

BY COURIER

Corporate Finance Division



Ref: Ref: GPK/TL-036/02984
Date: July 30, 2015

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

Fax No: 022-22723121/3719

Company's Scrip Code: 500411

Sub: E- Voting and Poll results of the 34th Annual General Meeting (AGM)

Dear Sir,

The 34th AGM of the Company was 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.

In terms of Clause 35A of the Listing Agreement and the provisions of the Companies Act, 2013 and Rules framed thereunder, we enclose the Scrutinizer's Report for the following:

- a) E- voting which commenced on July 24, 2015 and ended on July 27, 2015;
- b) The poll conducted at the 34th AGM and;
- c) The Combined report of E-voting and Poll mentioned in a) & b) above.

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

Thanking you,

Yours Faithfully,

For **Thermax Limited**

Gajanan P. Kulkarni
Vice President – Legal &
Company Secretary

Encl.: As above

SVD & Associates

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 34th 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, 2013 and 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 34th 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 34th 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

CERTIFIED TRUE COPY
For THERMAX LIMITED



Gajanan P. Kulkarni
Vice President - Legal &
Company Secretary

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

Combined Report
Thermax Limited

Annual General Meeting held on July 28, 2015

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	
1	Adoption of the Financial Statements, the Reports of the Auditor and Board of Directors for the year ended 31st March, 2015 and Consolidated Financial Statements for the year ended March 31, 2015	97676695	0	69294	0	97745989	0	Resolution passed unanimously
2	Declaration of Dividend for the financial year 2014-15	97676695	0	69794	0	97746489	0	Resolution passed unanimously
3	Re-appointment of Mr. Pheroz Pudumjee as a Director of the Company	97456943	108752	69790	0	97526733	108752	Resolution passed with requisite majority
4	Appointment of Statutory Auditors	97466815	209880	69790	0	97536605	209880	Resolution passed with requisite majority
5	Appointment of Joint Statutory Auditors	97666829	9866	69780	5	97736609	9871	Resolution passed with requisite majority
6	Approval of remuneration to the Cost Auditors	97666829	9866	69785	0	97736614	9866	Resolution passed with requisite majority
7	Alteration to the Articles of Association of the Company	97374493	256062	69785	0	97444278	256062	Resolution passed with requisite majority



S. V. DEULKAR
COMPANY SECRETARY
FCS 1321 C P 965
63 Ashok Nagar-Pune-41100

