



August 19, 2016

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001  
Security Code: 532966

National Stock Exchange of India  
Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051  
Security Code:TWL (EQ)

Dear Sirs,

Re: Removal of name from the promoter group- TWL (Security Code:)

We enclose a copy of the letter dated August 19, 2016 received from Mr. Saket Kandoi, regarding removal of his name from the list of promoter group and submit and undertake as follows:

1. We confirm the facts and circumstances stated in the enclosed letter dated August 19, 2016 from Mr. Saket Kandoi;
2. Mr. Saket Kandoi is an employee [General Manager (New Projects)] and does not exercise any direct or indirect control over the affairs of the Company;
3. Mr. Saket Kandoi holds 965 equity shares of the Company representing “negligible percentage” of the total equity capital of Rs. 230768740/- divided into 115384370 equity shares of Rs.2/- each fully paid up;
4. The Company is fully compliant with the minimum public shareholding norms stipulated by the applicable provisions of law and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and removal of Mr. Saket Kandoi from the list of promoter group will not have any impact on the same; and
5. The removal of Mr. Saket Kandoi’s name from the list of promoter group shall be disclosed as a material event in accordance with the provisions of Listing Regulations, 2015.

We confirm that we shall comply with the provisions of law/Listing Regulations, 2015 as may be applicable to the above.

We hereby request you to take the above on record .

Thanking you,  
Yours faithfully,  
For TITAGARH WAGONS LIMITED

  
Company Secretary

Saket Kandoi

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400 051  
Security Code: TWL (EQ)

Titagarh Wagons Limited  
756 Anandapur, E M Bypass  
Kolkata-700107

Dear Sirs,

I, Saket Kandoi holding 965 equity shares of Rs.2/- each in the Company have learnt that I have been included by Titagarh Wagons Limited (TWL) in the list of promoters of TWL since I am related to the promoters (I am son of Smt. Sumita Kandoi, daughter of Mr. J P Chowdhary, a promoter of the TWL).

Please note that I have been advised that pursuant to the Companies Act, 2013 I am no longer a relative of the promoter(s) and also not part of the promoter group as defined in the SEBI ICDR Regulations, 2009 or any amendment thereof.

Further, I have been employed as General Manager (New Projects) of TWL since 01/08/2011 on merit after compliance with the applicable provisions of law relating to holding of place of profit by the relatives of directors by the Company. My job profile is to identify new projects for the Company and place the same for consideration of the Director (Wagons Operations) and Chief Financial Officer for onward action as may be deemed necessary.

I am neither a managerial personnel nor a director or key managerial personnel of TWL and also do not hold myself out as such or as a promoter group person to anybody. I specifically confirm that I do not exercise direct or indirect control over the affairs of TWL.

I understand that there are onerous responsibilities attached to the promoter group and I do not wish to be subjected to the same as I am just an employee and need to focus on my job only. In fact I am entitled to the corporate benefits extended to the employees as the rules and policies of the company which may be affected adversely due to my name figuring in the list of promoter group. I confirm that I have no agreement or arrangement or special rights in the Company.

In light of the above, I hereby request you to remove my name from the list of promoter/promoter group with immediate effect.

Your prompt action and confirmation of the same would be really appreciated.

Thanking you,  
Yours truly,



Saket Kandoi