

Ref: AA/TL-36/03058

Date: August 11, 2016

**The National Stock Exchange  
Of India Limited,  
Exchange Plaza, 5<sup>th</sup> 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 35<sup>th</sup> Annual General Meeting**

Dear Sir,

In terms of Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are giving below the voting results for the business transacted at the 35<sup>th</sup> Annual General Meeting (AGM) of the Company held on August 10, 2016 at 11.30 a.m. at Yashwantrao Chavan Academy of Development Administration, MDC (Auditorium) Building, Raj Bhavan Complex, Baner Road, Pune - 411 007.

Please note that -

- a. The mode of voting for all the resolutions was E-voting which commenced on August 05, 2016 and ended on August 09, 2016.
- b. The facility for voting through Poll/ballot paper was provided to those shareholders who did not participate in e-voting but attended the AGM.
- c. The Consolidated voting results and report of Scrutinizer are enclosed.

We have now 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 35<sup>th</sup> AGM have been approved by the members of the Company.

As per Section 108 of the Companies Act, 2013 and the rules made thereunder, the resolutions contained in the notice of 35<sup>th</sup> AGM are deemed to be passed on the date of AGM i. e. August 10, 2016.

You are requested to kindly take the same on record. We wish to further inform you that the said report is being posted on the Company's website [www.thermaxglobal.com](http://www.thermaxglobal.com).

Thanking you,  
Yours faithfully,

For **Thermax Limited**,



Amit Atre  
Company Secretary

Encl: As above

Ref: AA/TL-36/03058

Date: August 11, 2016

**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 35<sup>th</sup> Annual General Meeting**

Dear Sir,

In terms of Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are giving below the voting results for the business transacted at the 35<sup>th</sup> Annual General Meeting (AGM) of the Company held on August 10, 2016 at 11.30 a.m. at Yashwantrao Chavan Academy of Development Administration, MDC (Auditorium) Building, Raj Bhavan Complex, Baner Road, Pune - 411 007.

Please note that -

- a. The mode of voting for all the resolutions was E-voting which commenced on August 05, 2016 and ended on August 09, 2016.
- b. The facility for voting through Poll/ballot paper was provided to those shareholders who did not participate in e-voting but attended the AGM.
- c. The Consolidated voting results and report of Scrutinizer are enclosed.

We have now 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 35<sup>th</sup> AGM have been approved by the members of the Company.

As per Section 108 of the Companies Act, 2013 and the rules made thereunder, the resolutions contained in the notice of 35<sup>th</sup> AGM are deemed to be passed on the date of AGM i. e. August 10, 2016.

You are requested to kindly take the same on record. We wish to further inform you that the said report is being posted on the Company's website [www.thermaxglobal.com](http://www.thermaxglobal.com).

Thanking you,

Yours faithfully,

For **Thermax Limited**,



Amit Atre

Company Secretary

Encl: As above

**Annexure**

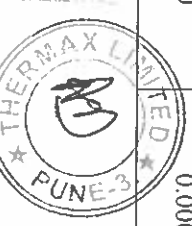
**Thermax Limited (CIN L29299PN1980PLC022787)**

**Summary of Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

|   |                 |
|---|-----------------|
| <b>Date of the AGM/EGM</b>  | August 10, 2016 |
| <b>Total number of shareholders on record date</b>                              | 29731           |
| <b>No of Shareholders present in meeting either in person or through proxy:</b> |                 |
| <b>Promoters &amp; promoters group</b>  | 2               |
| <b>Public</b>   | 111             |
| <b>No of Shareholders attended the meeting through video conferencing</b>       | Nil             |

**Item No. 1: Adoption of Audited Financial Statements (Standalone and Consolidated) for the year ended March 31, 2016 together with the reports of the Auditors and Board of Directors thereon.**

| <b>Resolution required: (Ordinary/ Special)</b>                                  | <b>Ordinary</b>       |                               |                                |   |                                     |                                   |   |   |
|--|-----------------------|-------------------------------|--------------------------------|---|-------------------------------------|-----------------------------------|---|---|
| <b>Whether promoter/ promoter group are interested in the agenda/resolution?</b> | <b>No</b>             |                               |                                |   |                                     |                                   |   |   |
| <b>Category</b>  | <b>Mode of Voting</b> | <b>No. of Shares held (1)</b> | <b>No. of votes polled (2)</b> | <b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b> | <b>No. of Votes – in favour (4)</b> | <b>No. of Votes – against (5)</b> | <b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b> | <b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b> |
| <b>Promoter and Promoter Group</b>   | <b>E-Voting</b>       | 73855305                      | 73855305                       | 100.0000  | 73855305                            | 0                                 | 100.0000  | 0.0000  |
|  | <b>Poll</b>           | 73855305                      | 0                              | 0.0000  | 0                                   | 0                                 | 0.0000  | 0.0000  |
|  | <b>Total</b>          | 73855305                      | 73855305                       | 100.0000  | 73855305                            | 0                                 | 100.0000  | 0.0000  |
| <b>Public- Institutions</b>  | <b>E-Voting</b>       | 30675784                      | 25377346                       | 82.7276   | 25377346                            | 0                                 | 100.0000  | 0.0000  |
|  | <b>Poll</b>           | 30675784                      | 0                              | 0.00  | 0                                   | 0                                 | 0.0000  | 0.0000  |
|  | <b>Total</b>          | 30675784                      | 25377346                       | 82.7276   | 25377346                            | 0                                 | 100.0000  | 0.0000  |
| <b>Public- Non Institutions</b>  | <b>E-Voting</b>       | 14625211                      | 376197                         | 2.5723  | 376197                              | 0                                 | 100.0000  | 0.0000  |
|  | <b>Poll</b>           | 14625211                      | 57213                          | 0.3912  | 57213                               | 0                                 | 100.0000  | 0.0000  |
|  | <b>Total</b>          | 14625211                      | 433410                         | 2.9635  | 433410                              | 0                                 | 100.0000  | 0.0000  |
| <b>Total</b>   |                       | 119156300                     | 99666061                       | 83.6431   | 99666061                            | 0                                 | 100.0000  | 0.0000  |



**Item No. 2: Declaration of Dividend for the financial year 2015-16**

| Resolution required: (Ordinary/Special)                                   |                | Ordinary               |                         | No   |                              | No                         |  | No   |        | No |  |
|---|----------------|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--------|----|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                        |                         |  |                              |                            |  |  |        |    |  |
| 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 |        |    |  |
| Promoter and Promoter Group   | E-Voting       | 73855305               | 73855305                | 100.0000   | 73855305                     | 0                          | 100.0000   | 0.0000   | 0.0000 |    |  |
|   | Poll           | 73855305               | 0                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   |        |    |  |
|   | Total          | 73855305               | 73855305                | 100.0000   | 73855305                     | 0                          | 100.0000   | 0.0000   |        |    |  |
| Public- Institutions  | E-Voting       | 30675784               | 25377346                | 82.7276  | 25377346                     | 0                          | 100.0000   | 0.0000   |        |    |  |
|   | Poll           | 30675784               | 0                       | 0.00   | 0                            | 0                          | 0.0000   | 0.0000   |        |    |  |
|   | Total          | 30675784               | 25377346                | 82.7276  | 25377346                     | 0                          | 100.0000   | 0.0000   |        |    |  |
| Public- Non Institutions  | E-Voting       | 14625211               | 376197                  | 2.5723   | 376197                       | 0                          | 100.0000   | 0.0000   |        |    |  |
|   | Poll           | 14625211               | 57413                   | 0.3926   | 57413                        | 0                          | 100.0000   | 0.0000   |        |    |  |
|   | Total          | 14625211               | 433610                  | 2.9649   | 433610                       | 0                          | 100.0000   | 0.0000   |        |    |  |
| Total   | Total          | 119156300              | 99666261                | 83.6433  | 99666261                     | 0                          | 100.0000   | 0.0000   |        |    |  |



