



Date: 28 April, 2023

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|--|---|
| To The Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 BSE SCRIP CODE: 532966 | To The Listing Department National Stock Exchange of India Limited “Exchange Plaza” C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai- 400 051 NSE SYMBOL: TWL |
|--|---|

Dear Sir/Madam,

Sub: Intimation of results of Postal Ballot in terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”)

This is in furtherance to our earlier communication dated March 27, 2023 regarding Notice of Postal Ballot dated March 21, 2023 along with explanatory statement (“Notice”) seeking approval of the members of the Company on the matters as set out in the notice. The e-voting commenced on 28th March, 2023 and concluded on 26th April, 2023.

The Resolutions placed through the Postal Ballot were passed with requisite majority. The resolutions are deemed as passed on the last date of e-voting, i.e. Wednesday, the 26th April, 2023. We enclose herewith:

- a. Voting Results in the format prescribed under Regulation 44 (3) of SEBI (LODR) Regulations, 2023.
- b. Report of the Scrutinizer dated 27th April, 2023

The voting results along with Scrutinizers Report are also being made available on the website of the Company at www.titagarh.in.

We request you to kindly take the above on record.

Thanking you,

For Titagarh Wagons Limited

Dinesh Arya
Company Secretary & Compliance Officer
FCS 3665

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

| General information about company | |
|---|-------------------------|
| Scrip code | 532966 |
| NSE Symbol | TWL |
| MSEI Symbol | NOTLISTED |
| ISIN | INE615H01020 |
| Name of the company | TITAGARH WAGONS LIMITED |
| Type of meeting | Postal Ballot |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 26-04-2023 |
| Start time of the meeting | |
| End time of the meeting | |

| Scrutinizer Details | |
|---|--------------------|
| Name of the Scrutinizer | SUSHIL KUMAR GOYEL |
| Firms Name | SUSHIL GOYEL & CO |
| Qualification | CS |
| Membership Number | 3969 |
| Date of Board Meeting in which appointed | 21-03-2023 |
| Date of Issuance of Report to the company | 27-04-2023 |

| Voting results | |
|---|------------|
| Record date | 24-03-2023 |
| Total number of shareholders on record date | 110396 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of resolution passed in the meeting | 3 |

| Resolution (1) | | | | | | | | |
|--|-------------------------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Ordinary | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | APPOINTMENT OF SHRI SAKET KANDOI AS DIRECTOR (FREIGHT OPERATIONS) | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 57184887 | 57179136 | 99.9899 | 57179136 | 0 | 100.0000 | 0.0000 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 57184887 | 57179136 | 99.9899 | 57179136 | 0 | 100.0000 |
| Public-Institutions | E-Voting | 15164701 | 8231427 | 54.2802 | 7542245 | 689182 | 91.6274 | 8.3726 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 15164701 | 8231427 | 54.2802 | 7542245 | 689182 | 91.6274 |
| Public- Non Institutions | E-Voting | 47221501 | 318200 | 0.6738 | 316817 | 1383 | 99.5654 | 0.4346 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 47221501 | 318200 | 0.6738 | 316817 | 1383 | 99.5654 |
| Total | | 119571089 | 65728763 | 54.9704 | 65038198 | 690565 | 98.9494 | 1.0506 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |

| Resolution (2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | CHANGE IN NAME OF THE COMPANY | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 57184887 | 57184887 | 100.0000 | 57184887 | 0 | 100.0000 | 0.0000 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 57184887 | 57184887 | 100.0000 | 57184887 | 0 | 100.0000 |
| Public-Institutions | E-Voting | 15164701 | 8179478 | 53.9376 | 8179478 | 0 | 100.0000 | 0.0000 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 15164701 | 8179478 | 53.9376 | 8179478 | 0 | 100.0000 |
| Public- Non Institutions | E-Voting | 47221501 | 440916 | 0.9337 | 438292 | 2624 | 99.4049 | 0.5951 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 47221501 | 440916 | 0.9337 | 438292 | 2624 | 99.4049 |
| Total | | 119571089 | 65805281 | 55.0344 | 65802657 | 2624 | 99.9960 | 0.0040 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |

| Resolution (3) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Employee Stock Option Scheme | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 57184887 | 57184887 | 100.0000 | 57184887 | 0 | 100.0000 | 0.0000 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 57184887 | 57184887 | 100.0000 | 57184887 | 0 | 100.0000 |
| Public-Institutions | E-Voting | 15161701 | 8179478 | 53.9483 | 50332 | 8129146 | 0.6153 | 99.3847 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 15161701 | 8179478 | 53.9483 | 50332 | 8129146 | 0.6153 |
| Public- Non Institutions | E-Voting | 47221501 | 438192 | 0.9280 | 434027 | 4165 | 99.0495 | 0.9505 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 47221501 | 438192 | 0.9280 | 434027 | 4165 | 99.0495 |
| Total | | 119568089 | 65802557 | 55.0335 | 57669246 | 8133311 | 87.6398 | 12.3602 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |

Date: 27th April, 2023

To,
The Chairman
Titagarh Wagons Limited
756, Anandapur E M Bypass
Kolkata -700107

Dear Sir,

Sub.: Scrutinizers' Report in respect of Postal Ballot Notice dated 21st March, 2023

This has reference to letter dated 21st March, 2023 of Titagarh Wagons Limited (the Company), intimating our appointment as Scrutinizers, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with Rules prescribed thereunder ("the Rules"), in respect of proposal for passing resolutions, contained in the Notice dated 21st March, 2023, by way of Postal Ballot by voting through electronic means only ("e-voting"/"remote e-voting"), in terms of the said provisions read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Resolutions") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules, read with MCA Circulars, SS-2 and LODR Regulations relating to voting by way of postal ballot by voting through electronic means in respect of the resolutions contained in the Notice dated 21st March, 2023. Our responsibility as Scrutinizers for the voting process of voting through electronic means is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions as stated above, based on the report generated from electronic voting system provided by the National Securities Depository Limited (NSDL), engaged by the Company to provide such electronic e-voting facility.

As per information/confirmations provided by the Company:

- 1 . Advertisements confirming completion of despatch of postal ballot notices dated 21st March, 2023 on 27th March, 2023 only through electronic modes to those shareholders, whose names were recorded in the Register of Members/List of Beneficial Owners as on 24th March, 2023 with e-mail address, seeking approval of the shareholders by Postal Ballot through e-voting with other particulars related thereto were published in the Financial Express, all Editions and Dainik Statesman, Kolkata edition on 28th March, 2023. Those members whose e-mail address were not registered with the Company/Depository, were given option to send their request to the Registrar and Transfer Agents at mdplc@yahoo.co.in or at investors@titagarh.in to receive the Postal Ballot Notice. Soft copy of the Notice was also made available at Company's Website at www.titagarh.in. and on the websites of the Stock Exchanges. i.e., www.bseindia.com and www.nseindia.com as well as on the website of National Securities Depository Limited (NSDL), ie., www.evoting.nsd.com.
- 2 . Notice of postal ballot was sent to the members, whose names appeared in the Register of Members/list of beneficiaries as on Friday, 24th March, 2023.

- 3 . The Company has availed the e-voting facility offered by NSDL for conducting e-voting by the Shareholders of the Company.
- 4 . E-voting commenced on 28th March, 2023 at 9 a.m. (IST) and ended on 26th April, 2023 at 5 p.m. (IST) and e-voting facility at NSDL was blocked thereafter.
- 5 . The Shareholders of the Company holding shares as on the "cut-off" date of 24th March, 2023, were entitled to vote on the proposed resolution(s) as set out in the Postal Ballot Notice dated 21st March, 2023.
- 6 . Voting rights of Equity Shareholders has been reckoned in proportion to their shareholding in the Company on the cut-off date, i.e., 24th March, 2023.
- 7 . We have downloaded the e-voting report from NSDL's e-voting Website www.evoting.nsdl.com by using the Scrutinizers' Log in Id and Password on 26th April, 2023 at 5:19 P.M. in the presence of two witnesses not being in the employment of the Company.
- 8 . Particulars of votes cast electronically have been entered in a register separately maintained for the purpose in terms of requirements of the Companies Act, 2013.
- 9 . **On the basis of reports of e-voting, downloaded from NSDL's e-voting Website www.evoting.nsdl.com, we give below the summary of votes cast "in favour" or "against" the resolutions:**

Item No. 1 : Ordinary Resolution[Appointment of Shri Saket Kandoi]

| Toval Valid Votes | | Votes in favour of the Resolution | | | | Votes against the Resolution | | | |
|---|--|---|--|--|--|---|--|--|--|
| No. of Equity Shareholders voted through e-voting | No. of valid Votes cast by them (in terms of equity shares held) | No. of Equity Shareholders voted through e-voting | % tage of total number of Equity Shareholders voted through e-voting | No. of valid Votes cast by them (in terms of equity shares held) | % tage of total number of valid votes (in terms of number of equity shares held) | No. of Equity Shareholders voted through e-voting | % tage of total number of Equity Shareholders voted through e-voting | No. of valid Votes cast by them (in terms of equity shares held) | % tage of total number of valid votes (in terms of number of equity shares held) |
| 438 | 65728763 | 399 | 91.10 | 65038197 | 98.949 | 39 | 8.90 | 690566 | 1.051 |

Invalid/Abstain Votes

| Total number of Equity Shareholders whose votes cast through e-voting were found to be invalid/who abstained from voting | Total number of votes cast by them |
|--|------------------------------------|
| 1 | 341 |

Item No. 2 : Special Resolution[Change of name of the Company]

| Toval Valid Votes | | Votes in favour of the Resolution | | | | Votes against the Resolution | | | |
|---|--|---|--|--|--|---|--|--|--|
| No. of Equity Shareholders voted through e-voting | No. of valid Votes cast by them (in terms of equity shares held) | No. of Equity Shareholders voted through e-voting | % tage of total number of Equity Shareholders voted through e-voting | No. of valid Votes cast by them (in terms of equity shares held) | % tage of total number of valid votes (in terms of number of equity shares held) | No. of Equity Shareholders voted through e-voting | % tage of total number of Equity Shareholders voted through e-voting | No. of valid Votes cast by them (in terms of equity shares held) | % tage of total number of valid votes (in terms of number of equity shares held) |
| 439 | 65805281 | 399 | 90.89 | 65802657 | 99.996 | 40 | 9.11 | 2624 | 0.004 |

Invalid/Abstain Votes

| Total number of Equity Shareholders whose votes cast through e-voting were found to be invalid/who abstained from voting | Total number of votes cast by them |
|--|------------------------------------|
| 1 | 341 |

Item No. 3 : Special Resolution[Employee Stock Option Scheme]

| Total Valid Votes | | Votes in favour of the Resolution | | | | Votes against the Resolution | | | |
|---|--|---|--|--|--|---|--|--|--|
| No. of Equity Shareholders voted through e-voting | No. of valid Votes cast by them (in terms of equity shares held) | No. of Equity Shareholders voted through e-voting | % tage of total number of Equity Shareholders voted through e-voting | No. of valid Votes cast by them (in terms of equity shares held) | % tage of total number of valid votes (in terms of number of equity shares held) | No. of Equity Shareholders voted through e-voting | % tage of total number of Equity Shareholders voted through e-voting | No. of valid Votes cast by them (in terms of equity shares held) | % tage of total number of valid votes (in terms of number of equity shares held) |
| 437 | 65802216 | 380 | 76.92 | 57668905 | 87.640 | 57 | 11.54 | 8133311 | 12.360 |

Invalid/Abstain Votes

| Total number of Equity Shareholders whose votes cast through e-voting were found to be invalid/who abstained from voting | Total number of votes cast by them |
|--|------------------------------------|
| 1 | 341 |

Please note that in terms of the provisions of the Companies Act, 2013 read with prescribed rules thereunder, the papers related to e-voting shall remain in our custody until the minutes are approved and signed by you.

For SUSHIL GOYAL & CO.



(Sushil Kumar Goyal)

Proprietor

CP No. 8289

Membership No. FCS-3969

UDIN: F003969E000204653

Countersigned by the Chairman: