



August 1st, 2017

The Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, Bandra- Kurla Complex
Bandra (E), Mumbai- 400051
Scrip Code: TWL (EQ)

BSE Limited
The Department of Corporate Services- CRD
1st Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip Code: 532966

Re: Submission of Voting results under Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Madam/Sir,

Pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015 we enclose herewith the voting results and scrutinizer's report in respect of the business conducted at the 20th Annual General Meeting of the Company held on the 31st day of July, 2017.

Please take the same on records.

Thanking You

Yours faithfully
for **TITAGARH WAGONS LIMITED**


DINESH ARYA
COMPANY SECRETARY
Encl: As stated 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



Date of the AGM	31.07.2017
Total Number of Shareholders on record date	71452
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	9
Public	334
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)	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Ordinary Resolution No. 1

Adoption of Annual Financial Statements, Reports of the Board of Directors and Auditors for the Financial Year ended 31st March, 2017

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							
E-voting		52838340	100.00	52838340	Nil	100	Nil
Poll	52838340	-	0.00	-	-	-	-
Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	52838340	52838340	100.00	52838340	-	100	-
Public – Institutional holders							
E-voting		19615422	88.84	19287419	328003	98.33	1.67
Poll	22080281	-	-	-	-	-	-
Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	22080281	19615422	88.84	19287419	328003	98.33	1.67
Public- Others							
E-voting		2419050	5.97	2413049	6001	100	0.25
Poll	40526999	34005	0.08	34005	0	0	0.00
Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	40526999	2453055	6.05	2447054	334004	100	1.92
Total	115445620	74906817	64.885	74572813	334004	99.554	0.446



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

Ordinary Resolution No. 2

Declaration of Dividend

Promoter/Pu blic	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - 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	E-voting Poll Postal Ballot Total	52838340 - N.A. 52838340	100.00 0.00 N.A. 100.00	52838340 - N.A. 52838340	Nil - N.A. -	100 - N.A. 100	Nil - N.A. -
Public – Institutional holders	E-voting Poll Postal Ballot Total	19621398 - N.A. 19621398	88.86 - N.A. 88.86	19621398 - N.A. 19621398	0 - N.A. 0	100.00 - N.A. 100.00	0.00 - N.A. 0.00
Public- Others	E-voting Poll Postal Ballot Total	2413074 34005 N.A. 2447079	5.95 0.08 N.A. 6.04	2413074 34005 N.A. 2447079	0 0 N.A. 0	100 0 N.A. 100	0.00 0.00 N.A. 0.00
Total	115445620	74906817	64.885	74906817	0	100.000	0.000

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

Ordinary Resolution No. 3

Re-Appointment of Shri Sudipta Mukherjee, Wholetime Director retiring by rotation

Promoter/Pu blic	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - 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	E-voting Poll	52838340	52838340	100.00	52838340	Nil	100	Nil
	Postal Ballot							
	Total	52838340		100.00	52838340		100	
Public – Institutional holders	E-voting Poll	22080281		88.86	18887394	734004	96.26	3.74
	Postal Ballot							
	Total	22080281		88.86	18887394	734004	96.26	3.74
Public- Others	E-voting Poll	40526999		5.95	2413049	25	100	0.00
	Postal Ballot			0.08	34005	0	0	0.00
	Total	40526999		6.04	2447054	734029	100	3.74
Total		115445620		64.885	74172788	734029	99.020	0.980

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

Ordinary Resolution No. 4

Appointment 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	52838340	52838340	100.00	52838340	Nil	100	Nil
			0.00				
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	52838340	52838340	100.00	52838340		100	
Public – Institutional holders	22080281	19621398	88.86	19621398	0	100.00	0.00
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	22080281	19621398	88.86	19621398	0	100.00	0.00
Public- Others	40526999	2413074	5.95	2413074	0	100	0.00
		34005	0.08	34005	0	0	0.00
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	40526999	2447079	6.04	2447079	0	100	0.00
Total	115445620	74906817	64.885	74906817	0	100.000	0.000



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

Special Resolution No. 5

Re-Appointment of Shri J P Chowdhary, Executive Chairman for a term of Five years.

