

Corporate Office :
Titagarh Towers, 756 Anandapur
EM Bypass, Kolkata - 700107
CIN: L27320WB1997PLC084819

Registered Office :
1B, Aster Court
3, Loudon Street, Kolkata 700 017

Tel : (033) 4019 0800
Fax : (033) 4019 0823
Website : www.titagarh.in
E-mail : corp@titagarh.in

POSTAL BALLOT NOTICE

To

The Member(s),

NOTICE is hereby given that the following Resolution is circulated herewith for approval of the members of **Titagarh Wagons Limited** ("the Company") to be accorded by Postal Ballot in accordance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 :

To consider and if thought fit, **to give assent/dissent** to the following Resolution:

1. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sub-clause VII of the Clause 49 of the Listing Agreement, subsequent modifications/amendments thereof, provisions of Section 188 to the extent applicable and other enabling applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board & its Powers) Rules, 2014 including any modifications or amendments or clarifications thereon, if any, and pursuant to the consent of the Audit Committee and the Board of Directors, assent of the members of the Company be and is hereby accorded for execution of the Option Agreement to grant and confer upon ICICI Bank Limited (ICICI) a Put Option to secure the Rupee Term Loan of Rs. 40 Crores (Rupees Forty Crores) availed/to be availed by Cimmco Limited (CIMMCO), a subsidiary of the Company on the terms and conditions negotiated and finalised between the Board of Directors of CIMMCO and ICICI.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

Registered Office :
1B, Aster Court
3, Loudon Street, Kolkata 700017
6th December, 2014

By Order of the Board
for TITAGARH WAGONS LIMITED
Dinesh Arya
Company Secretary

NOTES:

1. Explanatory Statement and reasons for the proposed resolutions stated hereinabove, pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 are appended hereto.
2. The Board of Directors at its meeting held on Saturday, 6th December, 2014 has appointed Messrs Sushil Goyal & Co., Practising Company Secretaries as Scrutinizers for conducting the postal ballot process, in a fair manner. The Postal Ballot Form and the pre-paid self-addressed Business Reply Envelopes are enclosed for use of members.
3. The votes should be cast either in favour of or against by putting the tick [✓] mark in the column provided for assent or dissent. Postal Ballot Form bearing [✓] in both the columns will render the form invalid.
4. The Notice is being sent to all the Members, whose names appear in the Register of Members as on Friday, 19th December, 2014.
5. In compliance with provisions of Section 108 of the Companies Act, 2013 Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer e-voting facility as an alternative, to all the Shareholders of the

Company. For this purpose, the Company has entered into agreement with Karvy Computershare Private Limited for facilitating e-voting to enable shareholders to cast their vote electronically instead of despatching Postal ballot Form. E-voting is optional.

Instructions for e-voting by shareholders are as under:-

I. In case of Shareholders receiving e-mail

- a. In case a member receives an email from Karvy (for members whose email IDs are registered with the Company/ Depository participant(s):
- b. Launch internet browser by tying the URL : <https://evoting.karvy.com>
- c. Enter the login credentials (i.e., User ID and password mentioned on the Postal Ballot Form). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- d. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT i.e. 1549.
- g. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / Against as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.
- h. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- j. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory/(ies) who are authorized to vote, to the Scrutinizer through e-mail: corp@titagarh.in a copy marked to evoting@karvy.com
- k. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.

II. In case of Shareholders receiving Postal Ballot through Post

- a. To use the following URL for e-voting: <https://evoting.karvy.com>
- b. Enter the login credentials i.e., user id and password as provided at the Postal Ballot Form, as per format given below:

E-voting Details

EVENT	User ID	Password

- c. Please follow all steps from (c) to (k) above, to cast vote.
6. The voting period for e-voting module commences at 10.00 A.M. on Tuesday, the 30th December, 2014 and ends at 6.00 P.M. on Wednesday, the 28th January, 2015. The e-voting module shall thereafter be disabled by KCPL.
7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).
8. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
9. Kindly note that the Members can opt only one mode of voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot also and vice versa. However, in case member has voted both in physical as well as e-voting, then voting done through valid physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
10. Shareholders who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and shareholders who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through post. In case, the Members, who have been sent the Notice by email and who wish to avail the Notice and Postal Ballot in physical Form, may send a request to the Company at corp@titagarh.in or to the Karvy

Computershare Private Limited at evoting@karvy.com (RTA). On receipt of such requests, the Company will arrange to dispatch the same.

