



21<sup>st</sup> September, 2019

The Listing Department  
The National Stock Exchange of India Limited,  
Exchange Plaza, Bandra-Kurla Complex  
Bandra (E), Mumbai- 400051  
Scrip Code: TWL (EQ)

BSE Limited  
The Department of Corporate Services-CRD  
1<sup>st</sup> Floor, Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001  
Scrip Code: 532966

**Re: Submission of voting results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Madam/Sir,  
Pursuant to Regulation 44(3) of LODR, we enclose herewith the voting results and Scrutinizer's Report in respect of the business conducted at the 22nd Annual General Meeting of the Company held on Friday, the 20th day of September, 2019.  
Please take the same on records.

Thanking you,  
Yours faithfully,

For Titagarh Wagons Limited

  
Dinesh Arya  
Company Secretary

Encl: As stated above

**TITAGARH WAGONS LIMITED**

CIN: L27320WB1997PLC084819

Registered & Corporate Office: Titagarh Towers, 756 Anandapur, E. M. Bypass, Kolkata - 700 107, India  
Phone : +91 33 4019 0800 | Fax: + 91 33 4019 0823 | Email : corp@titagarh.in | Web: www.titagarh.in

**TITAGARH WAGONS LIMITED**

|                                                                               |                |
|-------------------------------------------------------------------------------|----------------|
| Date of the AGM/EGM                                                           | 20-09-2019     |
| Total number of shareholders on record date                                   | 72812          |
| No. of shareholders present in the meeting either in person or through proxy: |                |
| Promoters and Promoter Group:                                                 | 8              |
| Public:                                                                       | 501            |
| No. of Shareholders attended the meeting through Video Conferencing           |                |
| Promoters and Promoter Group:                                                 | Not Applicable |
| Public:                                                                       | Not Applicable |

| Resolution No.                                                            | 1                                                                                                                                                                                                                                                             |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
|---------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|-----------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019, the consolidated financial statement for the said financial year and the Reports of the Board of Directors and Auditors thereon. |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                                                                                                                                                                                                            |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Category                                                                  | Mode of Voting                                                                                                                                                                                                                                                | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                                                                                                                                                      | 52,838,340             | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                                                                                                                                                                                                                          |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                                                 |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                                                                                                                                                                                                         |                        | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
| Public- Institutions                                                      | E-Voting                                                                                                                                                                                                                                                      | 14,696,975             | 13,161,770              | 89.5543                                                    | 13,161,770                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 29,458          |
|                                                                           | Poll                                                                                                                                                                                                                                                          |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                                                 |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                                                                                                                                                                                                         |                        | 13,161,770              | 89.5543                                                    | 13,161,770                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 29,458          |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                                                                                                                      | 48,070,855             | 81,433                  | 0.0427                                                     | 81,398                       | 35                         | 99.9269                                                | 0.0730                                               | 0             | 0               |
|                                                                           | Poll                                                                                                                                                                                                                                                          |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 777           | 0               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                                                                                 |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                                                                                                                                                                                                         |                        | 81,433                  | 0.0427                                                     | 81,398                       | 35                         | 99.9570                                                | 0.0430                                               | 777           | 0               |
| Total                                                                     |                                                                                                                                                                                                                                                               | 115,606,170            | 66,081,543              | 57.1609                                                    | 66,081,508                   | 35                         | 99.9999                                                | 0.0001                                               | 777           | 29,458          |

For TITAGARH WAGONS LIMITED

D. ARYA  
COMPANY SECRETARY

| Resolution No.                                                            | 2                                                  |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
|---------------------------------------------------------------------------|----------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|-----------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To declare a dividend on Equity Shares. |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                 |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Category                                                                  | Mode of Voting                                     | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group                                               | E-Voting                                           | 52,838,340             | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                               |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                      |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                              |                        | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
| Public- Institutions                                                      | E-Voting                                           | 14,696,975             | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                               |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                      |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                              |                        | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
| Public- Non Institutions                                                  | E-Voting                                           | 48,070,855             | 25,113                  | 0.0427                                                     | 25,083                       | 30                         | 99.9512                                                | 0.0487                                               | 0             | 0               |
|                                                                           | Poll                                               |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 57,097        | 0               |
|                                                                           | Postal Ballot (if applicable)                      |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                              |                        | 25,113                  | 0.0427                                                     | 25,083                       | 30                         | 99.8805                                                | 0.1195                                               | 57,097        | 0               |
| Total                                                                     |                                                    | 115,606,170            | 66,054,681              | 57.1377                                                    | 66,054,651                   | 30                         | 100.0000                                               | 0.0000                                               | 57,097        | 0               |