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							
E-voting		1800	0.00	1800	Nil	100	Nil
Poll	52838340	-	0.00	-	-	-	-
Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	52838340	1800	0.00	1800	-	100	-
Public - Institutional holders							
E-voting		19621398	88.86	18030248	1591150	91.89	8.11
Poll	22080281	-	-	-	-	-	-
Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	22080281	19621398	88.86	18030248	1591150	91.89	8.11
Public- Others							
E-voting		2413074	5.95	2413074	0	100	0.00
Poll	40526999	15255	0.04	15255	0	0	0.00
Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	40526999	2428329	5.99	2428329	1591150	100	8.11
Total	115445620	22051527	19.101	20460377	1591150	92.784	7.216

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

Special Resolution No. 6

Change in minimum remuneration to Shri Umesh Chowdhary, Vice Chairman & Managing Director

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	E-voting Poll	52838340	1800	0.00	1800	Nil	100	Nil
	Postal Ballot		-	0.00	-	-	-	-
	Total	52838340	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public – Institutional holders	E-voting Poll	22080281	1800	0.00	1800	-	100	-
	Postal Ballot		19621398	88.86	18030248	1591150	91.89	8.11
	Total	22080281	-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	22080281	19621398	88.86	18030248	1591150	91.89	8.11
Public- Others	E-voting Poll	40526999	2413074	5.95	2413074	0	100	0.00
	Postal Ballot		15255	0.04	15255	0	0	0.00
	Total	40526999	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		2428329	5.99	2428329	1591150	100	8.11
	Total	115445620	22051527	19.101	20460377	1591150	92.784	7.216

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

Special Resolution No. 7
Approval of payment of remuneration to Shri Umesh Chowdhary from the Company's Wholly Owned Subsidiary in Singapore

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	E-voting Poll	1800	0.00	1800	Nil	100	Nil
	Postal Ballot	-	0.00	-	-	-	-
	Total	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public – Institutional holders	E-voting Poll	1800	0.00	1800	-	100	-
	Postal Ballot	19621398	88.86	18030248	1591150	91.89	8.11
	Total	-	-	-	-	-	-
	Postal Ballot	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	19621398	88.86	18030248	1591150	91.89	8.11
Public- Others	E-voting Poll	2413074	5.95	2413074	0	100	0.00
	Postal Ballot	15255	0.04	15255	0	0	0.00
	Total	40526999	0.04	15255	0	0	0.00

Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	40526999	2428329	5.99	2428329	1591150	100	8.11
Total	115445620	22051527	19.101	20460377	1591150	92.784	7.216

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

Ordinary Resolution No. 8

Approval for ratification of remuneration of Cost Auditor

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	52838340	52838340	100.00	52838340	Nil	100	Nil
		-	0.00	-	-	-	-
Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	52838340	52838340	100.00	52838340	-	100	-
Public – Institutional holders	22080281	19621398	88.86	19621398	0	100.00	0.00
		-	-	-	-	-	-
Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	22080281	19621398	88.86	19621398	0	100.00	0.00
Public- Others	40526999	2413074	5.95	2413074	0	100	0.00
		34005	0.08	34005	0	0	0.00
Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	40526999	2447079	6.04	2447079	0	100	0.00
Total	115445620	74906817	64.885	74906817	0	100.000	0.000

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

Ordinary Resolution No. 9

Approval for continuing contract/arrangement with Cimmco Limited



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	52838340	1800	0.00	1800	0	0	0
		-	0.00	-	-	-	-
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		1800	0.00	1800	-	0	-
Public – Institutional holders	22080281	19621398	88.86	19621398	0	100.00	0.00
		-	-	-	-	-	-
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		19621398	88.86	19621398	0	100.00	0.00
Public- Others	40526999	2413074	5.95	2413074	0	100	0.00
		15255	0.04	15255	0	0	0.00
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
		2428329	5.99	2428329	0	100	0.00
Total	115445620	22051527	19.101	22051527	0	100.000	0.000

For TITAGARH WAGONS LIMITED

D. ARYA
COMPANY SECRETARY

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the
Companies (Management and Administration) Rules, 2014]

Date: 01/08/2017

To,

The Chairman

20th Annual General Meeting of the Equity Shareholders of Titagarh Wagons Limited

Held on 31st July, 2017 at 'MANOVIKAS Kendra', 482, Madudah, Plot I-24, Sector-J, E M Bypass,
Kolkata - 700107 at 10.00 A.M.

Dear Sir,

We, Sushil Goyal & Co., Company Secretaries, were appointed as Scrutinizers by the Board of Directors of Titagarh Wagons Limited (the Company), vide Company's letter dated 19th May, 2017, in terms of section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules), for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by ballot in respect of the resolutions contained in the Notice dated 19th May, 2017 proposed at the 20th Annual General Meeting (AGM) of the Company held on 31st July, 2017 at 10.00 A.M.