11. A member may also request for a duplicate Postal ballot Form, if so required, by sending a request to the Company at corp@titagarh.in or at Karvy Computershare Private Limited at Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081 (RTA).
12. The shareholders are requested to carefully read the instructions printed on the attached Postal Ballot Form. The Postal Ballot Form, duly completed and signed, should be returned in the enclosed self-addressed and postage prepaid Envelope to the Scrutinizer. Envelopes, containing postal ballot form, deposited in person at the address given therein or sent by courier or registered post at the expenses of the member will also be accepted. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of the working hours, i.e., by 6 P.M., on Wednesday, 28th January, 2015.
13. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, the 19th December, 2014.
14. The result of the Postal Ballot shall be announced by the Executive Chairman, or in his absence, by any other person so authorized by him on Friday, the 30th January, 2015 at its Corporate Office of the Company ("the Venue") and the Resolutions will be taken as passed effectively on the date of announcement of the result if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of Postal Ballot shall be declared by placing it along with the scrutinizer's report on Company's Website at www.titagarh.in besides being communicated to the stock exchanges on which shares of the Company are listed and published in the newspaper(s).
15. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office/Corporate Office of the Company during the office hours on all working days except Saturdays between 10:00 am to 3:00 pm up to the date of declaration of results of Postal Ballot.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ('The Act')

ITEM NO. 1

Cimmco Limited (CIMMCO), a subsidiary has approached the Company for execution of an Agreement to grant and confer upon ICICI Bank Limited (ICICI) a Put Option to secure the Rupee Term Loan to be availed by CIMMCO from ICICI, which would result in greater efficiency in working capital management of CIMMCO and significantly reduce its overall interest cost.

The particulars of the above transactions are as under:

PARTICULARS

Name of the Related Party	Cimmco Limited (CIMMCO).
Name of the Director or KMP who is Related	None of the Directors who are common to both the Companies is holding more than two percent of CIMMCO's paid up share capital. Shri J P Chowdhary, Shri Umesh Chowdhary and Shri D N Davar are common directors. Shri Anil Kumar Agarwal, CFO of TWL is a director of CIMMCO.
Nature of Relationship	CIMMCO is a Subsidiary of Titagarh Wagons Limited (TWL).
Monetary Value	Put option for term loan of Rs. 40 Crores together with interest, costs and charges payable in respect thereof, being secured by such option as per the Option Agreement to be executed between TWL, Cimmco and ICICI read with Facility Agreement to be executed between Cimmco and ICICI.
Nature, material terms and Particulars of the contract/arrangement	In the event of occurrence of any Put Option Event during the tenure of the Option Agreement, TWL shall assume the obligations of Cimmco for repayment of the amount due and payable by Cimmco to ICICI. The Put Option Events inter alia are: (i) Any delay, of such period as may be stipulated by ICICI, or default in payment of any amounts in relation to the Facility Agreement and performance of the obligations under the Facility Agreement by Cimmco; (ii) Occurrence of any Event of Default under the Facility Agreement; (iii) A default, event of default or other similar event or condition under this Agreement and other related deeds and documents;

	(iv) any representation made by the Option Seller (TWL) is found to be false or incorrect in any respect; (v) any special resolution is passed resolving that the Option Seller/Obligor be wound up voluntarily; (vi) any petition for winding up, dissolution, administration, provisional supervision or reorganisation (by way of voluntary arrangement, scheme of compromise or otherwise) of the Option Seller/Obligor is filed in any competent Court; provided that this paragraph shall not apply to any frivolous or vexatious petition for winding-up which is challenged by the Option Seller/ Obligor in a court of law within fifteen (15) days from the date of its institution and if so challenged, is withdrawn or vacated within sixty (60) days from the date of such challenge; (vii) the Option Seller is prevented by any competent regulatory agency from carrying on the business which is presently being carried on by it; (viii) extra ordinary circumstances have occurred which, in the opinion of the Option Buyer, make it improbable for the Option Seller/Obligor, to fulfil its their obligations under this Agreement respectively; (ix) the Option Seller has taken or suffered to be taken any action for its debt restructuring (including a reference being made in respect of the Option Seller and/or the Obligor to BIFR under the provisions of Sick Industrial Companies (Special Provisions) Act, 1985 or to any other authority or person under any other law for the time being in force, or from time to time) and/or change in management, liquidation or dissolution; (x) if an attachment or restraint has been levied on the Option Seller's properties or any part thereof or certificate proceedings have been taken or commenced for recovery of any dues from the Option Seller and the Option Seller does not take effective steps to the satisfaction of Option Buyer for the cancellation of such attachment, restraint or certificate proceedings;
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SEBI has amended clause 49 of the Listing Agreement (New Clause 49) and the changes are effective from 1st October, 2014. As per the provisions of New Clause 49 a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company and shall require approval of the Members by way of a Special Resolution.

Resolution set out at item no. 1 of this Notice requires approval by means of a Special Resolution from the Shareholders being a material related party transaction pursuant to above mentioned provisions.

The above proposal is in the interest of the Company and your Directors commend the Resolution for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or their relatives, except as mentioned above, is in any way concerned or interested in the Resolution.

The shareholding interest of Promoters, Directors and of every Key Managerial Personnel of TWL in CIMMCO is as follows:

Particulars	Shareholding	% of total equity of TWL
CIMCO EQUITY HOLDINGS PRIVATE LIMITED (Promoter Group)	15063921	74.76%

Registered Office :
1B, Aster Court
3, Loudon Street, Kolkata 700017
6th December, 2014

By Order of the Board
for TITAGARH WAGONS LIMITED
Dinesh Arya
Company Secretary