



7th August, 2017

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

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

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 obtaining approval of the shareholders by means of Special Resolutions to increase in the limit under Section 186 of the Act from the present Rs. 1000 crores to Rs. 2500 crores ('the limit') and to invest/furnish security etc. in /for the Company's subsidiary to the extent mentioned in the Notice dated 19th May, 2017 which were dispatched on Thursday, 6th July, 2017.

The Special Resolution duly stated in the Postal Ballot Notice has been duly approved by the members of the Company with *requisite majority*.

We are enclosing the results of the Postal ballot (including remote e-voting) declared on 7th August, 2017 along with the Scrutinizer's Report.

We request you to take this on record.

Thanking you,
Yours faithfully,

For **TITAGARH WAGONS LIMITED**


Dinesh Arya
Company Secretary

Encl: as 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
FORMAT FOR VOTING RESULTS OF POSTAL BALLOT

Date of the AGM	Not Applicable
Total Number of Shareholders on record date	71452
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 separately for each agenda item)

Resolution Required: (Ordinary / Special)	Special
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Special Resolution No. 1

Special Resolution to increase the ceiling on aggregate of investment/loan/security from the present Rs. 1000 crores to Rs. 2500 crores

Promoter/Pub lic	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	(6)=	(7)=
Promoter and Promoter Group	52838340	52838255 N.A. Nil	100.00 N.A. Nil	52838255 N.A. Nil	Nil N.A. Nil	100 N.A. Nil	Nil N.A. Nil
	52838340	52838255	100.00	52838255	-	100	-
Public – Institutional holders	22080281	20788444 N.A. 0	94.15 N.A. 0	19186089 N.A. 0	1602355 N.A. 0	92.29 N.A. 0	7.71 N.A. 0
	22080281	20788444	94.15	19186089	1602355	92.29	7.71
Public- Others	40526999	2432906 N.A. 5923	6.00 N.A. 0.014614948	2432386 N.A. 5923	520 N.A. 0	100 N.A. 100	0.02 N.A. 0
	40526999	2438829	6.02	2438309	520	200	0.02
Total	115445620	76065528	65.889	74462653	1602875	97.893	2.107



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

Special Resolution No. 2

Special Resolution to authorise investment/loan/security to Titagarh Firema Adler SpA, Italy upto a limit of INR 814 crore equivalent to Euro 110 million

Promoter/Pub lic	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	1	2	3	4	5	(6)=	(7)=
Promoter and Promoter Group	52838340	0	0	0	0	0	0
		0	0	0	0	0	0
Postal Ballot		0	0	0	0	0	0
Total	52838340	0	0	0	0	0	0
Public – Institutional holders	22080281	20787944	94.15	20787944	0	100.00	0.00
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Postal Ballot		0	0	0	0	0	0
Total	22080281	20787944	94.15	20787944	0	100.00	0.00
Public- Others	40526999	2433315	6.00	2432440	875	100	0.04
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Postal Ballot		5223	0.012887705	5223	0	100	0
Total	40526999	2438538	6.02	2437663	875	200	0.04
Total	115445620	23226482	20.119	23225607	875	99.996	0.004

For TITAGARH WAGONS LIMITED

D. ARYA
COMPANY SECRETARY

SUSHIL GOYAL & CO.
Company Secretaries

"GURU HOUSE", 4th Floor, Chamber - 41
41, Govt. Place (North), Kolkata - 700001
West Bengal, India
Mobile: +91 98301 40988
E-Mail: sskgoyal@gmail.com
Phone: +91 33 4003 6784
Fax: +91 33 2248 4808

Date: 07.08.2017

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 19th May, 2017

This has reference to letter dated 19th May, 2017 of Titagarh Wagons 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 19th May, 2017. 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 Computershare 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 of Karvy Computershare Private Limited (KCPL), we hereby submit our report as under:

1. Postal Ballot Notice dated 19th May, 2017 containing 2 (Two) 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.



SUSHIL GOYAL & CO.
Company Secretaries

"GOLDA HOUSE", 4th Floor, Chamber - 4i
4, Govt. Place (North), Kolkata - 700001
West Bengal, India
Mobile: +91 98301 40998
E. Mail: csgkgoyal@gmail.com
Phone: +91 33 4003 6784
Fax: +91 33 2248 4808

- 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 6th July, 2017.
- 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, 30th June, 2017.
- 5 . Members were also given the option to vote electronically on e-voting platform, provided by Karvy Computershare Private Limited (KCPL), 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 7th July, 2017.
- 7 . All envelopes containing postal ballot forms, received up to the close of the working hours on 5th August, 2017, the last date and time fixed by the Company for receipt of postal ballot forms, were considered for scrutiny.
- 8 . E-voting commenced on 7th July, 2017 and ended on 5th August, 2017.
- 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 30th June, 2017.
- 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 5th August, 2017 at 5:27 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	117	74456730	32	5923	74462653	97.893
Votes against the resolution	21	1602875	0	0	1602875	2.107
Total	138	76059605	32	5923	76065528	100.000

	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes	
Invalid Votes	0	0	4	70	70	

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	117	23220384	29	5223	23225607	99.996
Votes against the resolution	10	875	0	0	875	0.004
Total	127	23221259	29	5223	23226482	100.000

	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes	
Invalid Votes	0	0	4	70	70	

SUSHIL GOYAL & CO.
Company Secretaries

'GLISA HOUSE', 4th floor, Chamber - 41
A, Govt. Place (North), Kolkata - 700001
West Bengal, India
Mobile: +91 98301 40998
E-Mail: ssgoyal@gmail.com
Phone: +91 33 4016 4888/4800
Fax: +91 33 4016 4889/4824

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

Countersigned by:

