

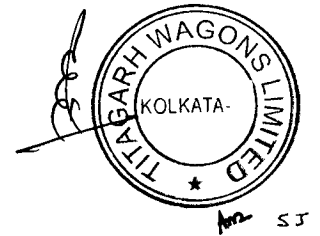
| General information about company | |
|-----------------------------------|-------------------------|
| Scrip code | 532966 |
| NSE Symbol | TWL(EQ) |
| MSEI Symbol | |
| ISIN | INE615H01020 |
| Name of the entity | TITAGARH WAGONS LIMITED |
| Date of start of financial year | 01-04-2018 |
| Date of end of financial year | 31-03-2019 |
| Reporting Quarter | Quarterly |
| Date of Report | 31-12-2018 |
| Risk management committee | Not Applicable |

For TITAGARH WAGONS LIMITED


D. ARYA
COMPANY SECRETARY

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| Annexure I | | | | | | | | | | | | | | | |
|--|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-----------------------------|-----------------------------|
| Annexure I to be submitted by listed entity on quarterly basis | | | | | | | | | | | | | | | |
| I. Composition of Board of Directors | | | | | | | | | | | | | | | |
| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | | | | |
| Is there any change in information of board of directors compare to previous quarter | | | | | | | | | | | | | Yes | | |
| Wether the listed entity has a Regular Chairperson | | | | | | | | | | | | | Yes | | |
| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
| 1 | Mr | JP CHOWDHARY | ACKPC0432A | 00313685 | Executive Director | Chairperson | MD | 08-01-2017 | | | 2 | 0 | 0 | | |
| 2 | Mr | UMESH CHOWDHARY | ACIPC6110B | 00313652 | Executive Director | Not Applicable | CEO-MD | 01-10-2015 | | | 2 | 2 | 0 | | |
| 3 | Mr | SUDIPTA MUKHERJEE | AIKPM3328F | 06871871 | Executive Director | Not Applicable | | 15-04-2014 | | | 1 | 0 | 0 | | |
| 4 | Mr | D N DAVAR | AAAPD0015E | 00002008 | Non-Executive - Independent Director | Not Applicable | | 11-09-2014 | | 52 | 6 | 4 | 3 | | |

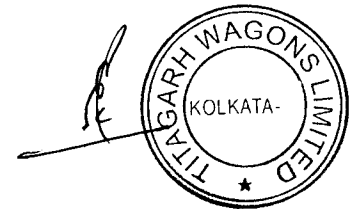


Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

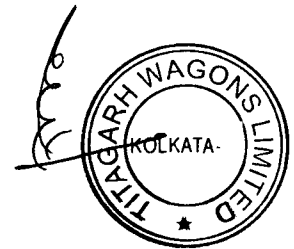
Disclosure of notes on composition of board of directors explanatory

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|------------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-----------------------------|-----------------------------|
| 5 | Mr | MANOJ MOHANKA | AEXPM3719F | 00128593 | Non-Executive - Independent Director | Not Applicable | | 11-09-2014 | | 52 | 3 | 3 | 1 | | |
| 6 | Mr | SUNIRMAL TALUKDAR | ABNPT6999B | 00920608 | Non-Executive - Independent Director | Not Applicable | | 11-09-2014 | 13-10-2018 | 49 | 4 | 3 | 1 | | |
| 7 | Mr | RAMSEBAK BANDYOPADHYAY | ADMPB0951G | 01122778 | Non-Executive - Independent Director | Not Applicable | | 10-09-2017 | | 16 | 2 | 2 | 0 | | |
| 8 | Mr | ATUL JOSHI | AAIPJ4138Q | 03557435 | Non-Executive - Independent Director | Not Applicable | | 24-01-2018 | | 11 | 1 | 0 | 0 | | |



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| Annexure I to be submitted by listed entity on quarterly basis | | | | | | | | | | | | | | | |
|--|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-----------------------------|-----------------------------|
| I. Composition of Board of Directors | | | | | | | | | | | | | | | |
| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | | | | |
| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
| 9 | Mrs | RASHMI CHOWDHARY | AESPC7234G | 06949401 | Non-Executive - Non Independent Director | Not Applicable | | 14-08-2014 | | | 1 | 0 | 0 | | |

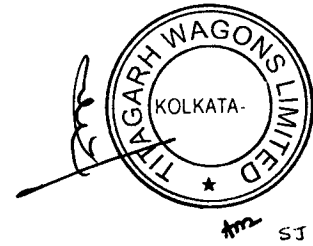


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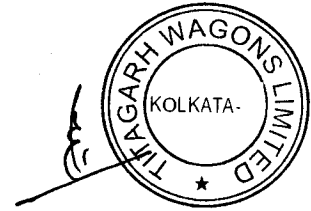
| | |
|--|-----|
| Annexure 1 | |
| II. Composition of Committees | |
| Disclosure of notes on composition of committees explanatory | |
| Is there any change in information of committees compare to previous quarter | Yes |



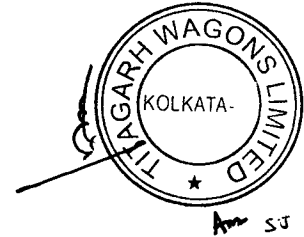
| Audit Committee Details | | | | | | | |
|---|------------|-----------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00002008 | SHRI D N DAVAR | Non-Executive - Independent Director | Chairperson | 23-02-2007 | | |
| 2 | 00128593 | SHRI MANOJ MOHANKA | Non-Executive - Independent Director | Member | 28-07-2008 | | |
| 3 | 00920608 | SHRI SUNIRMAL TALUKDAR | Non-Executive - Independent Director | Member | 29-05-2014 | 13-10-2018 | |
| 4 | 01122778 | SHRI RAMSEBAK BANDYOPADHYAY | Non-Executive - Independent Director | Member | 14-02-2018 | | |



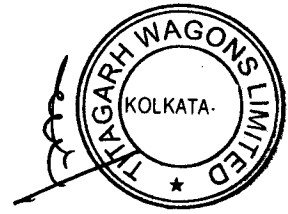
| Nomination and remuneration committee | | | | | | | |
|---|------------|-----------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00002008 | SHRI D N DAVAR | Non-Executive - Independent Director | Chairperson | 08-01-2007 | | |
| 2 | 00128593 | SHRI MANOJ MOHANKA | Non-Executive - Independent Director | Member | 08-01-2007 | | |
| 3 | 01122778 | SHRI RAMSEBAK BANDYOPADHYAY | Non-Executive - Independent Director | Member | 10-08-2017 | | |
| 4 | 00313685 | SHRI J P CHOWDHARY | Executive Director | Member | 22-08-2016 | | |



| Stakeholders Relationship Committee | | | | | | | |
|---|------------|-----------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00128593 | SHRI MANOJ MOHANKA | Non-Executive - Independent Director | Chairperson | 27-10-2008 | | |
| 2 | 00313652 | SHRI UMESH CHOWDHARY | Executive Director | Member | 10-07-2007 | | |
| 3 | 00920608 | SHRI SUNIRMAL TALUKDAR | Non-Executive - Independent Director | Member | 14-12-2016 | 13-10-2018 | |
| 4 | 01122778 | SHRI RAMSEBAK BANDYOPADHYAY | Non-Executive - Independent Director | Member | 10-08-2017 | | |

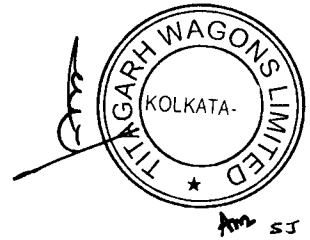


| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |

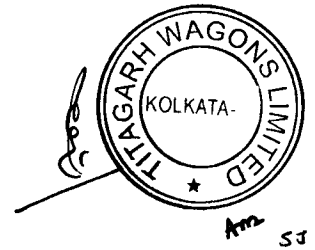


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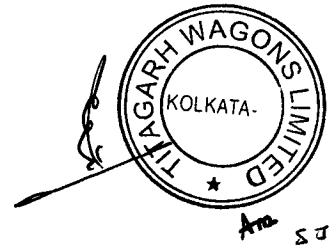
| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 06949401 | SMT RASHMI CHOWDHARY | Non-Executive - Non Independent Director | Chairperson | 12-08-2015 | | |
| 2 | 00313685 | SHRI J P CHOWDHARY | Executive Director | Member | 09-11-2013 | | |
| 3 | 00313652 | SHRI UMESH CHOWDHARY | Executive Director | Member | 09-11-2013 | | |
| 4 | 00920608 | SHRI SUNIRMAL TALUKDAR | Non-Executive - Independent Director | Member | 09-11-2017 | 13-10-2018 | |
| 5 | 03557435 | SHRI ATUL JOSHI | Non-Executive - Independent Director | Member | 10-11-2018 | | |



| Other Committee | | | | | | |
|-----------------|------------|---------------------------|--------------------------|--------------------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 00313652 | SHRI UMESH CHOWDHARY | ASSET DISPOSAL COMMITTEE | Executive Director | Member | |
| 2 | 00128593 | SHRI MANOJ MOHANKA | ASSET DISPOSAL COMMITTEE | Non-Executive - Independent Director | Member | |
| 3 | 00313685 | SHRI J P CHOWDHARY | FINANCE COMMITTEE | Executive Director | Member | |
| 4 | 00313652 | SHRI UMESH CHOWDHARY | FINANCE COMMITTEE | Executive Director | Member | |
| 5 | 00128593 | SHRI MANOJ MOHANKA | FINANCE COMMITTEE | Non-Executive - Independent Director | Member | |



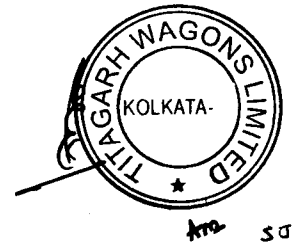
| Annexure 1 | | | |
|--|---|--|---|
| Annexure 1 | | | |
| III. Meeting of Board of Directors | | | |
| Disclosure of notes on meeting of board of directors explanatory | | | |
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1 | 10-08-2018 | | |
| 2 | 29-09-2018 | | 49 |
| 3 | | 10-11-2018 | 41 |



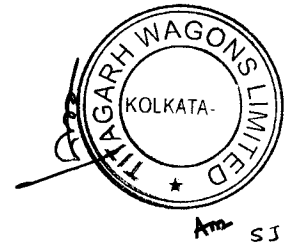
| Annexure 1 | | | | | | | |
|--|---|---|--|---------------------------|---|--|-------------------------|
| IV. Meeting of Committees | | | | | | | |
| Disclosure of notes on meeting of committees explanatory | | | | | | | |
| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 1 | Audit Committee | 10-11-2018 | Yes | 3 | 10-08-2018 | 91 | |
| 2 | Nomination and remuneration committee | | Yes | 3 | 10-08-2018 | | |
| 3 | Stakeholders Relationship Committee | 10-11-2018 | Yes | 3 | 10-08-2018 | 91 | |
| 4 | Corporate Social Responsibility Committee | | Yes | 3 | 10-08-2018 | | |



| Annexure 1 | | | |
|-------------------------------|--|-------------------------------|--|
| V. Related Party Transactions | | | |
| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA | |



| Annexure 1 | | |
|------------------|--|----------------------------|
| VI. Affirmations | | |
| Sr | Subject | Compliance status (Yes/No) |
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |



| Annexure 1 | | |
|------------|-------------------|--|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | DINESH ARYA |
| 2 | Designation | Company Secretary and Compliance Officer |



| Signatory Details | |
|-----------------------|--|
| Name of signatory | DINESH ARYA |
| Designation of person | Company Secretary and Compliance Officer |
| Place | KOLKATA |
| Date | 11-01-2019 |