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 (i.e. by remote e-voting) and voting by ballots in respect of the resolutions contained in the Notice dated 19th May, 2017 proposed at the AGM of the shareholders of the Company. Our responsibility as Scrutinizers for the voting process of voting through electronic means (i.e. by remote e-voting) and voting by ballots at the AGM 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 ballots at the AGM.

We submit herewith the Consolidated Scrutinizer's Report and relevant details on the results of voting through electronic means (i.e., remote e-voting) and voting by ballots at the AGM as under:

- 1 . The e-voting services were provided by Karvy Computershare Private Limited (Karvy).
- 2 . As per information/confirmations provided by the Company:
 - (a) Advertisements confirming despatch of notices and specifying that business may be transacted through voting by electronic means with other particulars related thereto were published in the Business Standard and Ekdin, Kolkata editions on 7th July, 2017.
 - (b) The Shareholders of the Company holding shares as on the "cut-off" date of 24th July, 2017, were entitled to vote on the proposed resolution(s) as set out in the Notice of the AGM of the Company.



- (c) The voting period for remote e-voting commenced on 27th July, 2017 at 9.00 a.m. and ended on 30th July, 2017 at 5.00 p.m.
- (d) Voting by ballot was undertaken at the venue of the AGM and the locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
- (e) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- (f) The votes cast under e-voting facility were unblocked, after the voting process by ballot was over at the venue of AGM, on Monday, the 31st July, 2017 at 4:25 p.m. in the presence of two witnesses not being in the employment of the Company.
- (g) On the basis of reports of e-voting downloaded from Karvy's e-voting Website <https://evoting.karvy.com> and the scrutiny of the ballots found in the ballot box, we give below the summary of votes cast "in favour" or "against" the resolutions:

Item No. 1: Ordinary Resolution

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017, the consolidated financial statement for the said financial year and the Reports of the Board of Directors and Auditors thereon.

Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
No.	% tage of total number of valid votes	No.	% tage of total number of valid votes	No.
74572813	99.55	334004	0.45	1356

Item No. 2 : Ordinary Resolution

To declare a dividend on Equity Shares.

Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
No.	% tage of total number of valid votes	No.	% tage of total number of valid votes	No.
74906817	100.00	0	0.00	1356



Item No. 3 : Ordinary Resolution

To appoint a Director in place of Shri Sudipta Mukherjee (DIN: 06871871), Wholetime Director, who retires by rotation and, being eligible, offers himself for re-appointment.

Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
No.	% tage of total number of valid votes	No.	% tage of total number of valid votes	No.
74172788	99.02	734029	0.98	1356

Item No. 4 : Ordinary Resolution

To appoint Auditors and fix their remuneration.

Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
No.	% tage of total number of valid votes	No.	% tage of total number of valid votes	No.
74906817	100.00	0	0.00	1356

Item No. 5 : Special Resolution

To approve the re-appointment of Shri J.P. Chowdhary, Executive Chairman for a term of five years.

Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
No.	% tage of total number of valid votes	No.	% tage of total number of valid votes	No.
20460377	92.78	1591150	7.22	1356

Item No. 6 : Special Resolution

To approve the change in minimum remuneration of Shri Umesh Chowdhary, Vice Chairman and Managing Director.

Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
No.	% tage of total number of valid votes	No.	% tage of total number of valid votes	No.
20460377	92.78	1591150	7.22	1356



Item No. 7 : Special Resolution

To approve the payment of remuneration to Shri Umesh Chowdhary, Vice Chairman and Managing Director, from Titagarh Singapore Pte. Limited, Singapore, a wholly owned subsidiary.

Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
No.	% tage of total number of valid votes	No.	% tage of total number of valid votes	No.
20460377	92.78	1591150	7.22	1356

Item No. 8 : Ordinary Resolution

To ratify the Remuneration of Cost Auditor.

Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes
No.	% tage of total number of valid votes	No.	% tage of total number of valid votes	No.
74906817	100.00	0	0.00	1356

Item No. 9 : Ordinary Resolution

To approve continuing contract/arrangement with Cimmco Limited.

Votes in favour of the Resolution*		Votes against the Resolution		Invalid Votes
No.	% tage of total number of valid votes	No.	% tage of total number of valid votes	No.
22051527	100.00	0	0.00	1356

The electronic data and all other relevant records relating to voting are under our safe custody until the Chairman considers, approves and signs the Minutes of the AGM and the same will be returned to the Company for safe keeping.

For SUSHIL GOYAL & CO.

(Sushil Kumar Goyal)

Proprietor

CP No. 8289

Membership No. FCS-3969

Countersigned by: