled (7)= [(5)/(2)]*1 00
Promoter and Promoter Group							
Public – Institutional holders			As per Ληι	nexure			
Public- Others							
Total							

You are requested to kindly take note of the same.

Thanking you,

Yours faithfully,

Warmen.

For Thermax Limited,

Gajanan P. Kulkarni Vice President – Legal &

Company Secretary

Encl: As above

# Thermax Limited (CIN L29299PN1980PLC022787)

Summery 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 and Consolidated Financial Statements for the

- 1		-		16	1
	% of Votes against on votes polled (7)= [(5)/(2)]*100	0	0	0	
	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	001	001	001	
		0	0	0	0
	No. of Votes - against (5)				
	. <u>s</u>	73849305	20079775	3816909	97745989
	No. of Votes - in favour (4)	73	20	3	97
	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	66.66	72.57	21.65	
	Votes Polled (2)	73849305	20079775	3816909	97745989
	Shares Held (1)	73855305	27667790	17633205	119156300
	Category	Promoter and Promoter Group	Public – Institutional Holders	Public-Others	Total

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

% of Votes against on votes polled (7)= [(5)/(2)]*100				
votes	001	100	100	
% of Votes in favour on votes polled (6)= [(4)/(2)]*100	0	0		0
No. of Votes - against (5)				
No. of Votes - in favour (4)	73849305	20079775	3817409	97746489
% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	66.66	72.57	21.65	
Votes Polled (2)	73849305	20079775	3817409	97746489
Shares Held (1)	73855305	27667790	17633205	119156300
Category	Promoter and Promoter Group	Public – Institutional Holders	Public-Others	Total





Item No. 3 : Ordinary Resolution for Re-appointment of Mr. Pheroz Pudumjee 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	66.99	73849305		001	0
Public – Institutional Holders	27667790	19968778	72.17	19860023	108752	99.46	0.54
Public-Others	17633205	3817405	21.65	3817405		001	0
Total	119156300	97635485		97526733	108752	2	

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	66'66	73849305	3	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		





0.05 0.00 % of Votes against on votes polled (7)= [(5)/(2)]\*100001 100.00 99.95 % of Votes in favour on votes polled (6)=[(4)/(2)]\*1009986 9871 No. of Votes -against (5) 73849305 20069909 3817395 97736609 No. of Votes - in favour (4) 66.66 21.65 72,57 % of Votes Polled on outstanding shares (3)=[(2)/(1)]\*100 3817400 73849305 20079775 97746480 Votes Polled (2) 119156300 73855305 17633205 27667790 Shares Held (1) Public - Institutional Promoter Group Promoter and Public-Others Category Holders Total

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

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

		,		
% of Votes against on votes polled (7)= {(5)/(2) *100	0	0.05	0	
ivour on votes (2) *100	100	99.95	100	
% of Votes in favour on votes polled (6)= [(4)/(2)]*100				
W.	0	9986	0	9866
No. of Votes - against (5)				
ë	73849305	20069909	3817400	97736614
No. of Votes - in favour (4)				
% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	66'66	72.57	21.65	
Votes Polled (2)	73849305	20079775	3817400	97746480
Shares Held (1)	73855305	27667790	17633205	119156300
Category	Promoter and Promoter Group	Public – Institutional Holders	Public-Others	Total





Category	Shares Held (1)	Votes Poiled (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 yotes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	73855305	73849305	66.99	73849305	0	001	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		

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





Company Secretaries

4th Floor, Vedwati Apartments, Shivajinagar, Pune – 411005 Ph.: 020 69000666, E-mail: deulkarcs@gmail.com

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 34<sup>th</sup> 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, 2013and 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 34<sup>th</sup> 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 34<sup>th</sup> 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		Resolutions No. of Votes No. of Votes No. of Votes Result	For Against For Against For Against	0 97745989	Declaration of Dividend for the financial year 97676695 0 69794 0 97746489 0 Resolution passed unanimously	Re-appointment of Mr. Pheroz Pudumjee as a  Director of the Company  97456943  108752  69790  0 97526733  108752  majority	97466815 209880 69790 0 97536605 209880	Appointment of Joint Statutory Auditors 97666829 9866 69780 5 97736609 9871 with requisite majority	Approval of remuneration to the Cost Auditors 97666829 9866 69785 0 97736614 9866 with requisite majority	Alteration to the Articles of Association of the  Company  Company  Alteration to the Articles of Association of the  97374493  256062  69785  0  97444278  256062  with requisite majority
		Sr.	No	T	Adoption of the Financial of the Auditor and Board of ended 31st March, 2015 ar Financial Statements for the 31, 2015	2 Declaration of Dividend fo 2014-15	3 Re-appointment of Mr. Ph. Director of the Company	4 Appointment of Statutory Auditors	5 Appointment of Joint Statu	6 Approval of remuneration	7 Alteration to the Articles o Company

THEO X C. HAND

S.V. DEULKAR COMPANY SECRETARY FCS 1321 C P 965 63 Ashok Nagar-Pune-411007

<b>THERMAX LIMITED</b> THERMAX HOUSE, 14 MUMBAI PUNE ROAD, WAKDEWADI,	
PUNE 411 003. INDIA 🔲 TEL.: (020) 25542122, 25542263 🖂 FAX: (020) 25541226	
Website: www.thermaxindia.com □ IT PAN - AAACT 3910D	
Customer Care: 18002090115 (India Toll Free)	

### BY FAX/COURIER

Corporate Finance Division



Ref: GPK/TL-036/02986 Date: August 10, 2015

The Secretary, BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.

Fax No: 022-22723121/3719

Company's Scrip Code: 500411

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							
Details of Agenda	Resolution required (Ordinary/ Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)  E-voting and poll					
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						
Declaration of Dividend for the financial year 2014-15.	Ordinary	E-voting and poll					
Re-appointment of Mr. Pheroz Pudumjee as a Director of the Company.	Ordinary	E-voting and poll					
Appointment of Statutory Auditors.	Ordinary	E-voting and poll					
Appointment of Joint Statutory Auditors.	Ordinary	E-voting and poll					
Approval of remuneration to the Cost Auditors.	Ordinary	E-voting and poll					
Alteration to the Articles of Association of the Company	Special	E-voting and poll					
	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  Declaration of Dividend for the financial year 2014-15.  Re-appointment of Mr. Pheroz Pudumjee as a Director of the Company.  Appointment of Statutory Auditors.  Approval of remuneration to the Cost Auditors.  Alteration to the Articles of Association	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  Declaration of Dividend for the financial year 2014-15.  Re-appointment of Mr. Pheroz Pudumjee as a Director of the Company.  Appointment of Statutory Auditors.  Ordinary Auditors.  Approval of remuneration to the Cost Auditors.  Alteration to the Articles of Association  Special					





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

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

You are requested to kindly take note of the same.

Thanking you,

Yours faithfully,

For Thermax Limited,

Gajanan P. Kulkarni

J. Thereward

Vice President - Legal &

Company Secretary

Encl: As above