

REGISTERED OFFICE
756 ANANDAPUR
E M BYPASS,
KOLKATA- 700107
CIN: L28910WB1943PLC168801

TEL : (033) 4019 0800
FAX : (033) 40190823
WEBSITE: www.cimmco.in
E-MAIL: corp@cimmco.in

30th March, 2019

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001
Scrip Code: 505230

National Stock Exchange of India Limited
Exchange Plaza Bandra-Kurla Complex
Bandra (E), Mumbai-400051
Scrip Code: CIMMCO

Re: Results of Postal Ballot

Madam/Sirs,

We wish to inform you that pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 and Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has conducted postal ballot for:

- (a) approval by Special Resolution, for variation of the terms and conditions of the existing 4,00,00,000 8% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS);
- (b) approval by Special Resolution, for authority to furnish guarantee/provide security in favour of a Bank in connection with credit facility(ies) aggregating upto Rs. 150 crore to be availed by Titagarh Wagons Limited, the Holding Company; and
- (c) approval by Special Resolution, for revision of the limit/ceiling of the transactions under the contract or arrangement or Continuing Contract/ Arrangement for purchase/sale of materials/goods and/or supply of services between Titagarh Wagons Limited, Holding Company, and the Company.

The Special Resolutions duly stated in the Postal Ballot Notice have been duly approved by the members of the Company with requisite majority.

We enclose the results of the Postal ballot (including remote e-voting) declared on 30th March, 2019 along with the Scrutinizer's Report.

We request you to take this on record.

Thanking you,
Yours faithfully,
For Cimmco Limited


Dinesh Arya
Group Company Secretary

Encl.: As above.

CIMMCO LIMITED
FORMAT FOR VOTING RESULTS OF POSTAL BALLOT

Date of the AGM	Not Applicable
Total Number of Shareholders on record date	47714
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable
No. of Shareholders present in the meeting through Video Conferencing:	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable

Agenda -wise disclosure(to be disclosed seperately for each agenda item)

Resolution Required: (Ordinary / Special)	Special
Whether promoter/ promoter group are interested in the agenda/ resolution?	Yes

Resolution No. 1: Special Resolution

Approval of the Company for variation of the terms and conditions of the existing 4,00,00,000 8% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) by extension of the redemption period by 5 years with the change in the non-cumulative Dividend rate on the aforesaid NCNCRPS from 8% to a cumulative Dividend of 11%

Promoter/Pu blic		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	22296774	0	0.00	0	0	0	Nil
	Poll		N.A.	N.A.	N.A.	N.A.	-	-
	Postal Ballot		0	0	0	0	0	Nil
	Total		22296774	0	0.00	0	0	0
Public – Institutional holders	E-voting	138485	630	0.45	630	0	100.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	-	-
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		138485	630	0.45	630	0	100.00
Public- Others	E-voting	4913267	38466	0.78	38136	330	99.14	0.86
	Poll		0	0.00	0	0	0	0.00
	Postal Ballot		375	0.01	375	0	100.00	0.00
	Total		4913267	38841	0.79	38511	330	99.15
Total		27348526	39471	0.144	39141	330	99.164	0.836



Am

Resolution Required: (Ordinary / Special)	Special
Whether promoter/ promoter group are interested in the agenda/ resolution?	Yes

Resolution No. 2: Special Resolution

Authority to furnish guarantee/provide security in favour of a Bank in connection with credit facility(ies) aggregating upto Rs. 150 crore to be availed by Titagarh Wagons Limited, the Holding Company

Promoter/Pu blic		No. of shares held 1	No. of votes polled 2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour 4	No. of Votes - against 5	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22296774	0	0.00	0	0	0	0
	Poll		N.A.	N.A.	N.A.	N.A.	-	-
	Postal Ballot		0	0	0	0	0	Nil
	Total		22296774	0	0.00	0	0	0
Public – Institutional holders	E-voting	138485	630	0.45	630	0	100.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	-	-
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		138485	630	0.45	630	0	100.00
Public- Others	E-voting	4913267	38466	0.78	38136	330	99.14	0.86
	Poll		0	0.00	0	0	0	0.00
	Postal Ballot		375	0.01	375	0	100.00	0.00
	Total		4913267	38841	0.79	38511	330	99.15
Total		27348526	39471	0.144	39141	330	99.164	0.836

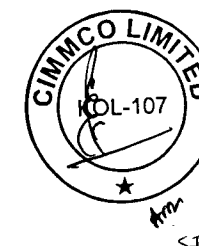


Resolution Required: (Ordinary / Special)	Special
Whether promoter/ promoter group are interested in the agenda/ resolution?	Yes

Resolution No. 3: Special Resolution

Approve revision of the limit/ceiling of the transactions under the contract or arrangement or Continuing Contract/ Arrangement for purchase/sale of materials/goods and/or supply of services between Titagarh Wagons Limited, Holding Company, and the Company, from the existing limit of Rs. 60 crore per financial year to a limit of upto Rs. 150 crore per financial year

Promoter/Pu blic		No. of shares held 1	No. of votes polled 2	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour 4	No. of Votes - against 5	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22296774	0	0.00	0	0	0	0
	Poll		N.A.	N.A.	N.A.	N.A.	-	-
	Postal Ballot		0	0	0	0	0	Nil
	Total		0	0.00	0	0	0	-
Public – Institutional holders	E-voting	138485	630	0.45	630	0	100.00	0.00
	Poll		N.A.	N.A.	N.A.	N.A.	-	-
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		630	0.45	630	0	100.00	0.00
Public- Others	E-voting	4913267	38471	0.78	38141	330	99.14	0.86
	Poll		0	0.00	0	0	0	0.00
	Postal Ballot		375	0.01	375	0	100.00	0.00
	Total		38846	0.79	38516	330	99.15	0.85
Total		27348526	39476	0.144	39146	330	99.164	0.836



SUSHIL GOYAL & CO.
Company Secretaries

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Date: 29.03.2019

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

Dear Sir,

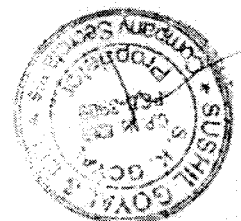
Sub.: Scrutinizers' Report in respect of Postal Ballot Notice dated 5th February, 2019

This has reference to letter dated 5th February, 2019 of Cimmco Limited (the Company), intimating our appointment as Scrutinizers, pursuant to Section 110, read with Rules prescribed thereunder, of the Companies Act, 2013, in respect of proposal for conducting business through postal ballot.

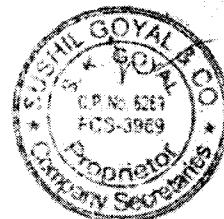
The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to voting through electronic means and voting by postal ballots in respect of the resolutions contained in the Notice dated 5th February, 2019. Our responsibility as Scrutinizers for the voting process of voting through electronic means and voting by postal ballots 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 postal ballots.

As per the information furnished to us by the company and after carrying out the scrutiny of the Postal Ballot Forms, received from the members of the company and report on e-voting downloaded from the Website: <https://evoting.karvy.com> of Karvy Fintech Private Limited (KFPL), we hereby submit our report as under:

- 1 . Postal Ballot Notice dated 5th February, 2019 containing 3 (Three) resolutions for approval of members through postal ballot, in terms of provisions of section 110 of the Companies Act, read with the relevant provisions of the Companies (Management and Administration) Rules, 2014, was sent by the Company to the members in the manner as mentioned in the subsequent paragraphs.



- 2 . In respect of members, who had not registered their e-mail ids with the Company or with the Depository, notice of postal ballot, along with self-addressed prepaid postage envelope, was sent through Courier and the despatch of the same was completed on 26th February, 2019.
- 3 . In respect of members, who had registered their e-mail id with the Company or with the Depository, notice of postal ballot was sent through e-mail.
- 4 . Notice of postal ballot was sent to the members, whose names appeared in the Register of Members/list of beneficiaries as on Friday, 22nd February, 2019.
- 5 . Members were also given the option to vote electronically on e-voting platform, provided by Karvy Fintech Private Limited (KFPL), as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
- 6 . Advertisements regarding completion of despatch of notice of postal ballot were published in the Business Standard and Ekdin, Kolkata edition, on 27th February, 2019.
- 7 . All envelopes containing postal ballot forms, received up to the close of the working hours on 28th March, 2019, the last date and time fixed by the Company for receipt of postal ballot forms, were considered for scrutiny.
- 8 . E-voting commenced on 27th February, 2019 and ended on 28th March, 2019.
- 9 . The envelopes, containing postal ballots, sent by members, were opened in my presence and the shareholding and signatures were matched/confirmed with the Register of Members/List of Beneficiaries as on 22nd February, 2019.
- 10 . We have downloaded the e-voting report from Karvy's e-voting Website <https://evoting.karvy.com> by using the Scrutinizers' Log in Id and Password on 28th March, 2019 at 5:15 P.M. in the presence of two witnesses not being in the employment of the Company.
- 11 . Particulars of all the Postal Ballot Forms received from the Members physically and votes cast electronically have been entered in a register separately maintained for the purpose in terms of requirements of the Companies Act, 2013
- 12 . We did not find any defaced or mutilated ballot papers.



- 13 . On the basis of scrutiny of the postal ballots opened and report of e-voting downloaded from Karvy's e-voting Website <https://evoting.karvy.com>, we give below the summary of votes in favour or against the resolutions:

Resolution No. 1: Special Resolution

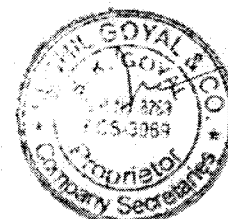
Valid Votes	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Valid Votes	% tage to total valid votes
Votes in favour of the resolution	26	38766	7	375	39141	99.164
Votes against the resolution	3	330	0	0	330	0.836
Total	29	39096	7	375	39471	100.000

	E-voting		Postal Ballots		Total
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes
Invalid Votes	0	0	4	58	58

Resolution No. 2: Special Resolution

Valid Votes	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Valid Votes	% tage to total valid votes
Votes in favour of the resolution	26	38766	7	375	39141	99.164
Votes against the resolution	3	330	0	0	330	0.836
Total	29	39096	7	375	39471	100.000

	E-voting		Postal Ballots		Total
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes
Invalid Votes	0	0	4	58	58



Resolution No. 3: Special Resolution

Valid Votes	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Valid Votes	% tage to total valid votes
Votes in favour of the resolution	26	38771	7	375	39146	99.164
Votes against the resolution	3	330	0	0	330	0.836
Total	29	39101	7	375	39476	100.000


	E-voting		Postal Ballots		Total
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes
Invalid Votes	0	0	4	58	58

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

Thanking you,

Yours faithfully,

For SUSHIL GOYAL & CO


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

