

VOLTAS LIMITED  
MINUTES OF THE SIXTIETH ANNUAL GENERAL MEETING

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The Sixtieth Annual General Meeting of Voltas Limited was held at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai – 400 020, on Monday, 1<sup>st</sup> September, 2014 at 3.00 p.m.

Present  
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Mr. Ishaat Hussain (in the Chair)  
Mr. Sanjay Johri  
Mr. Nani Javeri  
Mr. R N Mukhija  
Mr. Vinayak Deshpande  
Mr. Thomas Mathew T

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VOLTAS LIMITED



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

Mr. V. P. Malhotra (Vice President –Taxation, Legal & Company Secretary)

Also Present  
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Mr. Byram P Shroff (Partner, Deloitte Haskins & Sells LLP) - Auditors  
Mr. B.H. Antia (Partner, M/s.Mulla & Mulla & Craigie Blunt & Caroe)-Solicitors  
Mrs. Sandhya S Kudtarkar (Vice President – Legal Services, Group Legal Department, Tata Services Limited)

145 members in person, 24 by proxy including from Tata Sons Limited, Tata Investment Corporation Limited, Ewart Investments Limited and The Tata Power Company Limited.

Representatives of Life Insurance Corporation of India, The New India Assurance Company Limited and SBI Mutual Fund.

Proxies registered for 11,31,85,575 equity shares of ₹1 each.

## 1. CHAIRMAN'S ADDRESS TO THE MEETING:

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- (a) Good Afternoon, Ladies and Gentlemen, it is now 3 O'clock and as the requisite quorum, that is minimum of 30 members is present, may I with your permission, call this Meeting to order. I welcome you all to the 60<sup>th</sup> Annual General Meeting of Voltas. We have received proxies for 11,31,85,575 shares representing 34.20% voting rights. The Proxy Register is available at the Hall. The representatives of Financial Institutions/Mutual Funds present here, represent 12.08% voting rights. May I, with the consent of the Members, take the Notice convening the Meeting as read. If the shareholders want, the Company Secretary will read the Auditors Report. Alternatively, as the Report does not contain any qualifications, may I, with the permission of the shareholders, take the Auditor's Report as read.

With the consent of the Members, the Notice convening the Meeting and Auditor's Report were taken as read.

- (b) First of all, I would like to inform the shareholders that in compliance with the provisions of the Companies Act, 2013 and Clause 35B of the Listing Agreement, the Company had provided voting facility to the shareholders to exercise their right to vote at the 60<sup>th</sup> Annual General Meeting by electronic means. For the benefit of Members, who do not have access to e-voting facility, ballot forms were also sent along with the AGM Notice to enable them send their assent or dissent by post. E-voting commenced on 26<sup>th</sup> August, 2014 and was open till 28<sup>th</sup> August, 2014 (6.00 p.m.). The Company has also received Ballot Forms from the shareholders.
- (c) I also wish to inform that pursuant to Section 107 of the Act, there will be no voting on the Resolutions by show of hands. However, for the benefit of shareholders who are present at the Meeting and who have not cast their votes through e-voting/ballot form, voting would be conducted at the end of the Meeting. In case the shareholders present at the Meeting have already cast their vote through e-voting/ ballot form, then such shareholder should not cast his vote at this Meeting as such vote will be considered as invalid. Mr. N. L. Bhatia has been appointed as Scrutinizer for scrutinizing the e-voting process and votes received through ballot form. He is also appointed as Scrutinizer for scrutinizing the voting process in a fair/ transparent manner at the AGM. The results of the voting done at the Meeting would be consolidated with the results of e-voting and ballot forms received and the Report would be submitted to the Stock Exchanges on 2<sup>nd</sup> September, 2014 and also displayed on the website of the Company.
- (d) In addition to the aforesaid statutory announcements, I also wish to inform that in line with the requirements of the Companies Act, 2013, Mr. Nani Javeri and Mr. R N Mukhija, are proposed to be appointed as Independent Directors, not liable to retire by rotation. It is also proposed to appoint Mr. Debendranath Sarangi and Mr. Bahram N Vakil as Independent Directors for a term of 5 years each, effective 1<sup>st</sup> September, 2014. Mr. Debendranath Sarangi is a retired IAS Officer and in his 35 years experience, held several senior positions including

that of Chief Secretary of Tamil Nadu. Mr. Sarangi served as Chairman of Titan (representing Tidco), where I am a Director and I have the highest regard for him and would therefore recommend his appointment to the shareholders. Mr. Sarangi also served as an Advisor to the Government of Tamil Nadu. Mr. Bahram Vakil is a senior partner of AZB & Partners and is amongst India's foremost infrastructure and project finance Attorneys. His expertise in infrastructure and project finance, joint ventures, etc., would benefit the Company's business operations, especially Projects business. The AGM Notice contains Resolution Nos. 6 to 9 for appointment of Independent Directors.

- (e) Mr. S N Menon, due to his indifferent health stepped down as an Independent Director of the Company with effect from 19<sup>th</sup> March, 2014. He was a Director of the Company since September 2008 and also a member of Remuneration Committee. The Directors have placed on record their sincere appreciation of the valuable advice given by him during his tenure on the Board and have wished him speedy recovery.
- (f) Mr. Nasser Munjee has also stepped down as an Independent Director of the Company effective 31<sup>st</sup> August, 2014 to comply with the requirements of SEBI, which restricts directorship of Independent Directors to only 7 listed companies. Mr. Nasser Munjee was a Director of the Company for more than 16 years, since December 1997. He was also the Chairman of Nomination Committee and Member of Board Audit Committee and Ethics and Compliance Committee. His mature advice and constructive approach were invaluable and of great assistance, especially when the Company was passing through difficult times.
- (g) Coming to the year gone by, it was a mixed one, with continued sluggishness in the Indian economy, impacting the topline, offset by the Company's better margins and profitability. With the long-anticipated economic recovery being further delayed, the index of Industrial Production (IIP) continued to tread in the negative area. The Indian Rupee also remained in the Sixties to US Dollar for most part of the year, amid excessive volatility. In Projects business, the pace of execution posed several challenges, leading to both, time and cost overruns. However, Products business did significantly well for the Company. Due to challenging economic conditions and uncertainties, the consolidated Revenue from Operations for 2013-14 was lower by 5% at ₹ 5303 crores as compared to ₹ 5584 crores last year. Nevertheless, the overall profitability improved during 2013-14 primarily due to better performance of Segment B (Engineering Products) and Segment C (Unitary Cooling Products). The consolidated Operating Profit was higher at ₹ 318 crores as compared to ₹ 268 crores last year. PBT and Net Profit were also higher at ₹ 340 crores and was ₹ 246 crores as compared to ₹ 280 crores and ₹ 207 crores, respectively in the previous year.
- (h) The shareholders would be happy to know that Voltas continues to be the market leader and No.1 in Room ACs at Multi-Brand Outlets, with market share of 22.3% in July 2014, much ahead of the competition. The gap between No.1 position (Voltas) and No.2 position (Korean company) has further widened and is around 7%. Mr. Pradeep Bakshi, who heads the Unitary Products business is here and he deserves a clap. (The shareholders welcomed Mr. Bakshi). The

advertisement on “All Weather AC” has been well received in the consumer durables market and if there are any Murthy’s in the crowd, thank you for lending your name.

- (i) I would also like to update the shareholders about the Sidra project and RIEL, which have taken significant amount of time, of not only the Management but also of the Board. First, I will speak about Sidra Medical & Research Centre Project. The Company is executing an iconic project called the Sidra Medical and Research Centre at Qatar since 2008 which is now over 95% complete. This is a large and prestigious state-of-the-art hospital with world class facilities with total investment of approx USD 2.5 billion. The project has been delayed due to variety of reasons most of which, are totally out of the Company’s control. In view of significant upward revision in the estimated costs, the Company had in the past, based on techno-commercial audits accounted for cost overruns aggregating ₹ 440 crores in line with the requirements of Accounting Standard (AS)-7.
- (j) Recently in July 2014, Qatar Foundation (QF), the Client has terminated the Main Contractor from this project and appointed a new contractor in their place. QF has requested the Main Contractor that the sub-contracts, including the sub-contract of Kentz – Voltas Consortium (KVC) be assigned to QF, as per the terms and conditions contained in the original contract with the Main Contractor. The Client has also requested KVC to work with the new contractor to complete the project as per the revised completion date of end July 2015. On the other hand, the Main Contractor is of the view that their termination is illegal and has plans to initiate arbitration proceedings against the Client and has sought support from KVC. The situation is extremely complex and it is not possible for the Board at this stage to take a view, either way, as to what will eventually happen, so we are waiting and watching.
- (k) Therefore, uncertainties in the completion schedule, assignment of the sub-contracts and approval of variations/claims continue, which could modify the Company’s current estimates of cost and entitlements. In the interim, the Company is in dialogue with the Client, the Main Contractor and other agencies and is pursuing its entitlements vigorously and closely monitoring the developments. The Company is also seeking appropriate legal advice, to decide the best way forward.
- (l) Coming to Rohini Industrial Electricals Limited (RIEL), the Company had during 2013-14, purchased the residual 2,98,211 equity shares of ₹ 10 each (16.33% shareholding) from the Promoters and RIEL became a wholly-owned subsidiary of the Company with effect from 14<sup>th</sup> October, 2013. RIEL is passing through difficult times and facing severe liquidity constraints on account of large old outstandings, which is impacting the current business operations. Nevertheless, with integration of RIEL with the Domestic Projects business of the Company, the electrical portion of MEP projects booked by Voltas are executed by RIEL. The order book position of RIEL as on 30<sup>th</sup> June, 2014 was ₹ 167 crores and some enquiries are in pipeline.

(m) On the IR front, I would like to inform the shareholders that subsequent to the last AGM held on 19<sup>th</sup> August 2013, the employees (general staff) have withdrawn their chain-hunger strike from 21<sup>st</sup> August, 2013. As suggested, the Union Officials and Mr. K S Subrahmanya, President of Voltas Employees Federation had a meeting with me and the Managing Director on 26<sup>th</sup> September 2013 whereat, it was emphasised that the pending issues would need to be settled on 'quid pro quo' basis. During the last election of the Federation held in February 2014, a new leadership has emerged and the Management was in dialogue with the new representatives. After detailed discussions and negotiations, an interim agreement was signed on 9<sup>th</sup> May, 2014 with the Federation. As per the Understanding, 27 legal cases have been withdrawn by the Union and 5 cases by the Management. The Company has also paid the ex-gratia amounts to the eligible employees for past 4 years. The Management is hopeful that the comprehensive settlement, on mutually acceptable terms would be reached.

(n) At the same time, out of 82 employees of Materials Handling business (MH) Thane Plant, 52 have been redeployed and efforts are being made to gainfully engage the balance 30 MH employees, as well. So nobody has been laid off. It is not our tradition, not our culture.

(o) Before inviting the speakers to express their views and ask questions, I would also like to apprise the shareholders of the recently announced Unaudited financial results for the quarter ended 30<sup>th</sup> June, 2014. The Company has reported consolidated turnover of ₹ 1757 crores, which is higher by around 10% as compared to ₹ 1603 crores in the corresponding quarter last year. The consolidated Operating profit was significantly higher at ₹ 146 crores as compared to ₹ 60 crores in previous year. Net Profit after minority interest was also higher at ₹ 109 crores as compared to ₹ 41 crores in corresponding quarter last year. The Unitary Cooling Products continues to perform better, year on year. Thank you

## 2. ADOPTION OF DIRECTORS' REPORT AND ANNUAL ACCOUNTS FOR THE YEAR 2013-14:

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(a) The Chairman then moved the following Ordinary Resolution being Resolution No.1, which was seconded by Mr. Gautam Tiwari.

“RESOLVED that the Directors' Report, the audited Statement of Profit and Loss and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2014 and the Balance Sheet as at that date, submitted to this Meeting, be and are hereby approved and adopted.”

(b) Before the Resolution was put to vote, the Chairman welcomed questions and comments from the shareholders and stated that he would answer them to the best of his ability. He requested the shareholders to be brief and informed that in order to have some time limit for each speaker, a red light will come up as an indication.



### 3. DISCUSSIONS ON ANNUAL ACCOUNTS:

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- (a) When the Resolution was thrown open for discussions, the following shareholders spoke or raised queries:-

Dr. Arun Kumar Bopanna, Ms. Lekha Shah, Mrs. Asha Lata Maheshwari, Mr. Gautam Tiwari, Mr. Sharadkumar Jivraj Shah, Mr. Ghanshyam H Bharucha, Mr. Prakash Arvind Vijayakar, Mr. Rusi B Khambatta, Mr. Suresh A Khanolkar, Mr. N V Jhaveri, Mr. K L Makhija, Mr. Beruz Feramroz, Mr. Michael Martins, Ms. Smita Shah and Mr. L Mascarenhas.

- (b) At the outset, the shareholders welcomed the appointment of two new Independent Directors on the Board of Voltas – Mr. Debendranath Sarangi and Mr. Bahram N. Vakil and looked forward to their valuable contribution. The shareholders complimented the Board for satisfactory results and for recommending higher dividend of 185% (including a special Diamond Jubilee dividend of 25%), despite 2013-14 being a difficult year, due to slowdown in the economy coupled with inflation and high interest rates. They also thanked the Management and the employees for their contribution and hard work which had resulted in higher profitability. Some shareholders however felt that the special Diamond Jubilee dividend of 25% could have been higher and requested the Chairman for atleast 200% dividend next year. Many speakers felt that the Company should have given a memento to the shareholders present at the AGM. A shareholder also suggested that the Company should have come out with a separate booklet giving the past history and achievements of the Company during the last sixty years.
- (c) The shareholders stated that the Annual Report was impressive, colourful, informative and transparent and the Directors' Report / Management Discussion and Analysis contained detailed and adequate disclosures and complimented the Company Secretary and his team for the same and also for sending the Annual Report in time. However, some shareholders also complained that they had not received the Annual Report. While complimenting the Corporate Communications Department for the photographs in the Annual Report, a few shareholders suggested that pictures of consumer products as well as specifications of different models of Voltas ACs should be given in the Annual Report.
- (d) The shareholders appreciated the highlights (financials of the Company), given at the beginning of the Annual Report and enquired whether they were pertaining to 'Stand-alone' or Consolidated financial results. If the financials were for Voltas 'Stand-alone', they requested whether the Company could give similar information for Consolidated financial results. The shareholders appreciated the Chairman's Address and few of them requested for a copy (since sent to them).

- (e) The shareholders were happy to know that Voltas had retained its Number 1 position in Airconditioners and had a market share of over 22%, much ahead of the competitors as the gap between Number 1 position and Number 2 was around 700 basis points. They expressed their satisfaction on the services rendered by TSR Darashaw Private Limited, the Company's Registrar and Transfer Agent and stated that they were investor friendly.
- (f) The shareholders requested the Chairman for a Plant visit. A few shareholders commented that as the Reserves were sound and healthy, the Company should consider issue of bonus shares, especially this being the Diamond Jubilee year. Nevertheless, they were happy to know that Voltas share price had shot up and was around ₹ 250 on the date of AGM. Some shareholders complimented the Company for the Community Development pursued for empowering the under-privileged young jobs seekers through 'employability' initiatives, designed to impart opportunity. They were also happy to know that Voltas had in partnership with local institutions supported the education of the children of the Kathkari tribe.
- (g) A shareholder enquired about the Company's strategy for future growth by innovation and technology and whether Voltas ACs were available in small cities as well as on-line. He requested the Chairman to give his views between India and Bharat (urban and rural India) and whether the Company was using Big Data analysis for planning and projections. He expressed his concern on the Sidra project and enquired whether any provision had been made. He also enquired about the growth rate of Voltas in HVAC market and whether the Company had any manufacturing unit in China. He commented that while Voltas ACs were good, duly supported by good advertisements, after sales service would need to further improve and the Company should tie-up with local franchises to have a better reach. He requested the Chairman to clarify whether the Company had a joint venture with Lakshmi Machine Works or it was only an investment.
- (h) A few shareholders commented that in 2013-14, the Projects business had been impacted but Engineering Products and Unitary Cooling Products had performed extremely well. They enquired about the order book position for domestic as well as international businesses and the Revenue / profitability projections for the current year (2014-15). A shareholder stated that as the Company had in Q1 reported Operating Profit of ₹ 146 crores, the Company could close the year with Operating Profit of around ₹ 580 to ₹ 600 crores. One shareholder enquired about the DC Inverter AC models and requested the Chairman to send him a brief write-up on the same (since sent). The shareholders also complimented the Company for the joint venture with Dow for water business and requested the Chairman to share some information on this JV. They also enquired about the Note appearing in the financial statements about the Development Rights transferred in respect of certain properties of the Company for which, conveyance was pending and requested the Chairman to explain the reasons. They felt that as the Company had large investments in Liquid Mutual Funds, there should be zero borrowing and enquired the reason to have large number of bankers in India and overseas.