**Item No. 3: Re-appointment of Mr. M.S. Unnikrishnan as a Director of the Company**

| Resolution required: (Ordinary/ Special)                                  |                | Ordinary               |                         |  |                              |                            |  |  |
|---|----------------|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| 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 |
| Promoter and Promoter Group   | E-Voting       | 73855305               | 73855305                | 100.0000   | 73855305                     | 0                          | 100.0000   | 0.0000   |
|   | Poll           | 73855305               | 0                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Total          | 73855305               | 73855305                | 100.0000   | 73855305                     | 0                          | 100.0000   | 0.0000   |
| Public- Institutions  | E-Voting       | 30675784               | 25377346                | 82.7276  | 25377346                     | 0                          | 100.0000   | 0.0000   |
|   | Poll           | 30675784               | 0                       | 0.00   | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Total          | 30675784               | 25377346                | 82.7276  | 25377346                     | 0                          | 100.0000   | 0.0000   |
| Public- Non Institutions  | E-Voting       | 14625211               | 376197                  | 2.5723   | 376059                       | 138                        | 99.9633  | 0.0366   |
|   | Poll           | 14625211               | 56903                   | 0.3891   | 56903                        | 0                          | 100.0000   | 0.0000   |
|   | Total          | 14625211               | 433100                  | 2.9614   | 433100                       | 138                        | 100.0000   | 0.0000   |
| Total   | Total          | 119156300              | 99665751                | 83.6429  | 99665613                     | 138                        | 99.9999  | 0.0001   |



Item No. 4: Appointment of M/s. B.K. Khare & Co. as Statutory Auditors

| Resolution required: (Ordinary/ Special)                                  |                | Ordinary               |                         |   |                              |                            |  |  |  |
|---|----------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|--|
| 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 |  |
| Promoter and Promoter Group   | E-Voting       | 73855305               | 73855305                | 100.0000  | 73855305                     | 0                          | 100.0000   | 0.0000   |  |
|   | Poll           | 73855305               | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |  |
|   | Total          | 73855305               | 73855305                | 100.0000  | 73855305                     | 0                          | 100.0000   | 0.0000   |  |
| Public- Institutions  | E-Voting       | 30675784               | 25377346                | 82.7276   | 25377346                     | 0                          | 100.0000   | 0.0000   |  |
|   | Poll           | 30675784               | 0                       | 0.00  | 0                            | 0                          | 0.0000   | 0.0000   |  |
|   | Total          | 30675784               | 25377346                | 82.7276   | 25377346                     | 0                          | 100.0000   | 0.0000   |  |
| Public- Non Institutions  | E-Voting       | 14625211               | 376197                  | 2.5723  | 376197                       | 0                          | 100.0000   | 0.0000   |  |
|   | Poll           | 14625211               | 56903                   | 0.3891  | 56903                        | 0                          | 100.0000   | 0.0000   |  |
|   | Total          | 14625211               | 433100                  | 2.9614  | 433100                       | 0                          | 100.0000   | 0.0000   |  |
|   | Total          | 119156300              | 99665751                | 83.6429   | 99665751                     | 0                          | 100.0000   | 0.0000   |  |



Item No. 5: Ratification of Appointment of SRBC & Co, as Joint Statutory Audit

| Resolution required: (Ordinary/ Special)                                  |                | Ordinary               |                         |   |                              |                            |  |  |
|---|----------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| 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 |
| Promoter and Promoter Group   | E-Voting       | 73855305               | 73855305                | 100.0000  | 73855305                     | 0                          | 100.0000   | 0.0000   |
|   | Poll           | 73855305               | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Total          | 73855305               | 73855305                | 100.0000  | 73855305                     | 0                          | 100.0000   | 0.0000   |
| Public- Institutions  | E-Voting       | 30675784               | 25377346                | 82.7276   | 25377346                     | 0                          | 100.0000   | 0.0000   |
|   | Poll           | 30675784               | 0                       | 0.00  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Total          | 30675784               | 25377346                | 82.7276   | 25377346                     | 0                          | 100.0000   | 0.0000   |
| Public- Non Institutions  | E-Voting       | 14625211               | 376197                  | 2.5723  | 376197                       | 0                          | 100.0000   | 0.0000   |
|   | Poll           | 14625211               | 56898                   | 0.3890  | 56898                        | 0                          | 100.0000   | 0.0000   |
|   | Total          | 14625211               | 433095                  | 2.9613  | 433095                       | 0                          | 100.0000   | 0.0000   |
| Total   |                | 119156300              | 99665746                | 83.6429   | 99665746                     | 0                          | 100.0000   | 0.0000   |



Item No. 6: Approval of remuneration to M/s. Dhananjay V. Joshi & Associates, the Cost Auditors for the financial year 2016-17

| Resolution required: (Ordinary/ Special)                                  |                | Ordinary               |                         | No   |                              | No                         |  | No   |        | No |  |
|---|----------------|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--------|----|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No                     |                         | No   |                              | No                         |  | No   |        | 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 |        |    |  |
| Promoter and Promoter Group   | E-Voting       | 73855305               | 73855305                | 100.0000   | 73855305                     | 0                          | 100.0000   | 0.0000   | 0.0000 |    |  |
|   | Poll           | 73855305               | 0                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   | 0.0000 |    |  |
|   | Total          | 73855305               | 73855305                | 100.0000   | 73855305                     | 0                          | 100.0000   | 0.0000   | 0.0000 |    |  |
| Public- Institutions  | E-Voting       | 30675784               | 25377346                | 82.7276  | 25377346                     | 0                          | 100.0000   | 0.0000   | 0.0000 |    |  |
|   | Poll           | 30675784               | 0                       | 0.00   | 0                            | 0                          | 0.0000   | 0.0000   | 0.0000 |    |  |
|   | Total          | 30675784               | 25377346                | 82.7276  | 25377346                     | 0                          | 100.0000   | 0.0000   | 0.0000 |    |  |
| Public- Non Institutions  | E-Voting       | 14625211               | 376197                  | 2.5723   | 376197                       | 0                          | 100.0000   | 0.0000   | 0.0000 |    |  |
|   | Poll           | 14625211               | 56903                   | 0.3891   | 56903                        | 0                          | 100.0000   | 0.0000   | 0.0000 |    |  |
|   | Total          | 14625211               | 433100                  | 2.9614   | 433100                       | 0                          | 100.0000   | 0.0000   | 0.0000 |    |  |
| Total   | Total          | 119156300              | 99665751                | 83.6429  | 99665751                     | 0                          | 100.0000   | 0.0000   | 0.0000 |    |  |





**Item No. 7: Approval for keeping & maintaining Register of Members and other registers/returns at the Corporate Office of the Company**

| Resolution required: (Ordinary/ Special)                                  |                | Special                |                         |   |                              |                            |  |  |
|---|----------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| 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 |
| Promoter and Promoter Group   | E-Voting       | 73855305               | 73855305                | 100.0000  | 73855305                     | 0                          | 100.0000   | 0.0000   |
|   | Poll           | 73855305               | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Total          | 73855305               | 73855305                | 100.0000  | 73855305                     | 0                          | 100.0000   | 0.0000   |
| Public-Institutions   | E-Voting       | 30675784               | 25377346                | 82.7276   | 25377346                     | 0                          | 100.0000   | 0.0000   |
|   | Poll           | 30675784               | 0                       | 0.00  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Total          | 30675784               | 25377346                | 82.7276   | 25377346                     | 0                          | 100.0000   | 0.0000   |
| Public- Non Institutions  | E-Voting       | 14625211               | 376197                  | 2.5723  | 376197                       | 0                          | 100.0000   | 0.0000   |
|   | Poll           | 14625211               | 56903                   | 0.3891  | 56903                        | 0                          | 100.0000   | 0.0000   |
|   | Total          | 14625211               | 433100                  | 2.9614  | 433100                       | 0                          | 100.0000   | 0.0000   |
| Total   | Total          | 119156300              | 99665751                | 83.6429   | 99665751                     | 0                          | 100.0000   | 0.0000   |



Item No. 8: Approval to grant/extend benefits to the employees of the Company under 'Welfare Schemes'

| Resolution required: (Ordinary/ Special)                                  |                | Special                |                         |  |                              |                            |  |  |  |
|---|----------------|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--|
| 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 |  |
| Promoter and Promoter Group   | E-Voting       | 73855305               | 73855305                | 100.0000   | 73855305                     | 0                          | 100.0000   | 0.0000   |  |
|   | Poll           | 73855305               | 0                       | 0.0000   | 0                            | 0                          | 0.0000   | 0.0000   |  |
|   | Total          | 73855305               | 73855305                | 100.0000   | 73855305                     | 0                          | 100.0000   | 0.0000   |  |
| Public-Institutions   | E-Voting       | 30675784               | 25377346                | 82.7276  | 25377346                     | 0                          | 100.0000   | 0.0000   |  |
|   | Poll           | 30675784               | 0                       | 0.00   | 0                            | 0                          | 0.0000   | 0.0000   |  |
|   | Total          | 30675784               | 25377346                | 82.7276  | 25377346                     | 0                          | 100.0000   | 0.0000   |  |
| Public- Non Institutions  | E-Voting       | 14625211               | 376197                  | 2.5723   | 376197                       | 0                          | 100.0000   | 0.0000   |  |
|   | Poll           | 14625211               | 56903                   | 0.3891   | 56703                        | 200                        | 99.6485  | 0.3514   |  |
|   | Total          | 14625211               | 433100                  | 2.9614   | 433100                       | 200                        | 100.0000   | 0.3514   |  |
| Total   |                | 119156300              | 99665751                | 83.6429  | 99665551                     | 200                        | 99.9998  | 0.0002   |  |



Item No. 9: Approval to grant/extend benefits to the employees of the Company under 'ESOP & Welfare Trust'

| Resolution required: (Ordinary/ Special)                                  |                | Special                |                         |   |                              |                            |  |  |
|---|----------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| 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 |
| Promoter and Promoter Group   | E-Voting       | 73855305               | 73855305                | 100.0000  | 73855305                     | 0                          | 100.0000   | 0.0000   |
|   | Poll           | 73855305               | 0                       | 0.0000  | 0                            | 0                          | 0.0000   | 0.0000   |
|   | Total          | 73855305               | 73855305                | 100.0000  | 73855305                     | 0                          | 100.0000   | 0.0000   |
| Public- Institutions  | E-Voting       | 30675784               | 25243353                | 82.2908   | 11739716                     | 13503637                   | 46.5061  | 53.4938  |
|   | Poll           | 30675784               | 0                       | 0.00  | 0                            | 0                          | 0.0000   | 53.4938  |
|   | Total          | 30675784               | 25243353                | 82.2908   | 11739716                     | 13503637                   | 46.5061  | 0.0000   |
| Public- Non Institutions  | E-Voting       | 14625211               | 376197                  | 2.5723  | 376197                       | 0                          | 100.0000   | 0.0000   |
|   | Poll           | 14625211               | 56903                   | 0.3891  | 56503                        | 400                        | 99.2970  | 0.7029   |
|   | Total          | 14625211               | 433100                  | 2.9614  | 433100                       | 400                        | 100.0000   | 0.7029   |
| Total   |                | 119156300              | 99531758                | 83.5304   | 86027721                     | 13504037                   | 86.4324  | 13.5676  |



To  
The Chairperson,  
Thermax Limited,  
D-13, MIDC Industrial Area,  
R.D. Aga Road, Chinchwad,  
Pune – 411 019

**Sub: Results of E-voting and voting by 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 August 5, 2016 to August 9, 2016) and voting by poll (at 35<sup>th</sup> Annual General Meeting (AGM) held on August 10, 2016) conducted as per the provisions of the Companies Act, 2013.

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 means (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 35<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 report on poll at the meeting.

I hereby enclose below reports relating to the voting on the resolutions proposed at the 35<sup>th</sup> Annual General Meeting of the Company held on August 10, 2016:

- a) Report on E-voting;
- b) Report on Poll; and

c) Combined report of e-voting and Poll

I hereby declare that Resolutions Nos. 1,2,4,5,6 and 7 have been passed unanimously and Resolution Nos. 3,8 and 9 have been passed by requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

Thanking you,  
Yours faithfully,

For SVD & Associates

S. V. Deulkar  
Partner  
C. P. No. 965



Place: Pune

Date: August 10, 2016

S. V.Deulkar  
Practicing Company Secretary  
63, Ashok Nagar, Pune 411007

| 35TH ANNUAL GENERAL MEETING OF THEWRMAX LIMITED (CIN: L29299PNI980PLC022787) HELD ON AUGUST 10, 2016 |   |                     |         |                     |         |                     |         |   |  |
|--|---|---------------------|---------|---------------------|---------|---------------------|---------|---|--|
| COMBINED REPORT  |   |                     |         |                     |         |                     |         |   |  |
| Sr. No   | Resolutions   | E - voting          |         | Voting by poll      |         | Total               |         | Result                                  |  |
|  |   | No. of Votes<br>For | Against | No. of Votes<br>For | Against | No. of Votes<br>For | Against |   |  |
| 1  | <b>Ordinary Resolution:</b><br>Adoption of Audited Financial Statements (Standalone & Consolidated) for the year ended on March 31, 2016 together with the Reports of the Auditors And Board of Directors thereon | 99608848            | 0       | 57213               | 0       | 99666061            | 0       | Resolution passed unanimously           |  |
| 2  | <b>Ordinary Resolution:</b><br>Declaration of Dividend for the financial year 2015-2016   | 99608848            | 0       | 57413               | 0       | 99666261            | 0       | Resolution passed unanimously           |  |
| 3  | <b>Ordinary Resolution:</b><br>Re-appointment of Mr. M. S. Unnikrishnan as a Director of the Company  | 99608710            | 138     | 56903               | 0       | 99665613            | 138     | Resolution passed by requisite majority |  |
| 4  | <b>Ordinary Resolution:</b><br>Appointment of M/s. B.K. Khare & Co. as Statutory Auditors   | 99608848            | 0       | 56903               | 0       | 99665751            | 0       | Resolution passed unanimously           |  |
| 5  | <b>Ordinary Resolution:</b><br>Ratification of Appointment of SRBC & Co, as Joint Statutory Auditors  | 99608848            | 0       | 56898               | 0       | 99665746            | 0       | Resolution passed unanimously           |  |
| 6  | <b>Ordinary Resolution:</b><br>Approval of remuneration to M/s Dhananjay V. Joshi & Associates, the Cost Auditors for the financial year 2016-17  | 99608848            | 0       | 56903               | 0       | 99665751            | 0       | Resolution passed unanimously           |  |



S. V. Deulkar  
Practicing Company Secretary  
63, Ashok Nagar, Pune 411007

| 35TH ANNUAL GENERAL MEETING OF THEWRMAX LIMITED (CIN: 129299PN1980PLC022787) HELD ON AUGUST 10, 2016 |   |              |          |                |         |              |          |   |  |
|--|---|--------------|----------|----------------|---------|--------------|----------|---|--|
| COMBINED REPORT  |   |              |          |                |         |              |          |   |  |
| Sr. No   | Resolutions   | E - voting   |          | Voting by poll |         | Total        |          | Result                                  |  |
|  |   | No. of Votes |          | No. of Votes   |         | No. of Votes |          |   |  |
|  |   | For          | Against  | For            | Against | For          | Against  |   |  |
| 7  | <b>Special Resolution:</b><br>Approval for keeping & maintaining Register of Members and other registers/returns at the Corporate Office of the Company | 99608848     | 0        | 56903          | 0       | 99665751     | 0        | Resolution passed unanimously           |  |
| 8  | <b>Special Resolution:</b><br>Approval to grant/extend benefits to the employees of the Company under 'Welfare Schemes'                                 | 99608848     | 0        | 56703          | 200     | 99665551     | 200      | Resolution passed by requisite majority |  |
| 9  | <b>Special Resolution:</b><br>Approval to grant/extend benefits to the employees of the Company under 'ESOP & Welfare Trust'                            | 85971218     | 13503637 | 56503          | 400     | 86027721     | 13504037 | Resolution passed by requisite majority |  |

Date: August 10, 2016  
Place: Pune



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



S. V. Deulkar  
Practicing Company Secretary  
63, Ashoknagar, Pune -411007

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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson,

35<sup>th</sup> Annual General Meeting of the Equity shareholders of Thermax Limited held on Wednesday, August 10, 2016 at 11.30 AM at Yastwantrao Chavan Academy of Development Administration, MDC (Auditorium) Building, Raj Bhavan Complex, Baner Road, Pune – 411007.

Dear Madam,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer of Thermax Limited (“the Company”) for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 35<sup>th</sup> Annual General Meeting of the Equity shareholders of Thermax Limited held on Wednesday, August 10, 2016 at 11.30 AM at Yastwantrao Chavan Academy of Development Administration, MDC (Auditorium) Building, Raj Bhavan Complex, Baner Road, Pune – 411007. I submit my report as under:

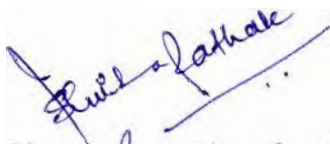
1. The e-voting period remained open from August 5, 2016 (9.00 a.m.) to August 9, 2016 (5.00 p.m.)
2. The shareholders holding shares as on the “cut off” date i.e. August 3, 2016 were entitled to vote on the proposed resolutions (item no. 1 to 9 as set out in the Notice of the 35<sup>th</sup> Annual General Meeting (AGM) of Thermax Limited.)
3. The votes were unblocked on August 10, 2016 at around 1.00 PM in the presence of two witnesses, Ms. Ishita Pathak (Sus Road, Pashan- 411021) and Ms. Purva Pandit, (Kothrud, Pune-





411038) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted “for” and “Against”, were downloaded from the e-voting website of Karvy Computershare Private Limited.



Name: Ishita Patil  
Sus Road, Pashan,  
Pune - 411021



Name: Purva Pandit  
Kothrud, Pune - 411012



5. The result of the e-voting is as under:

- a) **Ordinary Resolution No. 1** – Adoption of Audited Financial Statements (Standalone & Consolidated) for the year ended on March 31, 2016 together with the Reports of the Auditors and Board of Directors thereon.

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

| Number of members voted through electronic voting system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 170  | 99608848                                     | 100%                                  |

(ii) Voted **against** the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| NIL  | NIL   | NIL                                   |

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

| Total number of members who have not voted /whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

- b) **Ordinary Resolution No. 2** – Declaration of Dividend for the financial year 2015-2016.

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

| Number of members voted through electronic voting system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 170  | 99608848                                     | 100%                                  |



(ii) Voted **against** the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| NIL  | NIL   | NIL                                   |

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

| Total number of members who have not voted /whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

- c) **Ordinary Resolution No. 3** – Re-appointment of Mr. M. S. Unnikrishnan as a Director of the Company.

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

| Number of members voted through electronic voting system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 169  | 99608710                                     | 100%                                  |

(ii) Voted **against** the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 1  | 138   | 0.00%                                 |

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

| Total number of members who have not voted /whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

- d) **Ordinary Resolution No. 4** – Appointment of M/s. B.K. Khare & Co. as Statutory Auditors.



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

| Number of members voted through electronic voting system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 170  | 99608848                                     | 100%                                  |

(ii) Voted **against** the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| NIL  | NIL   | NIL                                   |

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

| Total number of members who have not voted /whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

e) **Ordinary Resolution No. 5** – Ratification of Appointment of SRBC & Co. as Joint Statutory Auditors.

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

| Number of members voted through electronic voting system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 170  | 99608848                                     | 100%                                  |

(ii) Voted **against** the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| NIL  | NIL   | NIL                                   |



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

| Total number of members who have not voted /whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

- g) **Ordinary Resolution No. 6** – Approval of remuneration to M/s Dhananjay V. Joshi & Associates, the Cost Auditors for the financial year 2016-17.

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

| Number of members voted through electronic voting system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 170  | 99608848                                     | 100%                                  |

(ii) Voted **against** the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| NIL  | NIL   | NIL                                   |

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

| Total number of members who have not voted /whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

- h) **Special Resolution No. 7** – Approval for keeping & maintaining Register of Members and other registers/returns at the Corporate Office of the Company.

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

| Number of members voted through electronic voting system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 170  | 99608848                                     | 100%                                  |



(ii) Voted **against** the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| NIL  | NIL   | NIL                                   |

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

| Total number of members who have not voted /whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

- i) **Special Resolution No. 8** – Approval to grant/extend benefits to the employees of the Company under ‘Welfare Schemes’.

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

| Number of members voted through electronic voting system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 170  | 99608848                                     | 100%                                  |

(ii) Voted **against** the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| NIL  | NIL   | NIL                                   |

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

| Total number of members who have not voted /whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

- j) **Special Resolution No. 9** – Approval to grant/extend benefits to the employees of the Company under ‘ESOP & Welfare Trust’.



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

| Number of members voted through electronic voting system | Number of votes cast in favour of resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 115  | 85971218                                     | 86.43%                                |

(ii) Voted **against** the resolution:

| Number of members voted through electronic voting system | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 54   | 13503637                                    | 13.57%                                |

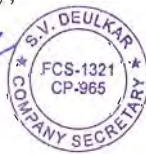
(iii) **Not voted/Invalid** votes:

| Total number of members who have not voted /whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 133993                             |

6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairperson 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,



S. V. Deulkar

Practicing Company Secretary

C. P. No. 965

Place: Pune

Date: August 10, 2016



S. V. Deulkar  
Practicing Company Secretary  
63, Ashoknagar, Pune -411007

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Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairperson,  
35<sup>th</sup> Annual General Meeting of the Equity shareholders of Thermax Limited held on Wednesday, August 10, 2016 at 11.30 AM at Yastwantrao Chavan Academy of Development Administration, MDC (Auditorium) Building, Raj Bhavan Complex, Baner Road, Pune – 411007.

Dear Madam,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries have been appointed as scrutinizer of Thermax Limited ("the Company") for the purpose of the poll taken on below mentioned resolution(s), at the 35<sup>th</sup> Annual General Meeting of the Equity shareholders of Thermax Limited held on Wednesday, August 10, 2016 at 11.30 AM at Yastwantrao Chavan Academy of Development Administration, MDC (Auditorium) Building, Raj Bhavan Complex, Baner Road, Pune – 411007. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairperson, a ballot box kept for polling was locked in my presence with due identification marks placed.
2. The locked ballot box was subsequently 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.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.





4. The result of the Poll is as under:

- a) **Ordinary Resolution No. 1** – Adoption of Audited Financial Statements (Standalone & Consolidated) for the year ended on March 31, 2016 together with the Reports of the Auditors and Board of Directors thereon.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 44   | 57213                        | 100%                                  |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

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

| Total number of members who have not voted /whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 7*  | 22841                              |

“\*” Two shareholders have partly voted “for” and partly not voted on the resolution.

- b) **Ordinary Resolution No. 2** – Declaration of Dividend for the financial year 2015-2016.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 45   | 57413                        | 100%                                  |



(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

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

| Total number of members who have not voted /whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 6*  | 22641                              |

“\*” Two shareholders have partly voted “for” and partly not voted on the resolution.

- c) **Ordinary Resolution No. 3** – Re-appointment of Mr. M. S. Unnikrishnan as a Director of the Company.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 43   | 56903                        | 100%                                  |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

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

| Total number of members who have not voted /whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 8*  | 23151                              |

“\*” Two shareholders have partly voted “for” and partly not voted on the resolution.



- d) **Ordinary Resolution No. 4** – Appointment of M/s. B.K. Khare & Co. as Statutory Auditors.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 43   | 56903                        | 100%                                  |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

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

| Total number of members who have not voted/whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 8*   | 23151                              |

“\*” Two shareholders have partly voted “for” and partly not voted on the resolution.

- e) **Ordinary Resolution No. 5** – Ratification of Appointment of SRBC & Co, as Joint Statutory Auditors.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 42   | 56898                        | 100%                                  |



(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

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

| Total number of members who have not voted /whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 9*  | 23156                              |

“\*” Two shareholders have partly voted “for” and partly not voted on the resolution.

- g) **Ordinary Resolution No. 6** – Approval of remuneration to M/s Dhananjay V. Joshi & Associates, the Cost Auditors for the financial year 2016-17.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 43   | 56903                        | 100%                                  |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

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

| Total number of members who have not voted/whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 8*   | 23151                              |

“\*” Two shareholders have partly voted “for” and partly not voted on the resolution.



- h) **Special Resolution No. 7** – Approval for keeping & maintaining Register of Members and other registers/returns at the Corporate Office of the Company.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 43   | 56903                        | 100%                                  |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

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

| Total number of members who have not voted/whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 8*   | 23151                              |

“\*” Two shareholders have partly voted “for” and partly not voted on the resolution.

- i) **Special Resolution No. 8** – Approval to grant/extend benefits to the employees of the Company under ‘Welfare Schemes’.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 42   | 56703                        | 99.65%                                |



(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 1  | 200                          | 0.35%                                 |

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

| Total number of members who have not voted/whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 8*   | 23151                              |

“\*” Two shareholders have partly voted “for” and partly not voted on the resolution.

j) **Special Resolution No. 9** – Approval to grant/extend benefits to the employees of the Company under ‘ESOP & Welfare Trust’.

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 41   | 56503                        | 99.30%                                |

(ii) Voted **against** the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 2  | 400                          | 0.70%                                 |

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



| Total number of members who have not voted/whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 8*   | 23151                              |

“\*” Two shareholders have partly voted “for” and partly not voted on the resolution.



5. A list of equity shareholders who voted “ FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed
  
6. The poll papers and other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,



S. V. Deulkar  
Practicing Company Secretary  
C. P. No. 965

Place: Pune

Date: August 10, 2016