

TITAGARH WAGONS LIMITED

RESULTS OF POSTAL BALLOT

The members of the Company are hereby informed that the Company has on Monday the 13th day of April, 2015 declared the results of the voting conducted through the Postal Ballot on Special Resolutions under Sections 42,62,13 and 14 of the Companies Act 2013 and Ordinary Resolution under Section 61 & 64 of the Companies Act 2013 read with the respective Rules made there under, relating to the transaction as detailed in the Notice dated 04/03/2015 and dispatched to all members of the Company on 12/03/2015.

Resolution No. 1: Special Resolution : Issue of Equity Shares and/or other securities up to Rs 250 Crores in one or more tranches by way of Qualified Institutional Placement

Valid Votes	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Valid Votes	Percentage to total valid votes
Votes in favour of the resolution	60	12316692	108	12353	12329045	99.998
Votes against the resolution	1	1	4	302	303	0.002
Total	61	12316693	112	12655	12329348	100.00

	E-voting		Postal Ballots		Total
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes
Invalid Votes	6	278096	58	3607	281703

Resolution No. 2: Ordinary Resolution : Subdivision of 1(One) Equity Share of face value of Rs 10/- (Rupees Ten) in to 5(Five) Equity Shares of Rs 2/- (Rupees Two) each (Stock Split)

Valid Votes	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Valid Votes	Percentage to total valid votes
Votes in favour of the resolution	65	12594768	96	8149	12602917	99.997
Votes against the resolution	3	18	5	307	325	0.003
Total	68	12594786	101	8456	12603242	100.00

	E-voting		Postal Ballots		Total
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes
Invalid Votes	1	3	69	7806	7809

Resolution No. 3: Special Resolution : Alteration of Memorandum of Association of the Company

Valid Votes	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Valid Votes	Percentage to total valid votes
Votes in favour of the resolution	65	12594780	97	8364	12603144	99.998
Votes against the resolution	1	1	3	232	233	0.002
Total	66	12594781	100.00	8596	12603377	100.00

	E-voting		Postal Ballots		Total
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes
Invalid Votes	1	8	70	7666	7674

Resolution No. 4: Special Resolution : Alteration of Articles of Association of the Company

Valid Votes	E-voting		Postal Ballots		Total	
	Voter Counts	Vote Count	No. of Forms	Votes	Valid Votes	Percentage to total valid votes
Votes in favour of the resolution	60	12316692	97	8364	12325056	99.998
Votes against the resolution	1	1	3	232	233	0.002
Total	61	12316693	100	8596	12325289	100.00

	E-voting		Postal Ballots		Total
	Voter Counts	Vote Count	No. of Forms	Votes	Invalid Votes
Invalid Votes	6	278096	70	7666	285762

The Resolutions have therefore been approved by the Shareholders with requisite majority

for Titagarh Wagons Limited

Place: - Kolkata
Date: - 14.04.2015

Sd/-
Dinesh Arya
Company Secretary