- (i) Some shareholders expressed their concern on the performance of Rohini Industrial Electricals Limited (RIEL) and the diminution in the value of investments made by Voltas and commented that either the Company should take steps to turnaround RIEL or sell it, if a suitable price was offered. They also expressed their unhappiness on the E-voting process and felt that as E-voting was done prior to the AGM and results on Resolutions known in advance, subsequent conduct of AGM did not serve any purpose. However, most of the speakers commented that they were in favour and supported all the Resolutions as contained in the Notice of the AGM. They enquired with the Chairman about the appointment of a lady Director, as per the requirements of Companies Act, 2013.
- (j) A shareholder commented that he was not looking forward for any bonus shares, but was interested in the 'return' on his investments. The Company had huge cash and bank balances and investments in liquid funds aggregating ₹ 954 crores (as per consolidated financial statements) and stated that if profit from investment was lower than the business profit then, the Company should return the shareholder's money earlier taken in the form of capital.
- (k) Another shareholder requested the Chairman to clarify on short term borrowings, provision for trade guarantees, location of manufacturing plants, number of workers in each plant, subsidiaries making profit or loss, cost for each copy of Annual Report, number of copies printed, foreign exchange translation difference in consolidated financial statements and whether any donation was given to political parties.
- (l) The shareholders also requested the Chairman to clarify on the assignment of long term contracts under Exceptional item in 2013-14; new orders received; purchase of traded goods; number of employees covered under Section 217 (2A) of the Companies Act, 1956; proportion of turnover between domestic and international businesses; whether equity per share indicated in the Highlights page was based on book value or net worth and capex plan for 2014-15.

#### 4. CHAIRMAN'S REPLIES

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- (a) The Chairman thanked the shareholders for their comments and observations on the Annual Report and the good wishes extended to the two new Directors. Commenting on the concern expressed on Sidra project and RIEL, the Chairman stated that he had earlier clarified the position in his Opening Address. The Company had in the past accounted for cost overruns aggregating ₹ 440 crores on Sidra, in line with the requirements of Accounting Standard 7. Based on the present situation, no further provision was necessary. However, uncertainties continued to exist in view of the recent developments. As regards RIEL, the Chairman stated that the Company had paid to the erstwhile Promoters of RIEL for purchase of shares, based on certain business projections, which for variety of reasons, could not be achieved. Moreover, due to losses suffered and low order book position, the Enterprise value of RIEL had decreased and accordingly, provision for diminution in the value of investments was made, in consultation with the Auditors.



- (b) Commenting on Big Data analysis for future planning and projections, the Chairman stated that strategies were evolving and how to deal with the Big Data was itself a subject matter of debate. The Chairman clarified that Voltas was selling ACs on-line through Snap Deal and others. In regard to the concern expressed for Projects business, he stated that due to slowdown in the economy during the past few years, the Index of Industrial Production (IIP) had remained flat and the Index of Capital Goods was declining for the last 15 quarters. Future growth of the Company by innovation and technology would happen once there was revival in the economy and renewal of investments in infrastructure. In the absence of government spent on infrastructure/ announcement of new projects, order booking in domestic business had been impacted. Moreover, due to slow pace of execution of on-going projects, revenue from domestic Project business had declined over the previous year. As regards international projects, the Chairman stated that based on the bad experience on Sidra project, the Board as well as the Management had become very cautious and business boundaries had been defined. The Company was bidding for projects which had reasonable margins and the last 2/3 contracts received by the Company, which were under execution had reasonable profits. However, the Board was continuously deliberating and re-calibrating as to how to grow the international business.
- (c) Commenting on India versus Bharat, the Chairman felt that with improvement in the roads and connectivity, the gap between Urban and Rural India had narrowed down. The challenge before the companies was to improve its distribution network and branding. For AC business, Voltas would need to continuously expand its distribution channels and penetrate into 'B' class and 'C' class towns to make the products available. As regards 'After Sales Service', he agreed with the comment of the shareholder that there was scope for improvement and felt that good service to customer could become a big differentiator for Voltas. The challenge for Voltas was to garner atleast 25% market share in AC business and the present gap of 3% could be made good through Service. The Company was making investment in new CRM software to ensure that the customer's calls/complaints were attended at the earliest. As for growth in HVAC market, he stated that Voltas should grow at 10% but presently, not much investments were taking place. Clarifying on Lakshmi Machine Works (LMW), the Chairman stated that Voltas was the Selling Agent and the Company's Textile Machinery business was doing good work in designing layouts and installing textile machineries manufactured by LMW. The Company enjoyed healthy relationship with LMW and was holding 5.33% stake therein.
- (d) In response to request made by shareholders for bonus shares, the Chairman clarified that the Company was in Project business and due to uncertainties attached thereto, it was important to conserve cash and maintain liquidity. He stated that from about 2009-10, Voltas had witnessed fluctuating profits and though Mr. Johri (Managing Director) and his team were working hard, the Company was yet to sail on a high tide as far as the Project business was concerned. Moreover, during the past few years, the external environment was grim due to slow down in the economy and most of the companies had refrained from issuing bonus shares. Generally, bonus shares were issued when there was high level of confidence and with the new government in place, if the growth

trajectory goes upto 7%, then companies would start feeling confident and the market would again witness issue of bonus shares. Voltas Board was presently hesitating as the Capital Goods Industry was passing through difficult times and Voltas being classified under Capital Goods, this was not the opportune time. Once the Board had the confidence that the Company was having a growing trend/rising curve in its businesses, it would accede to the shareholders request for bonus shares. The Chairman also stated that Voltas share price had recovered and as compared to ₹ 63 one year back, it had currently crossed ₹ 250 (face value Re 1 per share) and hoped that it would continue at the current level.

- (e) Commenting on the order book position, the Chairman stated that it was around ₹ 3800 crores, largely in Segment A (Project business). The split-up between domestic and international business was ₹ 2000 crores and ₹ 1800 crores, respectively. As for proportion of revenue in Segment A, overseas projects contributed 60% of the turnover. However, profitability had been impacted due to delay in execution and completion of projects, resulting into cost overruns. As regards projection of revenue and profit for 2014-15, the Chairman stated that this being sensitive information, he would not be in a position to comment thereon.
- (f) Commenting on the joint venture with Dow, the Chairman stated that the joint venture company would be engaged in marketing and distribution of standardized packaged water and waste water treatment systems. While the Company had a good collaborator (Dow) and an interesting product, the challenge was to get people buy the systems.
- (g) The Chairman informed the shareholders that their request for Plant visit had been noted and he would request the Managing Director to consider the same, if convenient as coordinating and logistics was a difficult task and required lot of efforts. He also shared his views on the requirements of the Companies Act, 2013 and e-voting and stated that as things were evolving, one would need to change and adjust with time. As regards borrowings, the Chairman clarified that the same was pertaining to international business as guarantees were required to be issued to the Clients/Main Contractors for advance payments and performance. Moreover, overdraft facilities were required from local banks for execution of overseas projects. The names of overseas banks were in respect of project related borrowings. In India though there were no borrowings, the Company had a consortium of banks and SBI was the lead bank.
- (h) The Chairman also clarified on the income arising from assignment of long term maintenance contracts which was reflected under Exceptional Income in 2013-14. Due to consolidation of Mining and Construction Equipment companies globally, the Company's agency agreement with one of the foreign Principal for M&CE business had to be concluded. The Company was therefore required to assign the un-expired contracts to the existing dealers of the new Principal and had received one time payment in respect thereof in 2013-14. Commenting on the observation relating to transfer of Development Rights in respect of various properties (land) of the Company, for which conveyance was pending, the Chairman stated that in most cases, government and other approvals were involved, which was a long drawn process. Only after the projects of the Developers were completed and societies formed, conveyance would take place in favour of concerned parties.

- (i) The Chairman also gave suitable replies to provision for trade guarantees, location of Voltas manufacturing plants, number of workmen in each plant, subsidiaries making profits or losses, cost of each copy of Annual Report, number of copies of Annual Report printed, foreign exchange translation difference appearing in consolidated financial statements, number of employees covered under Section 217(2A) of the Companies Act, 1956, purchase of traded goods (Commercial Refrigeration products and Indoor Units for Split ACs) and capex plan for 2014-15. He clarified that the equity per share as indicated in the Highlights page was based on the book value of assets and the Company had not given donation to any political parties.
- (j) The shareholders thanked the Chairman for a patient hearing and for giving suitable replies to their queries/observations.

5. DECLARATION OF DIVIDEND:  
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RESOLUTION NO. 2 – ORDINARY

Proposed by: Dr. Arun Kumar Bopanna

Seconded by: Ms Asha Lata Maheshwari

“RESOLVED that a dividend of ₹ 1.85 per Equity Share of ₹ 1 each (including special Diamond Jubilee dividend of ₹ 0.25 per share) aggregating Rs.61,21,36,769 as recommended by the Board of Directors for the year ended 31<sup>st</sup> March, 2014, be and is hereby declared and that the same be paid to those shareholders whose names appeared on the Company’s Register of Members on 1<sup>st</sup> September, 2014 and in respect of shares held in electronic form, payable to the beneficial owners of the shares as at the end of business hours on 11<sup>th</sup> August, 2014.”