| Resolution No.                                                            | 3                                                                                                                                                                                                     |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
|---------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|-----------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To appoint a Director in place of Shri Umesh Chowdhary (DIN: 00313652), Vice Chairman & Managing Director, who retires by rotation and, being eligible, offers himself for re-appointment. |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                                                                                                                                                    |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Category                                                                  | Mode of Voting                                                                                                                                                                                        | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                                                                                              | 52,838,340             | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                                                                                                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                         |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                                                                                                                                                 |                        | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
| Public- Institutions                                                      | E-Voting                                                                                                                                                                                              | 14,696,975             | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                                                                                                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                         |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                                                                                                                                                 |                        | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                                                              | 48,070,855             | 81,113                  | 0.0427                                                     | 80,368                       | 745                        | 96.4680                                                | 3.5319                                               | 0             | 0               |
|                                                                           | Poll                                                                                                                                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 1,097         | 0               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                                         |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                                                                                                                                                 |                        | 81,113                  | 0.0427                                                     | 80,368                       | 745                        | 99.0815                                                | 0.9185                                               | 1,097         | 0               |
| Total                                                                     |                                                                                                                                                                                                       | 115,606,170            | 66,110,681              | 57.1861                                                    | 66,109,936                   | 745                        | 99.9989                                                | 0.0011                                               | 1,097         | 0               |



| Resolution No.                                                            | 4                                                                         |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
|---------------------------------------------------------------------------|---------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|-----------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To authorise the Board of Directors to appoint Branch Auditors |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                        |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Category                                                                  | Mode of Voting                                                            | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group                                               | E-Voting                                                                  | 52,838,340             | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                                      |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                             |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                     |                        | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
| Public- Institutions                                                      | E-Voting                                                                  | 14,696,975             | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                                      |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                             |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                     |                        | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
| Public- Non Institutions                                                  | E-Voting                                                                  | 48,070,855             | 81,113                  | 0.0427                                                     | 81,078                       | 35                         | 99.9269                                                | 0.0730                                               | 0             | 0               |
|                                                                           | Poll                                                                      |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 1,097         | 0               |
|                                                                           | Postal Ballot (if applicable)                                             |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                     |                        | 81,113                  | 0.0427                                                     | 81,078                       | 35                         | 99.9569                                                | 0.0431                                               | 1,097         | 0               |
| Total                                                                     |                                                                           | 115,606,170            | 66,110,681              | 57.1861                                                    | 66,110,646                   | 35                         | 99.9999                                                | 0.0001                                               | 1,097         | 0               |

| Resolution No.                                                            | 5                                                                                                                              |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|-----------------|
| Resolution required: (Ordinary/ Special)                                  | SPECIAL - To approve the remuneration of Shri J.P. Chowdhary, Executive Chairman for the remaining period of his existing term |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                                                                             |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Category                                                                  | Mode of Voting                                                                                                                 | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                       | 52,838,340             | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                                                                                           |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                                                                          |                        | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
| Public- Institutions                                                      | E-Voting                                                                                                                       | 14,696,975             | 13,191,228              | 89.7547                                                    | 12,431,091                   | 760,137                    | 94.2375                                                | 5.7624                                               | 0             | 0               |
|                                                                           | Poll                                                                                                                           |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                                                                          |                        | 13,191,228              | 89.7547                                                    | 12,431,091                   | 760,137                    | 94.2376                                                | 5.7624                                               | 0             | 0               |
| Public- Non Institutions                                                  | E-Voting                                                                                                                       | 48,070,855             | 81,113                  | 0.0427                                                     | 79,883                       | 1,230                      | 94.1053                                                | 5.8946                                               | 0             | 0               |
|                                                                           | Poll                                                                                                                           |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 1,097         | 0               |
|                                                                           | Postal Ballot (if applicable)                                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                                                                          |                        | 81,113                  | 0.0427                                                     | 79,883                       | 1,230                      | 98.4836                                                | 1.5164                                               | 1,097         | 0               |
| Total                                                                     |                                                                                                                                | 115,606,170            | 66,110,681              | 57.1861                                                    | 65,349,314                   | 761,367                    | 98.8483                                                | 1.1517                                               | 1,097         | 0               |



