

THERMAX LIMITED THERMAX HOUSE, 14 MUMBAI PUNE ROAD, WAKDEWADI,
PUNE 411 003. INDIA ☐ TEL.: (020) 25542122, 25542263 ☐ FAX : (020) 25541226
Website : www.thermaxglobal.com ☐ IT PAN - AAAC 3910D
Customer Care : 18002090115 (India Toll Free)

Corporate Finance

Ref: KPP/TL-36/03272
Date: August 9, 2019

**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**



Company's Scrip Code: THERMAX EQ

Sub: Voting results of the 38th Annual General Meeting

Dear Sir,

In terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are giving below the voting results for the business transacted at the 38th Annual General Meeting (AGM) of the Company held on August 8, 2019 at 04.00 p.m. at Yashwantrao Chavan Academy of Development Administration, MDC (Auditorium) Building, Raj Bhavan Complex, Baner Road, Pune – 411 007.

Please note that –

- The mode of voting for all the resolutions was E-voting which commenced on August 3, 2019 and ended on August 7, 2019.
- The facility for voting through poll/ ballot paper was provided at the meeting to those shareholders who did not participate in the e-voting but attended the AGM.
- The consolidated voting results and report of the Scrutinizer are enclosed.

The Company has received the report of the Scrutinizer on e-voting and voting through poll/ ballot paper which is enclosed for your reference.

You may please note that all the resolutions proposed at the 38th AGM have been approved by the members of the Company with requisite majority.

As per Section 108 of the Companies Act, 2013 and the rules made thereunder, the resolutions contained in the notice of the 38th AGM are deemed to be passed on the date of AGM i.e. August 8, 2019.

You are requested to kindly take the same on record. We wish to further inform you that the said report of e-voting is being posted on the Company's website www.thermaxglobal.com

Thanking you,

Yours faithfully,
For **THERMAX LIMITED**

Kedar P. Phadke
Company Secretary

Encl: As above

	THERMAX LIMITED
Date of the AGM/EGM	08-08-2019
Total number of shareholders on record date	33230
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	86
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the standalone and consolidated audited financial statements of the Company for the year ended March 31, 2019 together with the reports of the Auditors and Board of Directors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,38,55,305	7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,04,38,831	2,14,08,579	70.3331	2,13,17,872	90,707	99.5763	0.4236	21,90,472	124
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,14,08,579	70.3331	2,13,17,872	90,707	99.5763	0.4237	21,90,472	124
Public- Non Institutions	E-Voting	1,48,62,164	93,250	0.6274	92,730	520	99.4423	0.5576	1,03,422	0
	Poll		1,923	0.0129	1,923	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		95,173	0.6403	94,653	520	99.4536	0.5464	1,03,422	0
	Total	11,91,56,300	9,53,59,057	80.0285	9,52,67,830	91,227	99.9043	0.0957	22,93,894	124



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend on equity shares for the financial year ended on March 31, 2019									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,38,55,305	7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,04,38,831	2,14,08,579	70.3331	2,13,17,872	90,707	99.5763	0.4236	21,90,472	124
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,14,08,579	70.3331	2,13,17,872	90,707	99.5763	0.4237	21,90,472	124
Public- Non Institutions	E-Voting	1,48,62,164	93,250	0.6274	92,730	520	99.4423	0.5576	1,03,422	0
	Poll		1,923	0.0129	1,923	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		95,173	0.6403	94,653	520	99.4536	0.5464	1,03,422	0
Total		11,91,56,300	9,53,59,057	80.0285	9,52,67,830	91,227	99.9043	0.0957	22,93,894	124



Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. M. S. Unnikrishnan, DIN 01460245 who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,38,55,305	7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,04,38,831	2,10,14,029	69.0369	2,08,89,353	1,24,676	99.4067	0.5932	21,90,472	3,94,674
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,10,14,029	69.0369	2,08,89,353	1,24,676	99.4067	0.5933	21,90,472	3,94,674
Public- Non Institutions	E-Voting	1,48,62,164	93,100	0.6264	92,442	658	99.2932	0.7067	1,03,422	150
	Poll		1,923	0.0129	1,923	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		95,023	0.6393	94,365	658	99.3075	0.6925	1,03,422	150
Total		11,91,56,300	9,49,64,357	79.6973	9,48,39,023	1,25,334	99.8680	0.1320	22,93,894	3,94,824



Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration to Ms. Dhananjay V.Joshi Associates, the Cost Auditors for the financial year 2019-20									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,38,55,305	7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,04,38,831	2,14,08,579	70.3331	2,13,17,872	90,707	99.5763	0.4236	21,90,472	124
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,14,08,579	70.3331	2,13,17,872	90,707	99.5763	0.4237	21,90,472	124
Public- Non Institutions	E-Voting	1,48,62,164	93,100	0.6264	92,579	521	99.4403	0.5596	1,03,422	150
	Poll		1,923	0.0129	1,923	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		95,023	0.6393	94,502	521	99.4517	0.5483	1,03,422	150
Total		11,91,56,300	9,53,58,907	80.0284	9,52,67,679	91,228	99.9043	0.0957	22,93,894	274



Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Rajani Kesari as an Independent Director									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,38,55,305	7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,04,38,831	1,83,63,824	60.3303	1,82,73,117	90,707	99.5060	0.4939	21,90,472	30,44,879
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,83,63,824	60.3303	1,82,73,117	90,707	99.5061	0.4939	21,90,472	3044879
Public- Non Institutions	E-Voting	1,48,62,164	93,100	0.6264	90,680	2,420	97.4006	2.5993	1,03,422	150
	Poll		1,923	0.0129	1,923	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		95,023	0.6393	92,603	2,420	97.4532	2.5468	1,03,422	150
Total		11,91,56,300	9,23,14,152	77.4732	9,22,21,025	93,127	99.8991	0.1009	22,93,894	3045029



Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Dr. Jalram Varadaraj as an Independent Director									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,38,55,305	7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,04,38,831	1,83,63,824	60.3303	1,36,79,170	46,84,654	74.4897	25.5102	21,90,472	30,44,879
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,83,63,824	60.3303	1,36,79,170	46,84,654	74.4898	25.5102	21,90,472	30,44,879
Public- Non Institutions	E-Voting	1,48,62,164	93,100	0.6264	3,227	89,873	3.4661	96.5338	1,03,422	150
	Poll		1,923	0.0129	1,923	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		95,023	0.6393	5,150	89,873	5.4197	94.5803	1,03,422	150
Total		11,91,56,300	9,23,14,152	77.4732	8,75,39,625	47,74,527	94.8280	5.1720	22,93,894	30,45,029



Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Nawshir Mirza as an Independent Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,38,55,305	7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,04,38,831	1,83,63,824	60.3303	1,82,54,968	1,08,856	99.4072	0.5927	21,90,472	30,44,879
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,83,63,824	60.3303	1,82,54,968	1,08,856	99.4072	0.5928	21,90,472	30,44,879
Public- Non Institutions	E-Voting	1,48,62,164	93,100	0.6264	92,580	520	99.4414	0.5585	1,03,422	150
	Poll		1,923	0.0129	1,923	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		95,023	0.6393	94,503	520	99.4528	0.5472	1,03,422	150
Total		11,91,56,300	9,23,14,152	77.4732	9,22,04,776	1,09,376	99.8815	0.1185	22,93,894	30,45,029



Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Dr. Valentin A.H. von Massow as an Independent Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,38,55,305	7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,38,55,305	100.0000	7,38,55,305	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,04,38,831	1,83,63,824	60.3303	1,37,15,051	46,48,773	74.6851	25.3148	21,90,472	30,44,879
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,83,63,824	60.3303	1,37,15,051	46,48,773	74.6852	25.3148	21,90,472	30,44,879
Public- Non Institutions	E-Voting	1,48,62,164	93,100	0.6264	5,265	87,835	5.6552	94.3447	1,03,422	150
	Poll		1,923	0.0129	1,923	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		95,023	0.6393	7,188	87,835	7.5645	92.4355	1,03,422	150
Total		11,91,56,300	9,23,14,152	77.4732	8,75,77,544	47,36,608	94.8690	5.1310	22,93,894	30,45,029



Scrutinizer's Report

**[Pursuant to Section 108 of the Companies Act, 2013 and 20(4) (xii) of the Companies
(Management and Administration) Rules, 2014 (Amendments Rules 2015)]**

To,
The Chairman,

38th Annual General Meeting of the Equity shareholders of Thermax Limited held on 8th day of August, 2019 at 4.00 p.m. at the Yashwantrao Chavan Academy of Development Administration, MDC (Auditorium) Building, Raj Bhavan Complex, Baner Road, Pune - 411007.