6. REAPPOINTMENT OF MR. ISHAAT HUSSAIN:  
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As this item pertained to Chairman’s own re-election, he proposed Mr. Nani Javeri to Chair, which was seconded by Ms. Smita Shah.

RESOLUTION NO.3 – ORDINARY

Proposed by: Mrs. Asha Lata Maheshwari

Seconded by: Mr. Rusi Khambatta

“RESOLVED that Mr. Ishaat Hussain (DIN: 00027891) who retires under Article 148 of the Articles of Association of the Company as a Director of the Company and who is eligible for reappointment, be and is hereby reappointed a Director.”

Mr. Nani Javeri handed over the Chair back to Mr. Ishaat Hussain.

7. REAPPOINTMENT OF MR. SANJAY JOHRI:  
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RESOLUTION NO. 4 – ORDINARY

Proposed By: Mr. B G Parekh

Seconded By: Dr. Arun Kumar Bopanna

“RESOLVED that Mr. Sanjay Johri (DIN: 00032015) who retires under Article 148 of the Articles of Association of the Company as a Director of the Company and who is eligible for reappointment, be and is hereby reappointed a Director.”

8. APPOINTMENT OF AUDITORS:  
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RESOLUTION NO. 5 – ORDINARY

Proposed by: Mr. Aloysius Mascarenhas

Seconded by: Ms. Smita Shah

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder, as amended from time to time, Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Registration No.117366W/W-100018), the retiring Auditors of the Company, be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Sixty Third AGM (subject to ratification of their appointment at every AGM) and to examine and audit the accounts of the Company for three consecutive financial years between 2014-15 and 2016-17 on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER that the Auditors of the Company be and are hereby authorised to carry out (either themselves or through qualified Associates) the audit of the Company's accounts maintained at all its offices, plants, works and establishments (whether now existing or as may be

established or acquired during the Company's respective financial years, up to 2016-17) wherever situated in India or abroad.

RESOLVED FURTHER that pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Act, the Board of Directors be and is hereby authorized to appoint Deloitte Haskins & Sells LLP, the Company's Auditors and/or in consultation with them, any other person or persons who is/are qualified for appointment as Auditor or Auditors of the Company's Branch offices (whether now existing or as may be established outside India) to examine and audit the accounts for the financial years up to 2016-17, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

9. APPOINTMENT OF MR. NAIN JAVERI AS AN INDEPENDENT DIRECTOR:

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RESOLUTION NO. 6 – ORDINARY

Proposed by: Mrs. Asha Lata Maheshwari

Seconded by: Mr. Gautam Tiwari

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Nani Javeri (DIN: 02731854), a Non-executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 1<sup>st</sup> September, 2014 up to 31<sup>st</sup> August, 2019."

10. APPOINTMENT OF MR. R N. MUKHIJA AS AN INDEPENDENT DIRECTOR :

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RESOLUTION NO. 7 – ORDINARY

Proposed by: Mr. K L Makhija

Seconded by: Mr. B G Parekh

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. R. N. Mukhija (DIN: 00001653), a Non-executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent



Director of the Company with effect from 1<sup>st</sup> September, 2014 up to 4<sup>th</sup> February, 2019.”

11. APPOINTMENT OF MR. DEBENDRANATH SARANGI AS AN  
INDEPENDENT DIRECTOR

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RESOLUTION NO. 8 – ORDINARY

Proposed by: Mrs. Asha Lata Maheshwari

Seconded by: Mr. Aloysius Mascrenhas

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Debendranath Sarangi (DIN: 01408349), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 1<sup>st</sup> September, 2014 up to 31<sup>st</sup> August, 2019.”

12. APPOINTMENT OF MR. BAHRAM NAVROZ VAKIL AS AN  
INDEPENDENT DIRECTOR:

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RESOLUTION NO. 9 – ORDINARY

Proposed by: Ms. Shakuntala Devi K Mahajan

Seconded by: Dr. Arun Kumar Bopanna

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Bahram Navroz Vakil (DIN: 00283980), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 1<sup>st</sup> September, 2014 up to 31<sup>st</sup> August, 2019.”

### 13. APPOINTMENT TO THE BOARD FOR CREATION OF CHARGES :

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#### RESOLUTION NO. 10 – SPECIAL

Proposed by: Mr. Gautam Tiwari

Seconded by: Ms. Smita Shah

“RESOLVED that in supersession of the Ordinary Resolution No.8 passed at the Fifty-First Annual General Meeting of the Company held on 29<sup>th</sup> August, 2005 and pursuant to Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, Insurance companies, other lending/investing agencies or bodies / trustees for holders of debentures/bonds which may be issued to or subscribed to by all or any of the Banks, Financial Institutions, Insurance companies, other lending / investing agencies, or any other person(s)/bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as “Lenders”) to secure rupee/foreign currency loans, debentures/bonds and/or such other borrowings (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, shall not, at any time exceed the limit of ₹ 500 crores (Rupees Five hundred crores only).

RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members, to give effect to the above Resolution.”

#### 14. RATIFICATION OF COST AUDITOR'S REMUNERATION:

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##### RESOLUTION NO. 11 – ORDINARY

Proposed by: Mr. Gautam Tiwari

Seconded by: Mr. Tushar Sodha

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or such other Rules as may be prescribed (including any statutory modifications made thereunder), from time to time, the Company do hereby ratify the remuneration of ₹ 4 lakhs plus service tax and out-of-pocket expenses payable to M/s. Sagar & Associates, the Cost Accountants, who are appointed as Cost Auditors by the Board of Directors of the Company, based on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the year ending 31<sup>st</sup> March, 2015.”

15. The Meeting concluded with a vote of thanks to the Chair proposed by Mrs. Asha Lata Maheshwari. The Chairman requested the shareholders who had not done e-voting or voting in Ballot form earlier sent by post, to proceed with the voting at the Hall and authorized the Company Secretary to carry out the voting process along with the Scrutinizer.



(CHAIRMAN)

26/09/2014

└ VPM:mn:cd  
19.9.2014


Addendum to the Minutes of the 60<sup>th</sup> Annual General Meeting (AGM) of Voltas Limited held on Monday, 1<sup>st</sup> September, 2014 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai – 400 020.

The Scrutinizer, Mr. N L Bhatia submitted his report dated 1<sup>st</sup> September, 2014, addressed to the Chairman containing the combined results of e-voting, voting through Ballot form sent by post as well as voting conducted at the 60<sup>th</sup> AGM had on 1<sup>st</sup> September, 2014. The summary of the said report is as under:

Resolution		Title of the Resolution	Number of Votes			
No	Type		For	%	Against	%
1	Ordinary	Adoption of Audited Statement of Profit and Loss for the year ended 31 <sup>st</sup> March, 2014 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.	21,40,67,893	100%	NIL	N.A.
2.	Ordinary	Declaration of dividend.	21,40,70,093	99.9988	2,610	0.0012
3.	Ordinary	Appointment of Mr. Ishaat Hussain, Director of the Company who retires by rotation and is eligible for reappointment.	20,87,65,660	97.6089	51,14,163	2.3911
4.	Ordinary	Appointment of Mr. Sanjay Johri, Director of the Company who retires by rotation and is eligible for reappointment.	21,34,90,119	99.7279	5,82,474	0.2721
5.	Ordinary	Appointment of Auditors	21,31,64,003	99.5755	9,08,680	0.4245
6.	Ordinary	Appointment of Mr. Nani Javeri as an Independent Director.	21,34,42,896	99.7059	6,29,552	0.2941
7.	Ordinary	Appointment of Mr. R. N. Mukhija as an Independent Director.	21,34,42,979	99.7060	6,29,269	0.2940
8.	Ordinary	Appointment of Mr. Debendranath Sarangi as an Independent Director.	21,40,64,014	99.9961	8,334	0.0039

9.	Ordinary	Appointment of Mr. Bahram Navroz Vakil as an Independent Director.	21,40,60,508	99.9965	7,577	0.0035
10.	Special	Authority to the Board for creation of charges.	21,40,58,371	99.9954	9,772	0.0046
11.	Ordinary	Ratification of Cost Auditor's Remuneration.	21,40,59,882	99.9973	5,741	0.0027

Accordingly, all Resolutions except Resolution No1 were passed by the shareholders with requisite majority. Resolution No.1 was passed unanimously.

  
(CHAIRMAN)  
26/09/2014

VPM:cd  
19.9.2014