



31st March, 2018

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:

- approval by Special Resolution, of borrowings u/s 180(1) (a) of Rs. 2000 crores;
- authorise the Board by a Special Resolution, to secure the borrowings upto the limit u/s 180(1) (c) and
- give guarantee of Rs. 200 crores to a Bank, to secure the credit facilities availed by the Company's subsidiary: Cimmco Limited.

The Special and Ordinary 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 31st March, 2018 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		69795
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

Special Resolution No. 1

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 u/s 180(1)(c) of the Companies Act, 2013 to authorise the Board to borrow moneys for an amount not exceeding the aggregate of paid-up share capital, securities premium and free reserves of the Company by more than the sum of Rs. 2000 crores.

Promoter/ Public	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		
Promoter and Promoter Group		52838340	100.00	52838340	Nil	100	Nil
	52838340	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		Nil	Nil	Nil	Nil	Nil	Nil
	52838340	52838340	100.00	52838340	-	100	-
Public – Institutional holders		18709333	94.56	18709333	0	100.00	0.00
	19785469	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		0	0	0	0	0	0
		18709333	94.56	18709333	0	100.00	0.00
	19785469	20444	0.05	18101	2343	89	11.46
Public- Others		NA	N.A.	N.A.	N.A.	N.A.	N.A.
	42827811	12202	0.028490833	12200	2	99.98360924	0.016390756
		32646	0.08	30301	2345	189	11.48
	42827811	71580319	62.000	71577974	2345	99.997	0.003
	115451620						
Total							



Special Resolution No. 2

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

Special Resolution u/s 180(1) (a) of the Companies Act, 2013 to authorise the Board to create mortgage and/or charge on whole or substantially the whole of the undertaking of the Company to secure the borrowings not exceeding the limits approved u/s 180(1) (c).

Promoter/ Public	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		
Promoter and Promoter Group	52838340	52838340	100.00	52838340	Nil	100	Nil
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		Nil	Nil	Nil	Nil	Nil	Nil
Total	52838340	52838340	100	52838340	0	100	0
Public – Institutional holders	19785469	18709333	94.56	18709333	0	100.00	0.00
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		0	0	0	0	0	0
Total	19785469	18709333	94.56	18709333	0	100.00	0.00
Public- Others	42827811	20244	0.05	17876	2368	88	11.70
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		11234	0.026230619	11232	2	99.9821969	0.017803098
Total	42827811	31478	0.07	29108	2370	188	11.72
Total	115451620	71579151	61.999	71576781	2370	99.997	0.003



Ordinary Resolution No. 3

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

Ordinary Resolution to approve giving of guarantee in favour of IndusInd Bank Limited for securing the credit facilities of Rs. 200 crore granted by the Bank to Cimmco Limited, the Company's subsidiary, within the overall limits of Rs. 2500 crore earlier approved by the members by passing a special resolution u/s 186 of the Companies Act, 2013.

Promoter/ Public	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	3	4	5		
	E-voting	0	0	0	0		
	Poll	0	0	0	0		
	Postal Ballot	0	0	0	0		
Public -- Institutional holders	Total	0	0	0	0		
	E-voting	18709333	94.56	17419260	1290073	93.10	6.90
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	0	0	0	0		
Public- Others	Total	18709333	94.56	17419260	1290073	93.10	6.90
	E-voting	20439	0.05	18616	1823	91	8.92
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	11234	0.026230619	11232	2	99.9821969	0.017803098
Total	Total	31673	0.07	29848	1825	191	8.94
		18741006	94.63	17449108	1291898	93.10657069	6.893429307

CERTIFIED TRUE COPY

FOR TITAGARH WAGONS LIMITED


COMPANY SECRETARY

SUSHIL GOYAL & CO.
Company Secretaries

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Date: 31.03.2018

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 14th February, 2018

This has reference to letter dated 14th February, 2018 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 14th February, 2018. 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 14th February, 2018 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 28th February, 2018.
- 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, 23rd February, 2018.
- 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 1st March, 2018.
- 7 . All envelopes containing postal ballot forms, received up to the close of the working hours on 30th March, 2018, the last date and time fixed by the Company for receipt of postal ballot forms, were considered for scrutiny.
- 8 . E-voting commenced on 1st March, 2018 and ended on 30th March, 2018.
- 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 23rd February, 2018.
- 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 30th March, 2018 at 5:28 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	94	71565774	89	12200	71577974	99.997
Votes against the resolution	9	2343	2	2	2345	0.003
Total	103	71568117	91	12202	71580319	100.000

	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes	
Invalid Votes	0	0	23	10595	10595	

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	92	71565549	84	11232	71576781	99.997
Votes against the resolution	10	2368	2	2	2370	0.003
Total	102	71567917	86	11234	71579151	100.000

	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes	
Invalid Votes	0	0	23	10595	10595	

SUSHIL GOYAL & CO.
Company Secretaries

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Fax: +91 33 2248 4808

Resolution No. 3: Ordinary 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	74	17437876	84	11232	17449108	93.107
Votes against the resolution	21	1291896	2	2	1291898	6.893
Total	95	18729772	86	11234	18741006	100.000

	E-voting		Postal Ballots		Total
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes
Invalid Votes	0	0	23	10595	10595

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