



TITAGARH WAGONS LIMITED

Registered Office: 1B, Aster Court, 3, Loudon Street, Kolkata - 700017, India
Corporate Office: Titagarh House, 756 Anandapur, E.M. Bypass, Kolkata - 700107, India
Ph: +91 33 40190800 | Fax: +91 33 40190823 | Email: corp@titagarh.biz | Web: www.titagarh.biz

Postal Ballot Notice

To

The Member(s),

NOTICE is hereby given that the following Resolutions are 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 Resolutions:

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 the provisions of Section 13 of the Companies Act, 2013 (the Act) read with the Rules made thereunder, a new sub-clause (9) in the Main Object Clause A of the Memorandum of Association of the Company be added after the sub-clause (8):

9. To carry on the business of shipbuilding, ship breaking, shipping, marine engineering, naval architecture and ocean engineering, construct, operate, trade, own, lease, purchase, sell, acquire, repair ships, vessels, cranes, tugs, berths, jetties, all types of floating crafts, automated, semi automated and manual infrastructural equipments and facilities for handling all types of cargoes by sea, air, rail or other modes and manufacture/deal in any or all components, accessories etc. relating to the aforesaid businesses.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 of the Act, read with rules made thereunder and other enabling provisions of law, the approval of the shareholders be and is hereby accorded to carrying on of such new business(es) set out under the main object clause (as amended) as the Board of Directors may deem appropriate for and in the interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include a committee thereof) be and is hereby severally authorized to make such applications and to do and perform all such acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to this Resolution."

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

"RESOLVED THAT in supersession of the resolution(s) passed under Section 293(1)(a) of the Companies Act, 1956 the consent of the Members of the Company be and is hereby accorded in terms of Section 180(1)(a) of the Companies Act, 2013 (the Act), and other enabling provisions of law, if any, to create mortgage and/or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board of Directors (which term shall include any Committee thereof) in its absolute discretion may deem fit and proper, on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or movable, comprised in any undertaking both present and future, of the Company, and/or conferring power to enter upon and take possession of the assets of the Company in certain events in favour of the Bank(s), Financial Institution(s) or other persons (hereinafter referred to as the lenders) to secure the borrowings upto an aggregate amount not exceeding Rs. 900 Crores (Rupees Nine Hundred Crores) by way of working capital facilities, issue of non-convertible debentures, bonds, term loans, and/or other instruments including foreign currency borrowings as the Board may in its absolute discretion deem fit, to be availed/issued in one or more tranches, from/to the lenders/eligible persons/investors including non-residents, and upon such terms and conditions, as may be decided by the Board.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created in future by the Company, as may be agreed to between the Company's Board of Directors and the Lenders.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

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

"RESOLVED THAT in modification of the resolution passed at the Twelfth Annual General Meeting held on 14th September, 2009 under Section 293(1)(d) of the Companies Act, 1956, the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to borrow any sum or sums of money from time to time, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans and working capital facility obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of Paid-Up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose, provided, however, that the total amount upto which moneys may be borrowed shall not exceed the aggregate of Paid-up Capital and Free Reserves of the Company by more than the sum of Rs. 500 Crores (Rupees Five Hundred Crores Only) at any time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."



TITAGARH

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and other provisions as may be applicable and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to any body corporate or any person and/or acquire by way of subscription, purchase or otherwise the securities of any body corporate up to a limit not exceeding Rs.1,000 Crores (Rupees one thousand crore) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired may exceed the limits prescribed under the said section read with Rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

Registered Office :

1B, Aster Court
3, Loudon Street, Kolkata 700017
5th July, 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 Company has appointed Messrs Sushil Goyal & Co., Practising Company Secretaries as Scrutinizers for conducting the postal ballot process, in a fair manner.
3. The votes should be cast either in favour of or against by putting the tick [v] mark in the column provided for assent or dissent. Postal Ballot Form bearing [v] 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, 1st August, 2014.
5. In compliance with provisions of Section 108 of the 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 NSDL 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 :-

(a) In case of Shareholders receiving e-mail from NSDL

- (i) Open the e-mail and open PDF file viz: "TWL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Titagarh Wagons Limited
- (viii) Now you are ready for e-Voting as Cast Vote page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) 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.biz a copy marked to evoting@nsdl.co.in.



(b) In case of Shareholders' receiving Postal Ballot Form by Post :

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) 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 Downloads section of www.evoting.nsdl.com.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. 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.
7. 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. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or from the 'Investors' page on the website of the Company www.titagarh.biz. The Shareholders can also seek duplicate Postal Ballot Form from M/s Karvy Computershare Private Limited at Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081 (RTA). Notice of postal ballot shall also be available on the web sites of the Company (www.titagarh.biz) and RTA (www.karvycomputershare.com)
8. 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, on Monday, the 8th September, 2014 .
9. The voting period for e-voting module commences at 10.00 A.M. on Sunday, the 10th August, 2014 and ends at 6.00 P.M. on Monday, the 8th September, 2014 The e-voting module shall thereafter be disabled by NSDL.
10. 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 1st August, 2014.
11. 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 Thursday, the 11th September, 2014 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.biz, besides being communicated to the stock exchanges on which shares of the Company are listed and published in the newspaper(s).
12. 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 upto 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

The Board has, as part of derisking the business particularly in view of the Company's substantial dependence on a single product i.e. Wagons, considered foray into business of ship building in phases in addition to continuing its sharp focus on expansion of existing operations to achieve and maintain sustainable growth momentum. In view of the processes involved into shipbuilding, inter alia, fabrication being one of the core competencies of the Company, the said new business can be advantageously combined with the other existing business carried out by the Company. Further, the shipbuilding activity would be undertaken mainly at the existing plant of the Company at Titagarh, therefore capital outlay can be adequately sourced from the internal accruals.

In order to enable the Company to pursue the aforesaid business activity planned, approval of members of the Company by special resolution is required, pursuant to the provisions of the Companies Act, 2013.

The Directors recommend the special resolution set out at Item no. 1 of the accompanying notice, for the approval of the members of the Company.

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

ITEM NO. 2

Section 180(1)(a) of the Companies Act, 2013, inter alia, provides that the Board of Directors of a company shall not, without the consent of the Company in general meeting by Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings.



The borrowings of the Company, where necessary, would be secured by way of charge/mortgage/extension of mortgage on the Company's assets/undertaking(s) in favour of the eligible lenders/security holders. As the documents to be executed between the lenders/security holders and the Company may contain the power to take over the management of the undertaking(s) of the Company in certain events, which may be regarded as disposal of undertaking (s) under Section 180(1)(a) of the Act it is necessary to pass a resolution to enable the Board of Directors of the Company to create charges/mortgages for amounts not exceeding in aggregate Rs.900 Crores (Rupees Nine Hundred Crores) only.

The above proposal is in the interest of the Company and your Directors recommend the Resolution set out at Item no. 2 of the accompanying notice for approval by the Members of the Company.

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

ITEM NO. 3

Pursuant to Section 293 (1)(d) of the Companies Act, 1956 the members had at their meeting held on 14th September, 2009 approved to borrow money for the requirements of the Company in excess of the aggregate of the Paid-up Capital and Free Reserves of the Company by Ordinary Resolution in accordance with the provisions of the Companies Act, 1956 then applicable. As per Section 180 (1) (c) of the Act and clarifications issued by Ministry of Corporate Affairs the Resolution set out at Item no. 3 requires approval of shareholders by passing Special Resolution.

The Board recommends the resolution for approval of the members. None of the Directors or Key Managerial Personnel (KMP) or their relatives is in any way concerned or interested in the Resolution.

ITEM NO. 4

The Companies Act, 2013 has replaced the Companies Act, 1956 with effect from 1st April, 2014. Section 186 which governs investments in securities of / loans to other bodies corporate or persons and giving corporate guarantee for loans availed by other bodies corporate or persons has been notified in replacement of Section 372A of the Companies Act, 1956.

Pursuant to provisions of Section 186 of the Companies Act, 2013 (the Act), where the giving of any loan to any person or body corporate or giving of any guarantee or providing of any security in connection with a loan to any other body corporate or person or acquisition, by way of subscription, purchase or otherwise, of securities of any other body corporate exceeds the limits specified in Section 186(2) of the Act, prior approval by means of a special resolution passed at a general meeting shall be necessary. Further, pursuant to provisions of Rule 22 of the Companies (Management and Administration) Rule, 2014, business related to aforesaid matter shall be transacted only by means of voting through a postal ballot.

In order to pursue the Company's growth by investing in the right opportunities, Special Resolution set out at Item No.4 is recommended for approval of the members of the Company.

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

Registered Office :
1B, Aster Court
3, Loudon Street, Kolkata 700017
5th July, 2014

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