



19th May 2017

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

Dear Sirs,

Sub: Audited Financial Results – FYE 2016-17

Pursuant to the Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, we enclose herewith Standalone and Consolidated Audited Financial Results of the Company for the quarter and year ended 31st March, 2017 along with Auditors' Report thereon. The Statement of Impact on Audit Qualifications on Consolidated Financial Results is also attached herewith.

Please take this on record

Thanking you,

Yours faithfully,
For Titagarh Wagons Limited

D Arya
Company Secretary
Enclosed: As stated above

Works: Mal Godown Road, Bharatpur – 321 001, Rajasthan. Phone: (05644)238756, Fax: (05644)238757

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

Auditor's Report On Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
Board of Directors of
Titagarh Wagons Limited,

1. We have audited the accompanying statement of quarterly standalone financial results of Titagarh Wagons Limited ('the Company') for the quarter ended March 31, 2017] and for the year ended March 31, 2017, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. The quarterly standalone financial results are the derived figures between the audited figures in respect of the year ended March 31, 2017 and the published year-to-date figures up to December 31, 2016, being the date of the end of the third quarter of the current financial year, which were subject to limited review. The standalone financial results for the quarter ended March 31, 2017 and year ended March 31, 2017 have been prepared on the basis of the standalone financial results for the nine-month period ended December 31, 2016, the audited annual standalone Ind AS financial statements as at and for the year ended March 31, 2017, and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, which are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these standalone financial results based on our review of the standalone financial results for the nine-month period ended December 31, 2016 which was prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard (Ind AS) 34 Interim Financial Reporting, specified under Section 133 of the Companies Act 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India; our audit of the annual standalone Ind AS financial statements as at and for the year ended March 31, 2017; and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion and to the best of our information and according to the explanations given to us, these quarterly standalone financial results as well as the year to date results:
 - i. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, in this regard; and
 - ii. give a true and fair view of the net profit including other comprehensive and other financial information for the quarter ended March 31, 2017 and for the year ended March 31, 2017.



S.R. BATLIBOI & Co. LLP

Chartered Accountants

4. The financial information of the Company as at and for the corresponding year ended March 31, 2016, have been prepared considering the merger of certain subsidiary companies with effect from April 01, 2015 pursuant to Court Order dated July 11, 2016 more fully described in note no 4 of the accompanying Standalone financial results . The financial statement and other financial information of these subsidiaries prepared under Previous GAAP, have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management and has been relied upon by us . Adjustments made to the previously issued financial information prepared in accordance with the Companies (Accounting Standards) Rules, 2006 after considering the effect of the aforesaid order and on transition to Ind AS have been audited by us. Our opinion is not qualified in respect of this matter.
5. Further, read with paragraph 1 above, we report that the figures for the quarter ended March 31, 2017 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2017 and the published year-to-date figures up to December 31, 2016, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review as stated in paragraph 1 above, as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005



per **Kamal Agarwal**

Partner

Membership Number: 58652

Place of Signature: Kolkata

Date: May 19, 2017



TITAGARH WAGONS LIMITED REGISTERED OFFICE - 756, ANANDAPUR, EM-BYPASS, KOLKATA - 700107 STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2017						
(Rs in lacs)						
SL.	PARTICULARS	QUARTER ENDED			YEAR ENDED	
		Mar 31, 2017	Dec 31, 2016	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016
		Audited (Refer Note 7)	Unaudited	Unaudited (Refer Note 8)	Audited	Audited (Refer Note 4)
1	Revenue					
	a) Revenue from operations	10,683.27	8,567.30	7,951.97	37,033.60	32,585.61
	b) Other Income	966.44	473.06	904.30	2,431.36	2,664.02
	Total Revenue	11,649.71	9,040.36	8,856.27	39,464.96	35,249.63
2	Expenses					
	a) Cost of raw materials & components consumed/sold	6,699.48	5,296.80	4,585.84	21,357.12	20,114.15
	b) Change in inventories of finished goods, work-in-progress and stock in trade	(2,105.65)	(449.53)	(384.60)	(1,638.90)	(466.83)
	c) Employee benefits expense	574.52	554.75	329.93	2,255.15	2,000.74
	d) Excise Duty	848.01	401.33	448.76	2,115.42	1,437.18
	e) Finance costs	154.37	144.06	143.59	438.44	542.09
	f) Depreciation and amortisation expense	440.58	235.07	395.92	1,156.02	1,212.65
	g) Other expenses	4,233.12	2,412.17	2,873.24	11,150.30	9,845.77
3	Total Expenses	10,844.43	8,594.65	8,392.68	36,833.55	34,685.75
4	Profit before exceptional items & tax (1-3)	805.28	445.71	463.59	2,631.41	563.88
5	Exceptional Items	-	-	1,954.16	-	1,954.16
6	Profit / (Loss) before tax (4-5)	805.28	445.71	(1,490.57)	2,631.41	(1,390.28)
	Tax expense / (benefit)					
	a) Current tax including tax relating to earlier years	(212.53)	212.53	(206.56)	-	(206.56)
	b) Deferred tax charge / (credit)	316.45	(95.07)	(305.44)	703.04	(285.54)
7	Net tax expense / (benefit)	103.92	117.46	(512.00)	703.04	(492.10)
8	Net profit / (loss) after tax (6-7)	701.36	328.25	(978.57)	1,928.37	(898.18)
9	Other comprehensive income					
	Items not to be reclassified to profit or loss in subsequent periods :					
	Re-Measurement gains/(losses) on defined benefit plans	5.15	(8.73)	(17.59)	(21.04)	39.66
	Income tax relating to above	(1.78)	3.02	5.98	7.28	(13.48)
	Total Other Comprehensive Income	3.37	(5.71)	(11.61)	(13.76)	26.18
10	Total comprehensive income	704.73	322.54	(990.18)	1,914.61	(872.00)
11	Paid up equity share capital (Face value Rs. 2/- each)	2,308.24	2,308.24	2,307.69	2,308.24	2,307.69
12	Earnings per share					
	- Basic	0.61	0.28	(0.82)	1.67	(0.75)
	- Diluted	0.60	0.27	(0.83)	1.66	(0.76)
		(not annualised)	(not annualised)	(not annualised)		



TITAGARH WAGONS LIMITED						
REGISTERED OFFICE - 756, ANANDAPUR, EM-BYPASS, KOLKATA - 700107						
SEGMENTWISE REVENUE, RESULTS, ASSETS AND LIABILITIES						
(Rs.in lacs)						
STANDALONE						
SL.	PARTICULARS	QUARTER ENDED			YEAR ENDED	
		Mar 31, 2017	Dec 31, 2016	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016
		Audited (Refer Note 7)	Unaudited	Unaudited (Refer Note 8)	Audited	Audited (Refer Note 4)
1	Segment revenue (gross)					
	a) Wagons & coaches	8,485.05	6,992.03	7,062.72	29,341.56	29,738.79
	b) Specialised Equipments & Bridges	2,011.17	1,445.52	749.54	7,171.51	1,938.40
	c) Others	187.05	129.75	139.71	520.53	908.42
	Net sales/ Income from operations	10,683.27	8,567.30	7,951.97	37,033.60	32,585.61
2	Segment results (Profit / (Loss) before tax and interest)					
	a) Wagons & coaches (including exceptional loss)	453.10	529.25	116.06	2,023.09	655.86
	b) Specialised Equipments & Bridges	409.18	247.48	245.40	1,398.55	159.89
	c) Others	140.80	(28.75)	(1795.08) *	106.29	(1955.11) *
	Total	1,003.08	747.98	(1,433.62)	3,527.93	(1,139.36)
	Less / (Add)					
	i Interest Income - Net	(183.02)	(196.38)	(407.57)	(992.33)	(1,582.36)
	ii Unallocable expenditure net of income	380.82	498.65	464.52	1,888.85	1,833.28
	Total profit before taxes	805.28	445.71	(1,490.57)	2,631.41	(1,390.28)
3	Segment Assets					
	a) Wagons & coaches	50,108.67	34,660.40	44,740.20	50,108.67	44,740.20
	b) Specialised Equipments & Bridges	5,366.14	5,418.68	4,370.37	5,366.14	4,370.37
	c) Others	1,410.90	1,428.91	1,765.17	1,410.90	1,765.17
	d) Unallocated	50,879.49	45,195.52	50,037.19	50,879.49	50,037.19
	Total Segment Assets	1,07,765.20	86,703.51	1,00,912.93	1,07,765.20	1,00,912.93
4	Segment Liabilities					
	a) Wagons & coaches	6,299.61	6,509.72	6,505.44	6,299.61	6,505.44
	b) Specialised Equipments & Bridges	2,394.44	2,505.86	522.01	2,394.44	522.01
	c) Others	930.35	114.65	405.42	930.35	405.42
	d) Unallocated	8,658.08	5,860.74	6,007.66	8,658.08	6,007.66
	Total Segment Liabilities	18,282.48	14,990.97	13,440.53	18,282.48	13,440.53
	*Includes exceptional item relating to merged subsidiaries					



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TITAGARH WAGONS LIMITED
REGISTERED OFFICE - 756, ANANDAPUR, EM-BYPASS, KOLKATA - 700107
STATEMENT OF ASSETS AND LIABILITIES

SL	PARTICULARS	(Rs.in lacs)	
		As at	
		Mar 31, 2017	Mar 31, 2016
		Audited	Audited (Refer Note 4)
A	ASSETS		
1	Non-current assets		
a)	Property, Plant and Equipment	29,142.79	29,849.43
b)	Capital work-in-progress	172.70	19.09
c)	Other Intangible assets	1,580.59	59.90
d)	Intangible assets under development	315.73	165.69
e)	Financial Assets		
i)	Investments	36,308.82	23,280.82
ii)	Trade receivables	169.98	207.37
iii)	Loans and deposits	164.90	942.63
iv)	Other financial assets	173.77	347.47
f)	Other non-current tax asset	2,429.31	2,311.55
g)	Other non-current assets	733.98	262.47
	Sub total - Non-current assets	71,192.57	57,446.42
2	Current assets		
a)	Inventories	15,007.14	13,880.86
b)	Financial Assets		
i)	Trade receivables	11,005.52	7,147.60
ii)	Cash and cash equivalents	468.55	157.25
iii)	Bank balances other than (ii) above	1,146.89	14,712.58
iv)	Loans and deposits	2,858.44	1,823.71
v)	Other financial assets	1,425.46	2,361.14
c)	Other tax assets	306.77	306.77
d)	Other current assets	4,353.86	3,076.60
	Sub total - Current assets	36,572.63	43,466.51
	TOTAL - ASSETS	1,07,765.20	1,00,912.93
B	EQUITY AND LIABILITIES		
1	Equity		
a)	Equity share capital	2,308.24	2,307.69
b)	Other Equity	87,174.48	85,164.71
	Sub total - Equity	89,482.72	87,472.40
2	Non-current liabilities		
a)	Provisions	318.07	333.96
b)	Deferred tax liabilities (net)	3,512.23	3,348.10
c)	Other non-current liabilities	25.71	186.19
	Sub total - Non-current liabilities	3,856.01	3,868.25
3	Current liabilities		
a)	Financial Liabilities		
i)	Borrowings	4,336.63	1,331.36
ii)	Trade payables	3,653.30	3,614.65
iii)	Other financial liabilities	610.89	699.11
b)	Other current liabilities	4,537.60	2,308.27
c)	Provisions	1,288.05	1,618.89
	Sub total - Current liabilities	14,426.47	9,572.28
	TOTAL - EQUITY AND LIABILITIES	1,07,765.20	1,00,912.93



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TITAGARH WAGONS LIMITED
REGISTERED OFFICE - 756, ANANDAPUR, EM-BYPASS, KOLKATA - 700107

Notes:

- 1 The financial results of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules, 2015 as amended. The Company adopted Ind AS from 1st April 2016, with the date of transition as 1st April 2015. Financial results for all the periods presented have been prepared in accordance with the recognition and measurement principles of Ind AS.
- 2 Operating segments based on the Company's products have been identified as "Wagons & Coaches", "Specialised Equipments & Bridges" and "Others". Segment "Others" consists of miscellaneous business like heavy earth moving machineries, ship building etc.
- 3A Reconciliation between Total Equity previously reported (referred to as "Previous GAAP") and as per Ind AS (along with impact of merger as explained in note 4) for the year presented is as under:

SL	Particulars	As at 31 March 2016
	Total Equity as per Previous GAAP (after tax)	76,973.48
	Add / (Less) : Adjustments on account of Ind AS:	
(i)	Interest income accrued on debt category financial assets in preference shares of subsidiary at below market interest rate	318.67
(ii)	Guarantee Income accrued on financial guarantees issued to subsidiaries/lenders	105.16
(iii)	Interest income accrued on financial assets	64.81
(iv)	Fair valuation of Property, Plant and Equipments as on the date of transition	18,976.91
(v)	Fair valuation of Equity Investments (unquoted)	2,011.26
(vi)	Fair valuation of Loan to Subsidiary	69.08
(vii)	Equity portion arising due to split of investment in preference shares of the subsidiary debited to retained earnings	(1,097.60)
(viii)	Fair valuation of financial guarantees issued to subsidiaries/lenders debited to retained earnings	(206.53)
(ix)	Expected credit loss on financial assets	(312.19)
(x)	Fair valuation of forward contracts	(5.26)
(xi)	Incremental depreciation on fair valuation of Property, Plant and Equipments	(117.59)
(xii)	Prior period expenses accounted for including of merged subsidiaries	(941.38)
	Sub Total	18,865.33
	Add/ (Less): Adjustments on account of Merger:	
(i)	Accumulated losses of the subsidiaries merged pursuant to scheme of amalgamation	(5,779.65)
(ii)	Reversal of current tax provision for financial year 2015-16 due to benefit of losses on merger of subsidiaries	285.31
	Sub Total	(5,494.34)
	Net deferred tax asset accounted for on the brought forward losses of the merged entities and on Ind AS adjustments	(2,872.06)
	Net Adjustments	10,498.92
	Total Equity as per Ind AS	87,472.40

- 3B Reconciliation between financial results previously reported (referred to as "Previous GAAP") and as per Ind AS (along with impact of merger as referred in note 4) for the quarter / year presented are as under:

SL	Particulars	QUARTER ENDED	YEAR ENDED
		Mar 31, 2016	Mar 31, 2016
	Net Profit under Previous GAAP (after tax):	433.07	631.00
	Add / (Less) : Adjustments on account of Ind AS:		
(i)	Expected credit loss on financial assets (net of interest income on unwinding)	23.39	64.82
(ii)	Interest income accrued on debt category financial assets in preference shares of subsidiary at below market interest rate	46.96	187.82
(iii)	Fair Valuation of Investments	175.31	175.31
(iv)	Actuarial gain on employee defined benefit obligation plan recognised in "Other Comprehensive Income"	(17.59)	39.66
(v)	Guarantee Income accrued on financial guarantees	10.04	40.17
(vi)	Fair valuation of forward contracts	(35.85)	(17.30)
(vii)	Prior period expenses accounted for including of merged subsidiaries	(236.50)	(236.50)
(viii)	Incremental depreciation on fair valuation of fixed assets	(117.59)	(117.59)
(ix)	Fair Valuation of Loan to Subsidiary	(6.56)	(143.01)
	Sub Total	(158.39)	(6.62)
	Add/ (Less): Adjustments on account of Merger:		
(i)	Impact of losses of subsidiaries merged pursuant to scheme of amalgamation	(2,452.35)	(2,692.69)
(ii)	Reversal of current tax provision due to benefit of losses on merger of subsidiaries	15.94	285.31
	Sub Total	(2,436.41)	(2,407.41)
	Impact of deferred tax on above adjustments	1,159.95	937.21
	Net Profit (after tax) under Ind AS (along with impact of merger):	(1,001.79)	(845.82)
	Actuarial gain on employee defined benefit obligation plan recognised in "Other Comprehensive Income"	11.61	(26.18)
	Total comprehensive income under Ind AS	(990.18)	(872.00)

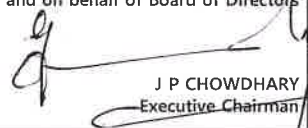


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REGISTERED OFFICE - 756, ANANDAPUR, EM-BYPASS, KOLKATA - 700107

- 4 The Hon'ble High Court of Calcutta vide order dated 11th July 2016, sanctioned the Scheme of amalgamation of the wholly owned subsidiaries namely Cimco Equity Holdings Private Limited and Titagarh Marine Limited (alongwith its two wholly owned subsidiary companies i.e. Corporated Shipyard Private Limited and Times Marine Enterprises Private Limited) with Titagarh Wagons Limited pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act 1956. The certified true copy of the said order has been received and filed with the Registrar of Companies, West Bengal on 13th July 2016. Since, the appointed date of the Scheme was 1st April 2015, the effect of amalgamation has been considered in the books retrospectively as per the requirements of Ind AS 103 'Business Combinations'.
- The financial information as at and for the corresponding year ended March 31, 2016, have been prepared considering the impact of aforesaid merger with effect from April 01, 2015. The financial statement and other financial information of these subsidiaries were prepared under Previous GAAP. Adjustments have been made to the previously issued financial information prepared in accordance with the Companies (Accounting Standards) Rules, 2006 after considering the effect of the aforesaid order and on transition to Ind AS.
- 5 Current tax for the quarter and year ended is net of MAT credit entitlement.
- 6 There were no exceptional items during the quarter and year ended 31st March 2017.
- 7 The figures for last quarter are the balancing figures between audited figures in respect of the full financial year ended 31st March 2017 and the published year to date figures upto 31st December 2016, being the date of end of the third quarter of the current financial year which were subject to limited review.
- 8 The financial results and other financial information for the quarter ended 31st March 2016 have been compiled by the management as per Ind AS after making necessary adjustments to ensure that the financial results provide a true and fair view of the results in accordance with Ind AS. This information has not been subject to any review by the Auditors.
- 9 The Board of Directors of Cimco Limited, subsidiary of the Company, at its meeting held on September 9, 2016 has approved a Scheme of Amalgamation of its fellow subsidiary Titagarh Agrico Private Limited with it in terms of the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act 1956 and Companies Act 2013 to the extent applicable, subject to necessary approvals. The Company is in the process of obtaining necessary approval from various concerned authorities and pending such approvals no adjustment has been made in these financial results.
- 10 The Board has allotted 33,750 equity shares of Rs.2/- each fully paid up pursuant to Employee Stock Option Scheme, 2014 of the Company to the eligible employees which would result in increase of the paid up capital of the Company by Rs 0.67 lacs to Rs 2,308.91 lacs. Application for listing of the shares so allotted would be made in due course.
- 11 The Company has opted to fair value its property, plant and equipment as on 1st April 2015 (transition date to Ind AS) in terms of exemption given in Ind AS 101 'First-time Adoption of Indian Accounting Standards'. Consequently, impact of incremental depreciation because of such fair valuation is included in the current quarterly results.
- 12 The Company has formed a Joint Venture Company 'Matiere Titagarh Bridges Pvt Ltd' with Matiere SAS, France on January 2nd, 2017 to carry the business of manufacturing, marketing and selling Matiere panel bridges, unibridges, and other auxiliary products.
- 13 The Board of Directors has recommended a dividend of Rs 0.80/- per equity share of face value of Rs 2/- each (i.e. @ 40%) subject to approval of the shareholders in the ensuing Annual General Meeting.
- 14 The above standalone financial results for the quarter ended Mar 31, 2017 have been reviewed by the Audit Committee at its meeting held on May 18, 2017 and approved by the Board of Directors at its meeting held on May 19, 2017.

For and on behalf of Board of Directors


J P CHOWDHARY
Executive Chairman

Place: Kolkata
Date: May 19, 2017



Auditor's Report On Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
Board of Directors of
Titagarh Wagons Limited

1. We have audited the accompanying statement of quarterly consolidated financial results of Titagarh Wagons Limited ('the Company') comprising its subsidiaries (together, 'the Group'), its joint venture entity for the quarter ended March 31, 2017 and the consolidated financial results for the year ended March 31, 2017, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. The quarterly consolidated financial results are the derived figures between the audited figures in respect of the year ended March 31, 2017 and the published year-to-date figures up to December 31, 2016, being the date of the end of the third quarter of the current financial year, which were subject to limited review. The consolidated financial results for the quarter ended March 31, 2017 and year ended March 31, 2017 have been prepared on the basis of the consolidated financial results for the nine-month period ended December 31, 2016, the audited annual consolidated Ind AS financial statements as at and for the year ended March 31, 2017, and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, which are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these consolidated financial results based on our review of the consolidated financial results for the nine-month period ended December 31, 2016 which was prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard (Ind AS) 34 Interim Financial Reporting, Interim Financial Reporting, specified under Section 133 of the Companies Act 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India; our audit of the annual consolidated Ind AS financial statements as at and for the year ended March 31, 2017; and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a



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test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

3. We draw attention to note no. 5 regarding lease rent receivable from Indian Railways by a subsidiary of the Company amounting to Rs 854.81 lacs (Rs 759.83 lacs as at March 31, 2016), net of expected credit loss amounting to Rs. 3,097.53 lacs, measured and recognized as on the date of transition based on the management's estimate of time for final outcome of the matter in Court/ Arbitration proceedings and adjusted with opening retained earnings. Pending outcome of Subsidiary Company's appeal against the arbitration order and final decision of the Court, we are unable to comment on recoverability of the above, and its consequential impact on these financial statements. This had also caused us to qualify our audit opinion on the financial statements for the year ended March 31, 2016.
4. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of other auditors on separate financial statements and the other financial information of subsidiaries these quarterly consolidated financial results as well as the year to date results:
 - i. includes the results of subsidiaries / step down subsidiaries and joint venture, namely Cimmco Limited (Cimmco), Titagarh Wagons AFR (TWAFFR), Titagarh Firema Adler S.p.A (TFA) (consolidated w.e.f 14th July 2015), Titagarh Singapore Pte Limited (TSPL), Titagarh Capital Private Limited (TCPL) and Titagarh Agrico Private Limited (TAPL), Matiere Titagarh Bridges Private Limited;
 - ii. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, in this regard; and
 - iii. give a true and fair view of the net profit and other financial information for the quarter ended March 31, 2017 and for the year ended March 31, 2017.
5. The accompanying consolidated financial results include total assets of Rs 168,745.48 lacs as at March 31, 2017, total revenues of Rs 51,444.36 lacs and Rs 127,915.69 lacs for the quarter and year ended on that date respectively and profit before tax of Rs 1,204.49 lacs and Rs 4,578.46 lacs for the quarter and year ended on that date respectively in respect of 3 subsidiaries, which have been audited by other auditors and whose reports have been furnished to us. The consolidated Ind AS financial statements also include the Group's share of net loss of Rs. 5.80 lacs for the quarter



S.R. BATLIBOI & Co. LLP

Chartered Accountants

and the year ended March 31, 2017, as considered in the consolidated Ind AS financial statements, in respect of one joint venture, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial results, in so far as it relates to such subsidiaries and joint venture, is based solely on the reports of the other auditors.

6. The financial information of the Parent Company as at and for the corresponding year ended March 31, 2016, has been prepared considering the merger of certain subsidiary companies with effect from April 01, 2015 pursuant to Court Order dated July 11, 2016 more fully described in note no. 13 of the accompanying consolidated financial results. The financial statement and other financial information of these subsidiaries prepared under Previous GAAP, have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management and has been relied upon by us. Adjustments made to the previously issued financial information prepared in accordance with the Companies (Accounting Standards) Rules, 2006 after considering the effect of the aforesaid order and on transition to Ind AS have been audited by us. Our opinion is not qualified in respect of this matter.
7. Further, read with paragraph 1 above, we report that the figures for the quarter ended March 31, 2017 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2017 and the published year-to-date figures up to December 31, 2016, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review as stated in paragraph 1 above, as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005


per **Kamal Agarwal**
Partner

Membership Number: 058652

Place of Signature: Kolkata

Date: May 19, 2017



TITAGARH WAGONS LIMITED						
CORPORATE & REGISTERED OFFICE- 756, ANANDAPUR, EM-BYPASS, KOLKATA - 700107						
STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2017						
PART - I		(Rs.in Lacs)				
SL. NO.	PARTICULARS	QUARTER ENDED			YEAR ENDED	
		Mar 31, 2017	Dec 31, 2016	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016
		Audited (Refer Note 11)	Unaudited	Unaudited (Refer Note: 6)	Audited	Audited (Refer Note:: 13)
1	Income from operations					
a)	Revenue from operations	66,187.23	38,000.02	32,043.07	1,73,918.93	97,478.90
b)	Other Income	773.64	592.90	2,142.17	2,901.78	4,085.92
	Total income from operations (net)	66,960.87	38,592.92	34,185.24	1,76,820.71	1,01,564.82
2	Expenses					
a)	Cost of raw materials & components consumed/sold	34,652.31	21,946.59	16,638.03	91,519.83	55,868.12
b)	Change in inventories of finished goods, work-in-progress and saleable scraps	6,524.50	2,473.08	152.88	16,460.11	(362.19)
c)	Employee benefits expense	5,687.75	5,239.52	5,234.74	21,213.14	16,815.93
d)	Excise Duty	981.54	546.98	403.62	2,559.05	1,562.29
e)	Finance costs	990.72	892.24	600.93	3,130.89	1,728.99
f)	Depreciation and amortisation expense	1,557.88	1,168.01	1,802.79	5,152.44	4,591.71
g)	Other expenses	14,757.93	5,263.39	7,611.81	31,359.88	20,555.06
	Total Expenses	65,152.63	37,529.81	32,444.80	1,71,395.34	1,00,759.91
3	Profit before Share of loss of a joint venture, Exceptional Items and Tax (1-2)	1,808.24	1,063.11	1,740.44	5,425.37	804.91
	Share of loss of a joint venture	5.80	-	-	5.80	-
4	Profit before Exceptional Items and Tax (3-4)	1,802.44	1,063.11	1,740.44	5,419.57	804.91
5	Exceptional Items (Refer Note 12)	124.91	-	1,954.17	449.91	2,085.71
6	Profit / (Loss) before Taxes (4-5)	1,677.53	1,063.11	(213.73)	4,969.66	(1,280.80)
7	Tax Expenses/(benefit)					
a)	Current tax including tax relating to earlier years	797.10	346.17	699.47	2,528.11	1,002.29
b)	Deferred Tax (benefit)/ expenses	(318.50)	118.21	(209.93)	(301.52)	(330.88)
8	Net tax expense / (benefit)	478.60	464.38	489.54	2,226.59	671.41
9	Net Profit / (Loss) from ordinary activities after Taxes (6-8)	1,198.93	598.73	(703.27)	2,743.07	(1,952.21)
	Attributable to:					
	Share holders of the Company	1,132.29	542.76	(643.32)	2,690.27	(1,646.21)
	Non Controlling Interest	66.64	55.97	(59.95)	52.80	(306.00)
10	Other Comprehensive Income					
	Items not to be reclassified to profit or loss in subsequent periods :					
	Re-Measurement gains/(losses) on defined benefit plans	(61.47)	(2.65)	(36.31)	(69.41)	21.97
	Income tax relating to above	16.98	3.02	18.65	26.04	(0.81)
11	Net Profit / (Loss) from ordinary activities after Taxes (9-10)	1,154.44	599.10	(720.93)	2,699.70	(1,931.05)
	Attributable to:					
	Share holders of the Company	1,089.99	543.31	(656.62)	2,647.68	(1,625.96)
	Non Controlling Interest	64.45	55.79	(64.31)	52.02	(305.09)
12	Paid-up Equity Share Capital (Face value Rs. 2/- each)	2,308.24	2,308.24	2,307.69	2,308.24	2,307.69
	Reserves excluding revaluation reserve				94,449.06	92,950.95
13	Earnings Per Share (of Rs. 2/- each)					
	- Basic (Rs.)	1.04	0.52	(0.61)	2.38	(1.69)
	- Diluted (Rs.)	1.04	0.52	(0.61)	2.38	(1.69)
		(not annualised)	(not annualised)	(not annualised)		



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SL. NO.	PARTICULARS	(Rs.in Lacs)				
		QUARTER ENDED			YEAR ENDED	
		Mar 31, 2017	Dec 31, 2016	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016
		Audited (Refer Note 11)	Unaudited	Unaudited (Refer Note: 6)	Audited	Audited (Refer Note:: 13)
1	Segment Revenue					
	a) Wagons & Coaches	63,903.22	36,306.35	30,795.03	1,65,829.60	94,402.12
	b) Specialised Equipments & Bridges	2,011.18	1,445.52	749.54	7,171.52	1,938.40
	c) Others	272.83	248.15	498.50	917.81	1,138.38
	Sales/ Income from Operations	66,187.23	38,000.02	32,043.07	1,73,918.93	97,478.90
2	Segment Results (Profit / (Loss) before tax and interest)					
	a) Wagons & Coaches	2,251.93	1,578.42	1,453.37	7,151.42	2,533.85
	b) Specialised Equipments & Bridges	403.38	247.48	245.40	1,392.75	159.89
	c) Others	(196.90)	37.71	(2441.51) *	(747.24)	(3327.97) *
	Total	2,458.41	1,863.61	(742.74)	7,796.93	(634.23)
	Less :					
	i Interest (net)	400.20	304.64	(993.54)	938.51	(1,186.73)
	ii Unallocable expenditure net of income	380.68	495.86	464.53	1,888.76	1,833.30
	Total Profit / (Loss) before tax	1,677.53	1,063.11	(213.73)	4,969.66	(1,280.80)
3	Segment Assets					
	a) Wagons & coaches	2,37,022.19	2,25,786.80	2,31,083.98	2,37,022.19	2,31,083.98
	b) Specialised Equipments & Bridges	5,366.14	5,418.68	4,370.37	5,366.14	4,370.37
	c) Others	7,664.60	4,332.97	7,848.71	7,664.60	7,848.71
	d) Unallocated	20,138.17	15,648.35	24,515.99	20,138.17	24,515.99
	Total	2,70,191.10	2,51,186.80	2,67,819.05	2,70,191.10	2,67,819.05
4	Segment Liabilities					
	a) Wagons & coaches	1,48,846.02	1,59,303.33	1,47,647.15	1,48,846.02	1,47,647.15
	b) Specialised Equipments & Bridges	2,394.44	2,505.86	522.01	2,394.44	522.01
	c) Others	5,655.05	115.21	10,490.51	5,655.05	10,490.51
	d) Unallocated	8,658.21	5,860.83	6,007.64	8,658.21	6,007.64
	Total	1,65,553.73	1,67,785.23	1,64,667.31	1,65,553.73	1,64,667.31
*Includes exceptional related to a subsidiary						



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TITAGARH WAGONS LIMITED
CORPORATE & REGISTERED OFFICE- 756, ANANDAPUR, EM-BYPASS, KOLKATA - 700107
CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

		(Rs.in Lacs)	
SL	PARTICULARS	Mar 31, 2017	Mar 31, 2016
		Audited	Audited (Refer Note:: 13)
A	ASSETS		
1	Non-current assets		
a)	Property, Plant and Equipment	88,491.36	94,362.89
b)	Investment property	821.24	-
c)	Capital work-in-progress	1,230.06	1,115.56
d)	Intangible assets	3,591.37	2,961.46
e)	Intangible assets under development	315.73	202.61
f)	Goodwill on Consolidation	402.25	402.25
g)	Financial Assets		
(i)	Investments	8,190.88	2,133.14
(ii)	Trade receivables	301.59	330.05
(iii)	Loans	302.23	235.88
(iv)	Others	1,903.99	1,710.72
h)	Deferred tax assets (Net)	694.12	-
i)	Other non-current assets	2,701.15	2,788.62
	Sub total - Non-current assets	1,08,945.97	1,06,243.18
2	Current assets		
a)	Inventories	53,728.43	71,624.00
b)	Financial Assets		
(i)	Trade receivables	23,401.49	22,991.67
(ii)	Cash and cash equivalents	4,620.44	20,373.16
(iii)	Loans	4,253.91	117.46
(iv)	Others	2,070.28	14,543.78
c)	Current tax assets	306.77	306.77
d)	Other current assets	72,863.79	31,619.03
	Sub total - Current assets	1,61,245.13	1,61,575.87
	TOTAL - ASSETS	2,70,191.10	2,67,819.05
1	Equity		
a)	Share Capital	2,308.24	2,307.69
b)	Other Equity	94,449.06	92,950.95
	Sub total - Equity attributable to owners of Titagarh Wagons Limited	96,757.30	95,258.64
2	Non Controlling Interest	7,881.07	7,893.10
	Total Equity	1,04,638.37	1,03,151.74
3	Non-current liabilities		
a)	Financial Liabilities		
(i)	Long term Borrowings	15,978.01	16,405.55
(ii)	Others	3,657.25	5,794.54
b)	Provisions	339.80	9,278.56
c)	Deferred tax liabilities (Net)	6,923.94	7,047.85
	Sub total - Non-current liabilities	26,899.00	38,526.50
4	Current liabilities		
a)	Financial Liabilities		
(i)	Borrowings	18,206.23	5,227.02
(ii)	Trade payables	44,249.17	37,778.35
(iii)	Other current liabilities	8,086.61	7,068.13
b)	Other current liabilities	54,139.52	66,257.41
c)	Short term provisions	13,972.20	9,809.90
	Sub total - Current liabilities	1,38,653.73	1,26,140.81
	TOTAL - EQUITY AND LIABILITIES	2,70,191.10	2,67,819.05



TITAGARH WAGONS LIMITED
CORPORATE & REGISTERED OFFICE- 756, ANANDAPUR, EM-BYPASS, KOLKATA - 700107

Notes:

- 1 The consolidated audited results include results of subsidiaries / step down subsidiaries and joint venture namely- Cimmco Limited (Cimmco), Titagarh Wagons AFR (TWAFR), Titagarh Firema Adler S.p.A (TFA) (consolidated w.e.f 14th July 2015), Titagarh Singapore Pte Limited (TSPL), Titagarh Capital Private Limited (TCPL) and Titagarh Agrico Private Limited (TAPL), Matiere Titagarh Bridges Private Limited collectively referred to as "the Group".
- 2 The consolidated financial results of the Company have been prepared in accordance with Indian Accounting Standards ('Ind AS') as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules, 2015 as amended. The Company adopted Ind AS from 1st April 2016, with the date of transition as 1st April 2015. Financial results for all the periods presented have been prepared in accordance with the recognition and measurement principles of Ind AS.

- 3A Reconciliation between Total Equity previously reported (referred to as "Previous GAAP") and as per Ind AS (along with impact of merger as explained in note 13) for the year presented is as under:

SL	Particulars	Total Equity as on 31 March 2016
	Total Equity as per Previous GAAP (after tax)	80,068.98
	Adjustments on account of Ind AS:	
(i)	Fair Valuation of Property, Plant and Equipments as on the date of transition	33,365.23
(ii)	Fair Value of Equity Investments (unquoted)	2,012.48
(iii)	Fair valuation of financial liabilities with deferred payment terms	699.99
(iv)	Reversal of current tax provision for financial year 2015-16 due to benefit of losses on merger of subsidiaries	285.31
(v)	Impairment of Goodwill on consolidation	(4,507.60)
(vi)	Expected credit loss on financial assets net of interest accrued thereon.	(3,192.53)
(vii)	IND AS adjustments pertaining to the minority transferred to Non-Controlling interest	(3,742.66)
(viii)	Prior period expenses / errors accounted for	(1,678.36)
(ix)	Employee benefit provision towards retirement benefit	(432.77)
(x)	Foreign Currency Translation reserve on IND AS adjustments	(209.98)
(xi)	Fair valuation of derivative contract undertaken to hedge the foreign currency loan	(280.93)
(xii)	Incremental depreciation on fair valuation of Property, Plant and Equipments	(185.64)
(xiii)	Interest Income accrued on financial assets	(182.79)
(xiv)	Fair valuation of forward contracts	(5.26)
	Sub total	21,944.50
(i)	Net deferred tax asset accounted for on the brought forward losses of the merged entities and impact of IND AS adjustments	(6,754.83)
	Total Equity as per Ind AS	95,258.64

- 3B Reconciliation between financial results previously reported (referred to as "Previous GAAP") and as per Ind AS (along with impact of merger as explained in note 13) for the quarter/ year presented are as under:

		Rs in lacs	
SL	Particulars	QUARTER ENDED Mar 31, 2016	YEAR ENDED Mar 31, 2016
	Net Profit under Previous GAAP (after tax):	(2,022.95)	(2,519.26)
	Adjustments on account of Ind AS:		
(i)	Reversal of current tax provision for financial year 2015-16 due to benefit of losses on merger of subsidiaries	115.67	175.37
(ii)	Fair Value of Equity Investments (unquoted)	175.80	175.80
(iii)	Gain on fair valuation of financial liability with deferred payment terms	699.99	699.99
(iv)	Interest income recognised on financial asset	100.19	100.19
(v)	Fair valuation of forward & derivate contracts	(145.95)	(298.24)
(vi)	Depreciation on fair valuation of fixed assets	(185.64)	(185.64)
(vii)	Prior period expenses of merged subsidiaries accounted for	(238.97)	(238.97)
(viii)	Write off of product development cost, wrongly capitalised as intangible asset earlier (Net of depreciation reversal)	43.88	(503.17)
(ix)	Accounting of Employee Retirement Benefits	(8.66)	(28.76)
(x)	Actuarial gain on employee defined benefit obligation plan recognised in "Other Comprehensive Income"	7.69	46.51
(xi)	Adjustments pertaining to the minority shareholders transferred to Non-Controlling interest	(22.90)	16.62
	Sub Total	541.10	(40.29)
	Deferred tax on above adjustments	832.91	980.11
	Net Profit (after tax) under Ind AS:	(648.94)	(1,579.44)
	Actuarial gain on employee defined benefit obligation plan recognised in "Other Comprehensive Income"	(7.68)	(46.51)
	Total comprehensive income under Ind AS	(656.62)	(1,625.96)

- 4 Operating segments based on the Company's products have been identified as "Wagons & Coaches", "Specialised Equipments & Bridges" and "Others". Segment "Others" consists of miscellaneous business like heavy earth moving machineries, ship building etc.
- 5 In case of Cimmco Limited, the auditors in their review report for the quarter ended Dec 31, 2016 had commented upon the recoverability of claims of Rs. 3952.35 lacs (Rs. 3952.35 lacs as at March 31, 2016) receivable from Indian Railways against which the arbitration award has been upheld against the Company and the Company has filed an appeal in the Hon'ble Delhi High Court against the said arbitration award which is pending adjudication. The company has recognised expected credit loss amounting to Rs. 3097.53 lacs upon adoption of Ind AS and the net receivable as on March 31, 2017 is Rs. 854.82 lacs. Auditors in their audit report for the year ended March 31, 2017 has also commented on above. The management is hopeful to recover these claims in full.



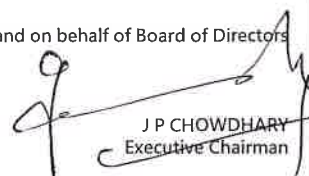
Notes Continued:

- 6 The consolidated financial results and other financial information for the quarter ended 31st March 2016 have been compiled by the management as per Ind AS after making necessary adjustments to ensure that the financial results provide a true and fair view of the results in accordance with Ind AS. This information has not been subject to any review by the Auditors.
- 7 The Company has formed a Joint Venture Company 'Matiere Titagarh Bridges Pvt Ltd.' with Matiere SAS, France on January 2nd, 2017 to carry the business of manufacturing, marketing and selling panel bridges, unibridges, and other auxiliary products.
- 8 In case of Cimco Limited, the Board of Directors of the Company at its meeting held on September 9, 2016 has approved a Scheme of Amalgamation of its fellow subsidiary Titagarh Agrico Private Limited with it in terms of the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act 1956 and Companies Act 2013 to the extent applicable, subject to necessary approvals. The Company is in process of obtaining necessary approvals from various concerned authorities and pending such approvals no adjustment has been made in these consolidated financial results.
- 9 In case of Titagarh Wagons Limited, the Current tax for the quarter and year ended is net of MAT credit entitlement.
- 10 The current year 31st March 2017 is not comparable with the corresponding year due to acquisition of business of Firema Trasporti SPA in TFA w.e.f 14th July 2015.
- 11 The figures for last quarter are the balancing figures between audited figures in respect of the full financial year ended 31st March 2017 and the published year to date figures upto 31st December 2016, being the date of end of the third quarter of the current financial year which were subject to limited review.
- 12 Exceptional items during the current year relating to Cimco Ltd. includes the following:
(a) Rs. 325 lacs paid in terms of settlement agreement towards full and final settlement of entire claim of subcontractor in relation to pending legal dispute on which Arbitration award was passed against the company amounting to Rs. 2525.85 lacs.
(b) Rs. 124.91 lacs paid under the amnesty scheme of Government of Rajasthan in relation to Sales tax due for the year relating to pre lock out period
- 13 The Hon'ble High Court of Calcutta vide order dated 11th July 2016, sanctioned the Scheme of amalgamation of the wholly owned subsidiaries namely Cimco Equity Holdings Private Limited and Titagarh Marine Limited (alongwith its two wholly owned subsidiary companies i.e. Corporated Shipyard Private Limited and Times Marine Enterprises Private Limited) with Titagarh Wagons Limited pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act 1956. The certified true copy of the said order has been received and filed with the Registrar of Companies, West Bengal on 13th July 2016. Since, the appointed date of the Scheme was 1st April 2015, the effect of amalgamation has been considered in the books retrospectively as per the requirements of Ind AS 103 'Business Combinations'.

The financial information as at and for the corresponding year ended March 31, 2016, have been prepared considering the impact of aforesaid merger with effect from April 01, 2015. The financial statement and other financial information of these subsidiaries were prepared under Previous GAAP. Adjustments have been made to the previously issued financial information prepared in accordance with the Companies (Accounting Standards) Rules, 2006 after considering the effect of the aforesaid order and on transition to Ind AS.
- 14 The Board has allotted 33,750 equity shares of Rs.2/- each fully paid up pursuant to Employee Stock Option Scheme, 2014 of the Company to the eligible employees resulting in increase of the paid up capital of the Company by Rs 0.67 lacs to Rs 2,300.01 lacs. Application for listing of the shares so allotted would be made in due time.
- 15 The Board of Directors has recommended today a dividend of Rs 0.80/- per equity share of face value of Rs 2/- each (i.e. @ 40%) subject to approval of the shareholders in the ensuing Annual General Meeting.
- 16 The above consolidated financial results for the year and quarter ended 31st March 2017 have been reviewed by the Audit Committee at its meeting held on May 18, 2017 and approved by the Board of Directors at its meeting held on May 19, 2017.

Place: Kolkata
Date: May 19, 2017

For and on behalf of Board of Directors


J P CHOWDHARY
Executive Chairman



Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results of Titagarh Wagons Limited - Consolidated for the financial year ended March 31, 2017

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2017 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs in lacs)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs in lacs)
	1	Turnover / Total income (including other income)	176,820.71	176,820.71
	2	Total Expenditure (including tax expenses and before minority interest)	174,173.11	174,173.11
	3	Net Profit/(Loss) (after minority interest)	2,647.68	2,647.68
	4	Earnings Per Share	2.38	2.38
	5	Total Assets	270,191.10	270,191.10
	6	Total Liabilities	165,553.73	165,553.73
	7	Net Worth (total equity)	104,638.37	104,638.37
	8	Any other financial item(s) (as felt appropriate by the management)	-	-
II.	Audit Qualification			
	a. Details of Audit Qualification (as reproduced from the audit report):			
	We draw attention to the note in the consolidated financial statements and results regarding lease rent receivable from Indian Railways of Rs 854.81 lacs (Rs 759.83 lacs as at March 31, 2016), net of expected credit loss amounting to Rs. 3097.53 lacs, measured and recognized as on the date of transition based on the management's estimate of time for final outcome of the matter in Court/ Arbitration proceedings and adjusted with opening retained earnings. Pending outcome of Company's appeal against the arbitration order and final decision of the Court, we are unable to comment on the recoverability of the above, and its consequential impact on these financial statements. Our audit opinion on the financial statements for the year ended March 31, 2016 was also modified on this matter.			
	b. Type of Audit Qualification :			
	Qualified Opinion			
	c. Frequency of qualification:			
	Was Emphasis of matter for FYE 2011-12, and qualification for FYE 2012-13, 2013-14, 2014-15, 2015-16 and 2016-17			
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:			
	Impact not quantified by the auditors and therefore, not applicable.			
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:			
	(i) Management's estimation on the impact of audit qualification:			
	Impact of audit qualification cannot be quantified.			



(ii) Management response and reasons for inability to estimate the impact:

Rs 854.81 lacs (Rs 759.83 lacs as at March 31, 2016), net of expected credit loss amounting to Rs. 3097.53 lacs recoverable from Indian Railways on account of difference of lease rental for the wagons leased to Indian Railways:

In the year 1997-98 the Company (Cimmco) had entered into 3 separate sub-lease rental agreements with Indian Railways (IR) for lease to IR of 1200 wagons for a primary period of 10 years. However, owing to changes in the rate of Income Tax as well as the depreciation rate as per the Income Tax Act, the sub-lease rentals payable by IR to Cimmco in terms of the sub-lease agreements were impacted and IR, on a misinterpretation of the relevant clause in the sub-lease agreements, did not release the differential sub-lease rental to the Company. Although the issues were clarified, IR continued to withhold the differential payment and being compelled by non-recovery of its dues Cimmco invoked the Arbitration Clause and referred the matter to Arbitration on 27/10/2004. Due to the erosion of the net worth of Cimmco as at 30.06.2000 and Cimmco having become sick, the operations of Cimmco were suspended/closed with effect from 13.11.2000. As such, only a skeleton staff/personnel were available in Cimmco to actively pursue the matter. This led to lack of attention to the arbitration in the matter for a long time.

Cimmco has been aggressively pursuing with the Arbitration Tribunal to expeditiously complete the Arbitration proceedings which had been kept in abeyance for the parties to explore the possibilities of amicable settlement. However, since the Tribunal did not fix further dates of hearing, a petition was filed before the Hon'ble High Court of Delhi on 14th August, 2014 seeking reconstitution of the Arbitration Tribunal. The matter was heard on 22nd August, 2014, however the Tribunal recommenced the proceedings and arguments have been concluded on May 2, 2015. Thereafter, the Tribunal has fixed September 7, 8 and 9, 2015 for making and publishing the award. The Tribunal passed an award on 03/02/2016 whereby the Company's claims were rejected. Being aggrieved by the award the Company has filed an appeal under section 34 of the Arbitration & Conciliation Act, 1996 (as amended) before the Hon'ble High Court, Delhi on 29/04/2016 and the matter was heard on 02/06/2016 when the Court directed issue of the notice to Indian Railways. The matter was last heard on 01/05/2017 when Indian Railways prayed for time to adduce additional documents and the court has fixed the next hearing on 7th July 2017.

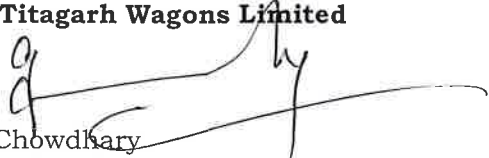
Cimmco is convinced of merit of the case. The management is hopeful of getting a favourable order from the Hon'ble High Court, Delhi for recovery of the amount and hence this amount has been considered good of recovery.

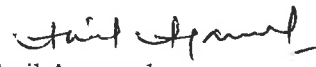
(iii) Auditors' Comments on (i) or (ii) above:

Refer details of audit qualification [para II (a) above]

III

For Titagarh Wagons Limited


J P Chowdhary
Executive Chairman


Anil Agarwal
Chief Financial Officer

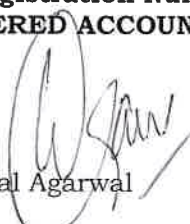


Wheeler



D N Davar
Chairman of Audit Committee

For S. R. BATLIBOI & CO. LLP
Firm Registration Number: 301003E/E300005
CHARTERED ACCOUNTANTS


per Kamal Agarwal
Partner
Membership No.58652

Place: Kolkata

Date: May 19, 2017



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