Dear Sir,

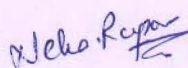
I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer by the Board of Directors of Thermax Limited ("the Company") for the purpose of scrutinizing the e-voting process and voting by poll at the meeting pursuant to Section 108 of the provisions of Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendments Rules 2015) in a fair and transparent manner in respect of the below mentioned resolutions proposed, at the 38th Annual General Meeting of the Equity shareholders of the Company held on 8th day of August, 2019 at 4.00 p.m. at the Yashwantrao Chavan Academy of Development Administration, MDC (Auditorium) Building, Raj Bhavan Complex, Baner Road, Pune - 411007. I submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic voting system (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 38th AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic voting system and by poll at the AGM 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 Chairman, on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and report on poll at the meeting.
2. In accordance with the notice of the 38th AGM sent to the shareholders on 22nd day of July, 2019 and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 15th day of July, 2019, the remote e-voting period remained open from 3rd day of August 2019 (9.00 a.m.) to 7th day of August, 2019 (5.00 p.m.).

3. The shareholders holding shares as on the "cut off" date i.e. 1st day of August, 2019 were entitled to vote on the proposed resolutions (item nos. 1 to 8 as set out in the Notice of the 38th AGM of the Company.)
4. The votes on e-voting were unblocked on 8th day of August, 2019 at around 5.00 P.M. after conclusion of the AGM in the presence of two witnesses (Mr. Ashish Bhat residing at Kothrud, Pune and Ms. Neha Ruparel residing at Pimpri, Pune) who are not in the employment of the Company. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of Central Depository Services Limited (URL: <https://www.evotingindia.com/>) and the same are being handed over to the Chairman.



Ashish Bhat



Neha Ruparel

5. After declaration of voting by poll by the Chairman at the AGM, an empty ballot box was kept for polling and the same was locked in my presence. The locked ballot box was subsequently used for voting by poll and then opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
6. The total votes cast in favour of or against all the resolutions proposed in the Notice of the AGM are as under :
 - a) **Ordinary Resolution No. 1** – To consider and adopt the standalone and consolidated audited financial statements of the Company for the year ended March 31, 2019 together with the reports of the Auditors and Board of Directors thereon.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	~148	11	159	-
Number of votes cast by them	95265907	1923	95267830	99.90%
(ii) Voted against				
Number of members voted	4	0	4	-
Number of votes cast by them	91227	0	91227	0.10%
(iii) Total				
Total number of members	152	11	163	-



voted				
Total number of votes cast by them	95357134	1923	95359057	100.00%

(ii) **Not voted/Invalid** votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	~^+26	0	26
Total Number of shares involved	2556752	0	2556752

~ two shareholders has partly voted for 262734 shares

^ one shareholder have not voted for 124 shares

+ votes of twenty-three shareholders having 2293894 shares are declared invalid

- b) **Ordinary Resolution No. 2** – To declare dividend on equity shares for the financial year ended on March 31, 2019.

(i) **Voted in favour of or against** the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	~148	11	159	-
Number of votes cast by them	95265907	1923	95267830	99.90%
(ii) Voted against				
Number of members voted	4	0	4	-
Number of votes cast by them	91227	0	91227	0.10%
(iii) Total				
Total number of members voted	152	11	163	-
Total number of votes cast by them	95357134	1923	95359057	100.00%

(ii) **Not voted/Invalid** votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	~^+26	0	26
Total Number of shares involved	2556752	0	2556752



~ two shareholders has partly voted for 262734 shares

^ one shareholder have not voted for 124 shares

+ votes of twenty-three shareholders having 2293894 shares are declared invalid

- c) **Ordinary Resolution No. 3** – To appoint a Director in place of Mr. M. S. Unnikrishnan, (DIN 01460245) who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	~143	11	154	-
Number of votes cast by them	94837100	1923	94839023	99.87%
(ii) Voted against				
Number of members voted	6	0	6	-
Number of votes cast by them	125334	0	125334	0.13%
(iii) Total				
Total number of members voted	149	11	160	-
Total number of votes cast by them	94962434	1923	94964357	100.00%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	~^+29	0	29
Total Number of shares involved	2951452	0	2951452

~ two shareholders has partly voted for 262734 shares

^ four shareholders have not voted for 394824 shares

+ votes of twenty-three shareholders having 2293894 shares are declared invalid

- d) **Ordinary Resolution No. 4** –

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	~146	11	157	-



Number of votes cast by them	95265756	1923	95267679	99.90%
(ii) Voted against				
Number of members voted	5	0	5	-
Number of votes cast by them	91228	0	91228	0.10%
(iii) Total				
Total number of members voted	151	11	162	
Total number of votes cast by them	95356984	1923	95358907	100.00%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	~^+27	0	27
Total Number of shares involved	2556902	0	2556902

~ two shareholders has partly voted for 262734 shares

^ two shareholders have not voted for 274 shares

+ votes of twenty-three shareholders having 2293894 shares are declared invalid

e) Ordinary Resolution No. 5 –

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	~137	11	148	-
Number of votes cast by them	92219102	1923	92221025	99.90%
(ii) Voted against				
Number of members voted	6	0	6	-
Number of votes cast by them	93127	0	93127	0.10%
(iii) Total				
Total number of members voted	143	11	154	-
Total number of votes cast by them	92312229	1923	92314152	100.00%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members	~^+35	0	35



who have not voted/ partially voted/ whose votes were declared invalid			
Total Number of shares involved	5601657	0	5601657

~ two shareholders has partly voted for 262734 shares

^ ten shareholders have not voted for 3045029 shares

+ votes of twenty-three shareholders having 2293894 shares are declared invalid

f) **Special Resolution No. 6 –**

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	~118	11	129	-
Number of votes cast by them	87537702	1923	87539625	94.83%
(ii) Voted against				
Number of members voted	25	0	25	-
Number of votes cast by them	4774527	0	4774527	5.17%
(iii) Total				
Total number of members voted	143	11	154	-
Total number of votes cast by them	92312229	1923	92314152	100.00%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	~^+35	0	35
Total Number of shares involved	5601657	0	5601657

~ two shareholders has partly voted for 262734 shares

^ ten shareholders have not voted for 3045029 shares

+ votes of twenty-three shareholders having 2293894 shares are declared invalid



g) **Special Resolution No. 7 –**

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	~138	11	149	-
Number of votes cast by them	92202853	1923	92204776	99.88%
(ii) Voted against				
Number of members voted	5	0	5	
Number of votes cast by them	109376	0	109376	0.12%
(iii) Total				
Total number of members voted	143	11	154	-
Total number of votes cast by them	92312229	1923	92314152	100.00%

(ii) **Not voted/Invalid votes:**

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	~^+35	0	35
Total Number of shares involved	5601657	0	5601657

~ two shareholders has partly voted for 262734 shares

^ ten shareholders have not voted for 3045029 shares

+ votes of twenty-three shareholders having 2293894 shares are declared invalid

h) **Special Resolution No. 8 –**

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	~124	11	135	-
Number of votes cast by them	87575621	1923	87577544	94.87%
(ii) Voted against				



Number of members voted	19	0	19	-
Number of votes cast by them	4736608	0	4736608	5.13%
(iii) Total				
Total number of members voted	143	11	154	-
Total number of votes cast by them	92312229	1923	92314152	100.00%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	~^+35	0	35
Total Number of shares involved	5601657	0	5601657

~ two shareholders has partly voted for 262734 shares

^ ten shareholders have not voted for 3045029 shares

+ votes of twenty-three shareholders having 2293894 shares are declared invalid

7. Accordingly, Resolution Nos. 1 to 8 have been passed with requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.
8. All electronic data and relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,
For SVD and Associates



SV Deulkar
Partner
FCS. No. 1321
C. P. No. 965



Place: Pune
Date: August 9, 2019