



29th September, 2016

1. **National Stock Exchange of India Limited**
Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051
2. **BSE Limited**
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001

Sub: Submission of Voting Results under Regulation 44(3) of SEBI (LODR) Regulation, 2015

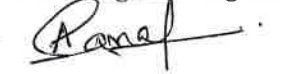
Dear Sirs,

Pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016, we enclose herewith voting result in respect of the business conducted at the 19th Annual General Meeting held on 29th September, 2016.

Please take the above on record.

Thanking you,

Yours faithfully,
For Titagarh Wagons Limited



✓ **Authorized Signatory**



TITAGARH WAGONS LIMITED
FORMAT FOR VOTING RESULTS



Date of the AGM	29.09.2016
Total Number of Shareholders on record date	56318
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	16
Public	56302
No. of Shareholders present in the meeting through Video Conferencing:	
Promoters and Promoter Group	NIL
Public	NIL

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

Adoption of Annual Financial Statements, Reports of the Board of Directors and Auditors for the Financial Year ended 31st March, 2016

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	53207085	53187265	99.96	53187265	Nil	100	Nil
		-	0.00	-	-	-	-
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	53207085	53187265	99.96	53187265	-	100	-
Public – Institutional holders	29008631	18958858	65.36	17405603	153255	91.81	8.19
		-	-	-	-	-	-
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	29008631	18958858	65.36	17405603	153255	91.81	8.19
Public- Others	33196154	3067	0.01	3062	5	100	0.16
		227	0.00	277	0	0	0.00
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	33196154	3294	0.01	3339	153260	100	8.36
Total	115411870	72149417	62.515	70596207	153260	97.847	2.153



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

Special Resolution No. 2

Re-Appointment of Shri Umesh Chowdhary as Vice Chairman & Managing Director, liable to retire by rotation.

Promoter/Pu blic	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 $(7)=$ $[(5)/(2)]*100$
Promoter and Promoter Group	-1	-2	99.96	-4	Nil	100	Nil
	E-voting	53187265	99.96	53187265			
	Poll	-	0.00	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public – Institutional holders	53207085	53187265	99.96	53187265	-	100	-
	Total						
	E-voting	18958858	65.36	18673941	284917	98.50	1.50
	Poll	-	-	-	-	-	-
Public- Others	29008631	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot						
	Total						
	E-voting	18958858	65.36	18673941	284917	98.50	1.50
Public- Others	33196154	3067	0.01	3062	5	100	0.16
	Poll	277	0.00	277	0	0	0.00
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total						
Total	33196154	3344	0.01	3339	284922	100	1.67
	115411870	72149467	62.515	71864545	284922	99.605	0.395

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

Special Resolution No. 3

Confirmation of Interim Dividend @ INR 0.80 per share declared by the Board as final

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	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting Poll	53207085	53187265	99.96	53187265	Nil	Nil
	Postal Ballot		-	0.00	-	-	-
	Total		N.A.	N.A.	N.A.	N.A.	N.A.
			53187265	99.96	53187265	100	-
Public – Institutional holders	E-voting Poll	29008631	18958858	65.36	18958858	0	0.00
	Postal Ballot		-	-	-	-	-
	Total		N.A.	N.A.	N.A.	N.A.	N.A.
			18958858	65.36	18958858	100.00	0.00
Public- Others	E-voting Poll	33196154	3067	0.01	3062	5	0.16
	Postal Ballot		227	0.00	227	0	0.00
	Total		N.A.	N.A.	N.A.	N.A.	N.A.
			3294	0.01	3289	100	0.16
Total		115411870	72149417	62.515	72149412	5	0.000

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

Special Resolution No. 4

Ratification of appointment of Statutory Auditors and authorise Board of Directors to fix their remuneration

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	53207085	53187265	99.96	53187265	Nil	100	Nil
		-	0.00	-	-	-	-
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		53187265	99.96	53187265	-	100	-
Public – Institutional holders	29008631	18958858	65.36	18958858	0	100.00	0.00
		-	-	-	-	-	-
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		18958858	65.36	18958858	0	100.00	0.00
Public-	29008631	3067	0.01	3062	5	100	0.16



Promoter/Pu blic	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		-4	-5		
Promoter and Promoter Group	53207085	53187265	99.96	53187265	Nil	100	Nil
		-	0.00	-	-	-	-
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	53207085	53187265	99.96	53187265	-	100	-
Public – Institutional holders	29008631	18958858	65.36	18958858	0	100.00	0.00
		-	-	-	-	-	-
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	29008631	18958858	65.36	18958858	0	100.00	0.00
Public- Others	33196154	3067	0.01	3062	5	100	0.16
		227	0.00	227	0	0	0.00
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	33196154	3294	0.01	3289	5	100	0.16
Total	115411870	72149417	62.515	72149412	5	100.000	0.000

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

Special Resolution No. 7
Reclassification of one of the promoters of the Company

Promoter/Pu blic	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		-4	-5		
Promoter and Promoter Group	53207085	53187265	99.96	53187265	Nil	100	Nil
		-	0.00	-	-	-	-
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	53207085	53187265	99.96	53187265	-	100	-



Public – Institutional holders	E-voting Poll	29008631	18958858	65.36	18958858	0	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Others	E-voting Poll	33196154	18958858	65.36	18958858	0	100.00	0.00
	Postal Ballot		3067	0.01	3062	5	100	0.16
	Total		227	0.00	227	0	0	0.00
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
Total		33196154	3294	0.01	3289	5	100	0.16
		115411870	72149417	62.515	72149412	5	100.000	0.000

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

Special Resolution No. 8

Approval of change in terms & designation of Shri Sudipta Mukherjee

Promoter/Pu blic	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	-4	53187265	Nil	-5 [(4)/(2)]*100	[(5)/(2)]*100
Promoter and Promoter Group	53207085	53187265	99.96	53187265	Nil	100	Nil
		-	0.00	-	-	-	-
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	53207085	53187265	99.96	53187265	-	100	-
Public – Institutional holders	29008631	18958858	65.36	18958858	0	100.00	0.00
		-	-	-	-	-	-
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	29008631	18958858	65.36	18958858	0	100.00	0.00
Public- Others	33196154	3067	0.01	2762	305	90	9.94
		227	0.00	227	0	0	0.00
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	33196154	3294	0.01	2989	305	90	9.94
Total	115411870	72149417	62.515	72149112	305	100.000	0.000

Resolution Required: (Ordinary / Special)	Special
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Whether promoter/ promoter group are interested in the agenda/ resolution?					Yes
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Special Resolution No. 9

Approval of Related Party Transactions

Promoter/Pu blic	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)= -5 [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	-1	-2					
	E-voting	0	0.00	0	0	0	0
	Poll	-	0.00	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	53207085	0	0.00	0	-	0	-
Public – Institutional holders	E-voting	18958858	65.36	17500253	1458605	92.31	7.69
	Poll	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	29008631	N.A.	N.A.	N.A.	N.A.	N.A.
Public- Others	E-voting	18958858	65.36	17500253	1458605	92.31	7.69
	Poll	3067	0.01	2762	305	90	9.94
	Postal Ballot	227	0.00	227	0	0	0.00
	Total	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	33196154	3294	0.01	2989	1458910	90	17.64
	115411870	18962152	16.430	17503242	1458910	92.306	7.694

Resolution Required: (Ordinary / Special)

Whether promoter/ promoter group are interested in the agenda/ resolution?					Special
					No

Special Resolution No. 10

Ratification of remuneration of Cost auditor

Promoter/Pu blic	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)= -5 [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and	-1	-2					
	E-voting	53187265	99.96	53187265	Nil	100	Nil

Promoter Group	Poll	53207085	-	0.00	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	53207085	53187265	99.96	53187265	-	100	-	-
Public – Institutional holders	E-voting	29008631	18958858	65.36	18958858	0	100.00	0.00	0.00
	Poll		-	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	29008631	18958858	65.36	18958858	0	100.00	0.00	0.00
Public- Others	E-voting	33196154	3067	0.01	3062	5	100	0.16	0.16
	Poll		227	0.00	227	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	33196154	3294	0.01	3289	5	100	0.16	0.16
Total		115411870	72149417	62.515	72149412	5	100.000	0.000	0.000

For TITAGARH WAGONS LIMITED



[Signature]
D. ARYA
COMPANY SECRETARY