| Resolution No.                                                            | 6                                                                                                                                              |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|-----------------|
| Resolution required: (Ordinary/ Special)                                  | SPECIAL - To approve the remuneration of Shri Umesh Chowdhary, Vice Chairman & Managing Director for the remaining period of his existing term |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                                                                                             |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Category                                                                  | Mode of Voting                                                                                                                                 | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                                       | 52,838,340             | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                                                                                                           |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                                                                                          |                        | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
| Public- Institutions                                                      | E-Voting                                                                                                                                       | 14,696,975             | 13,191,228              | 89.7547                                                    | 12,431,091                   | 760,137                    | 94.2375                                                | 5.7624                                               | 0             | 0               |
|                                                                           | Poll                                                                                                                                           |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                                                                                          |                        | 13,191,228              | 89.7547                                                    | 12,431,091                   | 760,137                    | 94.2376                                                | 5.7624                                               | 0             | 0               |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                       | 48,070,855             | 81,113                  | 0.0427                                                     | 79,878                       | 1,235                      | 94.0809                                                | 5.9190                                               | 0             | 0               |
|                                                                           | Poll                                                                                                                                           |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 1,097         | 0               |
|                                                                           | Postal Ballot (if applicable)                                                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                                                                                          |                        | 81,113                  | 0.0427                                                     | 79,878                       | 1,235                      | 98.4774                                                | 1.5226                                               | 1,097         | 0               |
| Total                                                                     |                                                                                                                                                | 115,606,170            | 66,110,681              | 57.1861                                                    | 65,349,309                   | 761,372                    | 98.8483                                                | 1.1517                                               | 1,097         | 0               |

| Resolution No.                                                            | 7                                                                     |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|-----------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To reappoint Shri Sudipta Mukherjee as Whole-time Director |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                    |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Category                                                                  | Mode of Voting                                                        | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group                                               | E-Voting                                                              | 52,838,340             | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                         |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                 |                        | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
| Public- Institutions                                                      | E-Voting                                                              | 14,696,975             | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                         |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                 |                        | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
| Public- Non Institutions                                                  | E-Voting                                                              | 48,070,855             | 81,113                  | 0.0427                                                     | 80,383                       | 730                        | 96.5411                                                | 3.4588                                               | 0             | 0               |
|                                                                           | Poll                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 1,097         | 0               |
|                                                                           | Postal Ballot (if applicable)                                         |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                 |                        | 81,113                  | 0.0427                                                     | 80,383                       | 730                        | 99.1000                                                | 0.9000                                               | 1,097         | 0               |
| Total                                                                     |                                                                       | 115,606,170            | 66,110,681              | 57.1861                                                    | 66,109,951                   | 730                        | 99.9989                                                | 0.0011                                               | 1,097         | 0               |



| Resolution No.                                                            | 8                                                                   |                        |                         |                                                            |                              |                            |                                                         |                                                      |               |                 |
|---------------------------------------------------------------------------|---------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|---------------------------------------------------------|------------------------------------------------------|---------------|-----------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To appoint Shri Anil Kumar Agarwal as Director (Finance) |                        |                         |                                                            |                              |                            |                                                         |                                                      |               |                 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                  |                        |                         |                                                            |                              |                            |                                                         |                                                      |               |                 |
| Category                                                                  | Mode of Voting                                                      | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group                                               | E-Voting                                                            | 52,838,340             | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                                | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                                |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                  | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                       |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                  | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                               |                        | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                                | 0.0000                                               | 0             | 0               |
| Public- Institutions                                                      | E-Voting                                                            | 14,696,975             | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                                | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                                |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                  | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                       |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                  | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                               |                        | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                                | 0.0000                                               | 0             | 0               |
| Public- Non Institutions                                                  | E-Voting                                                            | 48,070,855             | 81,113                  | 0.0427                                                     | 81,008                       | 105                        | 99.5859                                                 | 0.4140                                               | 0             | 0               |
|                                                                           | Poll                                                                |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                  | 0.0000                                               | 1,097         | 0               |
|                                                                           | Postal Ballot (if applicable)                                       |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                  | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                               |                        | 81,113                  | 0.0427                                                     | 81,008                       | 105                        | 99.8706                                                 | 0.1294                                               | 1,097         | 0               |
| Total                                                                     |                                                                     | 115,606,170            | 66,110,681              | 57.1861                                                    | 66,110,576                   | 105                        | 99.9998                                                 | 0.0002                                               | 1,097         | 0               |

| Resolution No.                                                            | 9                                                                                                              |                        |                         |                                                            |                              |                            |                                                         |                                                      |               |                 |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|---------------------------------------------------------|------------------------------------------------------|---------------|-----------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To approve revision of the limit/ceiling of the continuing contract/arrangement with Cimmco Limited |                        |                         |                                                            |                              |                            |                                                         |                                                      |               |                 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes                                                                                                            |                        |                         |                                                            |                              |                            |                                                         |                                                      |               |                 |
| Category                                                                  | Mode of Voting                                                                                                 | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group                                               | E-Voting                                                                                                       | 52,838,340             | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                  | 0.0000                                               | 0             | 52,838,340      |
|                                                                           | Poll                                                                                                           |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                  | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                  | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                                                          |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                  | 0.0000                                               | 0             | 52838340        |
| Public- Institutions                                                      | E-Voting                                                                                                       | 14,696,975             | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                                | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                                                                           |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                  | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                  | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                                                          |                        | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                                | 0.0000                                               | 0             | 0               |
| Public- Non Institutions                                                  | E-Voting                                                                                                       | 48,070,855             | 9,113                   | 0.0094                                                     | 8,973                        | 140                        | 97.3492                                                 | 2.6507                                               | 0             | 16,000          |
|                                                                           | Poll                                                                                                           |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                  | 0.0000                                               | 57,097        | 0               |
|                                                                           | Postal Ballot (if applicable)                                                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                  | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                                                                          |                        | 9,113                   | 0.0094                                                     | 8,973                        | 140                        | 98.4637                                                 | 1.5363                                               | 57,097        | 16000           |
| Total                                                                     |                                                                                                                | 115,606,170            | 13,200,341              | 11.4184                                                    | 13,200,201                   | 140                        | 99.9989                                                 | 0.0011                                               | 57,097        | 52,854,340      |



| Resolution No.                                                            | 10                                                    |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
|---------------------------------------------------------------------------|-------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|-----------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To ratify the Remuneration of Cost Auditor |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                    |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Category                                                                  | Mode of Voting                                        | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group                                               | E-Voting                                              | 52,838,340             | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                         |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                 |                        | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
| Public- Institutions                                                      | E-Voting                                              | 14,696,975             | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                         |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                 |                        | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
| Public- Non Institutions                                                  | E-Voting                                              | 48,070,855             | 81,113                  | 0.0427                                                     | 80,428                       | 685                        | 96.7603                                                | 3.2396                                               | 0             | 0               |
|                                                                           | Poll                                                  |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 1,097         | 0               |
|                                                                           | Postal Ballot (if applicable)                         |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                 |                        | 81,113                  | 0.0427                                                     | 80,428                       | 685                        | 99.1555                                                | 0.8445                                               | 1,097         | 0               |
| Total                                                                     |                                                       | 115,606,170            | 66,110,681              | 57.1861                                                    | 66,109,996                   | 685                        | 99.9990                                                | 0.0010                                               | 1,097         | 0               |

| Resolution No.                                                            | 11                                                                |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
|---------------------------------------------------------------------------|-------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|-----------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - To appoint Shri V.K. Sharma as an Independent Director |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |                 |
| Category                                                                  | Mode of Voting                                                    | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group                                               | E-Voting                                                          | 52,838,340             | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                              |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                     |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                             |                        | 52,838,340              | 100.0000                                                   | 52,838,340                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
| Public- Institutions                                                      | E-Voting                                                          | 14,696,975             | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
|                                                                           | Poll                                                              |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Postal Ballot (if applicable)                                     |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                             |                        | 13,191,228              | 89.7547                                                    | 13,191,228                   | 0                          | 100.0000                                               | 0.0000                                               | 0             | 0               |
| Public- Non Institutions                                                  | E-Voting                                                          | 48,070,855             | 81,113                  | 0.0427                                                     | 81,003                       | 110                        | 99.5615                                                | 0.4384                                               | 0             | 0               |
|                                                                           | Poll                                                              |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 1,097         | 0               |
|                                                                           | Postal Ballot (if applicable)                                     |                        | 0                       | 0.0000                                                     | 0                            | 0                          | 0.0000                                                 | 0.0000                                               | 0             | 0               |
|                                                                           | Total                                                             |                        | 81,113                  | 0.0427                                                     | 81,003                       | 110                        | 99.8644                                                | 0.1356                                               | 1,097         | 0               |
| Total                                                                     |                                                                   | 115,606,170            | 66,110,681              | 57.1861                                                    | 66,110,571                   | 110                        | 99.9998                                                | 0.0002                                               | 1,097         | 0               |



**CONSOLIDATED SCRUTINIZER'S REPORT**

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

Date: 21st September, 2019

To,  
The Chairman  
22nd Annual General Meeting of the Equity Shareholders of Titagarh Wagons Limited  
Held on 20th September, 2019 at 'Bharatiya Bhasha Parushad', 40-30, Shakespeare Sarani, Kolkata -  
700017 at 3.15 P.M.

Dear Sir,

We, Sushil Goyal & Co., Company Secretaries, were appointed as Scrutinizers by the Board of Directors of Titagarh Wagons Limited (the Company), vide Company's letter dated 14th August, 2019, in terms of section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules), for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by ballot in respect of the resolutions contained in the Notice dated 21st August, 2019 proposed at the 22nd Annual General Meeting (AGM) of the Company held on 20th September, 2019 at 3.15 P.M.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means (i.e. by remote e-voting) and voting by ballots in respect of the resolutions contained in the Notice dated 21st August, 2019 proposed at the AGM of the shareholders of the Company. Our responsibility as Scrutinizers for the voting process of voting through electronic means (i.e. by remote e-voting) and voting by ballots at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions as stated above, based on the report generated from the e-voting system provided by Karvy Fintech Private Limited (Karvy), the Agency authorized under the Rules and engaged by the Company to provide such electronic voting facility and voting by ballots at the AGM.

We submit herewith the Consolidated Scrutinizer's Report and relevant details on the results of voting through electronic means (i.e., remote e-voting) and voting by ballots at the AGM as under:

- 1 . The e-voting services were provided by Karvy Fintech Private Limited (Karvy).
- 2 . As per information/confirmations provided by the Company:
  - (a) Advertisements confirming despatch of notices and specifying that business may be transacted through voting by electronic means with other particulars related thereto were published in the Business Standard and Maidan, Kolkata editions on 28th August, 2019.
  - (b) The Shareholders of the Company holding shares as on the "cut-off" date of 13th September, 2019, were entitled to vote on the proposed resolution(s) as set out in the Notice of the AGM of the Company.



- (c) The voting period for remote e-voting commenced on 16th September, 2019 at 9.00 a.m. and ended on 19th September, 2019 at 5.00 p.m.
- (d) Voting by ballot was undertaken at the venue of the AGM and 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 Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
- (e) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- (f) The votes cast under e-voting facility were unblocked, after the voting process by ballot was over at the venue of AGM, on Friday, the 20th September, 2019 at 6:02 p.m. in the presence of two witnesses not being in the employment of the Company.
- (g) On the basis of reports of e-voting downloaded from Karvy's e-voting Website <https://evoting.karvy.com> and the scrutiny of the ballots found in the ballot box, we give below the summary of votes cast "in favour" or "against" the resolutions:

**Item No. 1 : Ordinary Resolution**

| Votes in favour of the Resolution |                                       | Votes against the Resolution |                                       | Invalid Votes |
|-----------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|
| No.                               | % tage of total number of valid votes | No.                          | % tage of total number of valid votes | No.           |
| 66081508                          | 99.99995                              | 35                           | 0.00005                               | 777           |

**Item No. 2 : Ordinary Resolution**

| Votes in favour of the Resolution |                                       | Votes against the Resolution |                                       | Invalid Votes |
|-----------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|
| No.                               | % tage of total number of valid votes | No.                          | % tage of total number of valid votes | No.           |
| 66054651                          | 99.99995                              | 30                           | 0.00005                               | 57097         |

**Item No. 3 : Ordinary Resolution**

| Votes in favour of the Resolution |                                       | Votes against the Resolution |                                       | Invalid Votes |
|-----------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|
| No.                               | % tage of total number of valid votes | No.                          | % tage of total number of valid votes | No.           |
| 66109936                          | 99.999                                | 745                          | 0.001                                 | 1097          |



**Item No. 4 : Ordinary Resolution**

| Votes in favour of the Resolution |                                       | Votes against the Resolution |                                       | Invalid Votes |
|-----------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|
| No.                               | % tage of total number of valid votes | No.                          | % tage of total number of valid votes | No.           |
| 66110646                          | 99.99995                              | 35                           | 0.00005                               | 1097          |

**Item No. 5 : Special Resolution**

| Votes in favour of the Resolution |                                       | Votes against the Resolution |                                       | Invalid Votes |
|-----------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|
| No.                               | % tage of total number of valid votes | No.                          | % tage of total number of valid votes | No.           |
| 65349314                          | 98.848                                | 761367                       | 1.152                                 | 1097          |

**Item No. 6 : Special Resolution**

| Votes in favour of the Resolution |                                       | Votes against the Resolution |                                       | Invalid Votes |
|-----------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|
| No.                               | % tage of total number of valid votes | No.                          | % tage of total number of valid votes | No.           |
| 65349309                          | 98.848                                | 761372                       | 1.152                                 | 1097          |

**Item No. 7 : Ordinary Resolution**

| Votes in favour of the Resolution |                                       | Votes against the Resolution |                                       | Invalid Votes |
|-----------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|
| No.                               | % tage of total number of valid votes | No.                          | % tage of total number of valid votes | No.           |
| 66109951                          | 99.999                                | 730                          | 0.001                                 | 1097          |

**Item No. 8 : Ordinary Resolution**

| Votes in favour of the Resolution |                                       | Votes against the Resolution |                                       | Invalid Votes |
|-----------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|
| No.                               | % tage of total number of valid votes | No.                          | % tage of total number of valid votes | No.           |
| 66110576                          | 99.9998                               | 105                          | 0.0002                                | 1097          |



**Item No. 9 : Ordinary Resolution**

| Votes in favour of the Resolution* |                                       | Votes against the Resolution |                                       | Invalid Votes |
|------------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|
| No.                                | % tage of total number of valid votes | No.                          | % tage of total number of valid votes | No.           |
| 13200201                           | 99.99894                              | 140                          | 0.00106                               | 57097         |

**Item No. 10 : Ordinary Resolution**

| Votes in favour of the Resolution* |                                       | Votes against the Resolution |                                       | Invalid Votes |
|------------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|
| No.                                | % tage of total number of valid votes | No.                          | % tage of total number of valid votes | No.           |
| 66109996                           | 99.999                                | 685                          | 0.001                                 | 1097          |

**Item No. 11 : Ordinary Resolution**

| Votes in favour of the Resolution* |                                       | Votes against the Resolution |                                       | Invalid Votes |
|------------------------------------|---------------------------------------|------------------------------|---------------------------------------|---------------|
| No.                                | % tage of total number of valid votes | No.                          | % tage of total number of valid votes | No.           |
| 66110571                           | 99.9998                               | 110                          | 0.0002                                | 1097          |

The electronic data and all other relevant records relating to voting are under our safe custody until the Chairman considers, approves and signs the Minutes of the AGM and the same will be returned to the Company for safe keeping.

For SUSHIL GOYAL & CO.

(Sushil Kumar Goyal)  
Proprietor  
CP No. 8289  
Membership No. FCS-3969



Countersigned by: