

| <b>General information about company</b>                       |                          |
|--|--------------------------|
| Scrip code   | 532966                   |
| NSE Symbol   | TWL                      |
| MSEI Symbol  |                          |
| ISIN   | INE615H01020             |
| Name of the entity   | TITAGARH WAGONS LIMITED  |
| Date of start of financial year                                | 01-04-2019               |
| Date of end of financial year                                  | 31-03-2020               |
| Reporting Quarter  | Half Yearly              |
| Date of Report   | 30-09-2019               |
| Risk management committee                                      | Not Applicable           |
| Market Capitalisation as per immediate previous Financial Year | Top 1000 listed entities |

**CERTIFIED TRUE COPY**

**For TITAGARH WAGONS LIMITED**

  
**D. ARYA**  
**COMPANY SECRETARY**

## 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

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

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 Birth | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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              | J P CHOWDHARY        | ACKPC0432A | 00313685 | Executive Director      | Chairperson             | MD                      | 23-09-1940    | 24-09-2009                  | 08-01-2017             |                   |                                | 2  | 0   | 0   | 0  |                             |                             |
| 2  | Mr              | UMESH CHOWDHARY      | ACIPC6110B | 00313652 | Executive Director      | Not Applicable          | MD                      | 24-04-1974    | 03-07-1997                  | 01-10-2015             |                   |                                | 2  | 0   | 2   | 0  |                             |                             |
| 3  | Mr              | SUDIPTA MUKHERJEE    | AIKPM3328F | 06871871 | Executive Director      | Not Applicable          |                         | 01-01-1975    | 15-05-2014                  | 15-05-2019             |                   |                                | 1  | 0   | 0   | 0  |                             |                             |
| 4  | Mr              | ANIL KUMAR AGARWAL   | ACXPA6628B | 01501767 | Executive Director      | Not Applicable          |                         | 05-07-1975    | 29-05-2019                  |                        |                   |                                | 2  | 0   | 2   | 0  |                             |                             |

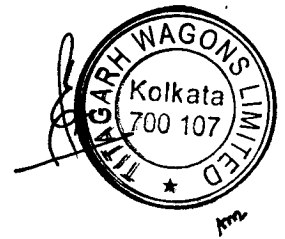


### I. Composition of Board of Directors

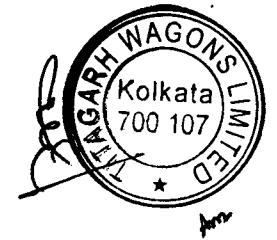
#### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

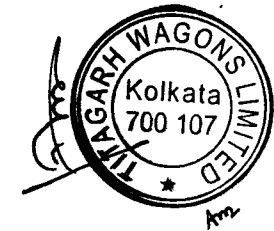
| Sr | Title (Mr / Ms) | Name of the Director   | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of Birth | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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              | D N DAVAR              | AAAPD0015E | 00002008 | Non-Executive - Independent Director | Not Applicable          |                         | 08-08-1934    | 08-12-2006                  | 01-04-2019             | 13-09-2019        | 61                             | 8  | 7   | 4   | 3  |                             |                             |
| 6  | Mr              | MANOJ MOHANKA          | AEXPM3719F | 00128593 | Non-Executive - Independent Director | Not Applicable          |                         | 05-03-1963    | 21-12-2001                  | 01-04-2019             |                   | 61                             | 3  | 3   | 3   | 1  |                             |                             |
| 7  | Mr              | RAMSEBAK BANDYOPADHYAY | ADMPB0951G | 01122778 | Non-Executive - Independent Director | Not Applicable          |                         | 07-01-1951    | 10-08-2017                  |                        |                   | 25                             | 2  | 2   | 3   | 0  |                             |                             |
| 8  | Mr              | ATUL JOSHI             | AAIPJ4138Q | 03557435 | Non-Executive - Independent Director | Not Applicable          |                         | 03-04-1968    | 24-01-2018                  |                        |                   | 20                             | 1  | 1   | 1   | 0  |                             |                             |



| I. Composition of Board of Directors                                 |                 |                      |            |          |  |                         |                         |               |                             |                        |                   |                                |  |   |   |  |                             |                             |
|--|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| Disclosure of notes on composition of board of directors explanatory |                 |                      |            |          |  |                         |                         |               |                             |                        |                   |                                |  |   |   |  |                             |                             |
| Wether the listed entity has a Regular Chairperson                   |                 |                      |            |          |  |                         |                         |               |                             |                        |                   |                                |  |   |   |  |                             |                             |
| Sr   | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of Birth | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 ia 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          |                         | 11-01-1973    | 14-08-2014                  |                        |                   |                                | 1  | 0   | 0   | 0  |                             |                             |
| 10   | Mr              | VINOD KUMAR SHARMA   | ALJPS1980M | 02051084 | Non-Executive - Independent Director     | Not Applicable          |                         | 22-12-1952    | 21-08-2019                  |                        |                   | 1                              | 2  | 1   | 0   | 0  |                             |                             |



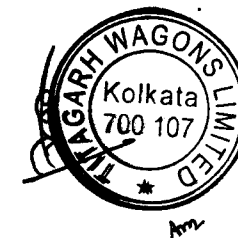
| Audit Committee Details                               |            |                           |                                      |                         |                     |                   |                        |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|------------------------|
| 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   | D N DAVAR                 | Non-Executive - Independent Director | Chairperson             | 23-02-2007          | 13-09-2019        | Textual Information(1) |
| 2   | 00128593   | MANOJ MOHANKA             | Non-Executive - Independent Director | Member                  | 28-07-2008          |                   |                        |
| 3   | 01122778   | RAMSEBAK BANDYOPADHYAY    | Non-Executive - Independent Director | Member                  | 14-02-2018          |                   |                        |
| 4   | 03557435   | ATUL JOSHI                | Non-Executive - Independent Director | Member                  | 04-02-2019          |                   |                        |



| Sr Text Block          |  |
|------------------------|--|
| Textual Information(1) | Shri D N Davar resigned from the Board w.e.f. 13/09/2019 for health reasons. |



| 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   | D N DAVAR                 | Non-Executive - Independent Director | Chairperson             | 08-01-2007          | 13-09-2019        | Textual Information(1) |
| 2   | 00128593   | MANOJ MOHANKA             | Non-Executive - Independent Director | Member                  | 08-01-2007          |                   |                        |
| 3   | 01122778   | RAMSEBAK BANDYOPADHYAY    | Non-Executive - Independent Director | Member                  | 10-08-2017          |                   |                        |
| 4   | 00313685   | J P CHOWDHARY             | Executive Director                   | Member                  | 22-08-2016          |                   |                        |



|                        |  |
|------------------------|--|
| <b>Sr Text Block</b>   |  |
| Textual Information(1) | Shri D N Davar resigned from the Board w.e.f. 13.09.2019 due to health reasons |





| 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   | MANOJ MOHANKA             | Non-Executive - Independent Director | Chairperson             | 27-10-2008          |                   |         |
| 2   | 00313652   | UMESH CHOWDHARY           | Executive Director                   | Member                  | 10-07-2007          |                   |         |
| 3   | 01122778   | 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 |



| 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   | RASHMI CHOWDHARY          | Non-Executive - Non Independent Director | Chairperson             | 12-08-2015          |                   |         |
| 2   | 00313685   | J P CHOWDHARY             | Executive Director                       | Member                  | 09-11-2013          |                   |         |
| 3   | 00313652   | UMESH CHOWDHARY           | Executive Director                       | Member                  | 09-11-2013          |                   |         |
| 4   | 03557435   | 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   | UMESH CHOWDHARY           | ASSET DISPOSAL COMMITTEE & FINANCE COMMITTEE | Executive Director                   | Member                  |                        |
| 2               | 00128593   | MANOJ MOHANKA             | ASSET DISPOSAL COMMITTEE & FINANCE COMMITTEE | Non-Executive - Independent Director | Member                  |                        |
| 3               | 00313685   | J P CHOWDHARY             | SPECIAL COMMITTEE & FINANCE COMMITTEE        | Executive Director                   | Member                  |                        |
| 4               | 00313652   | UMESH CHOWDHARY           | SPECIAL COMMITTEE                            | Executive Director                   | Member                  |                        |
| 5               | 03557435   | ATUL JOSHI                | SPECIAL COMMITTEE                            | Non-Executive - Independent Director | Member                  |                        |
| 6               | 00002008   | D N DAVAR                 | SPECIAL COMMITTEE                            | Non-Executive - Independent Director | Member                  | Textual Information(1) |
| 7               | 00128593   | MANOJ MOHANKA             | SPECIAL COMMITTEE                            | Non-Executive - Independent Director | Member                  |                        |
| 8               | 01122778   | RAMSEBAK BANDYOPADHYAY    | SPECIAL COMMITTEE                            | Non-Executive - Independent Director | Member                  |                        |



| Other Committee Text Block |   |
|----------------------------|---|
| Textual Information(1)     | D N Davar ceased to be a member pursuant to his resignation from the Board w.e.f. 13.09.2019 on health reasons. |



| 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) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1  | 29-05-2019  |  |   |                              | Yes  | 6                            | 3   |
| 2  | 30-05-2019  |  | 0   |                              | Yes  | 5                            | 3   |
| 3  |   | 08-07-2019   | 38  |                              | Yes  | 8                            | 3   |
| 4  |   | 14-08-2019   | 36  |                              | Yes  | 8                            | 4   |
| 5  |   | 20-09-2019   | 36  |                              | Yes  | 5                            | 1   |



| Annexure 1   |                                       |   |   |                         |                               |  |                              |   |  |
|--|---------------------------------------|---|---|-------------------------|-------------------------------|--|------------------------------|---|--|
| IV. Meeting of Committees                                |                                       |   |   |                         |                               |  |                              |   |  |
| Disclosure of notes on meeting of committees explanatory |                                       |   |   |                         |                               |  |                              |   |  |
| Sr   | Name of Committee                     | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |  |
| 1  | Audit Committee                       | 29-05-2019  |   |                         |                               | Yes  | 3                            | 3   |  |
| 2  | Audit Committee                       | 30-05-2019  | 0   |                         |                               | Yes  | 3                            | 3   |  |
| 3  | Audit Committee                       | 08-07-2019  | 38  |                         |                               | Yes  | 3                            | 3   |  |
| 4  | Audit Committee                       | 14-08-2019  | 36  |                         |                               | Yes  | 4                            | 4   |  |
| 5  | Nomination and remuneration committee | 29-05-2019  |   |                         |                               | Yes  | 3                            | 2   |  |
| 6  | Nomination and remuneration committee | 08-07-2019  | 39  |                         |                               | Yes  | 3                            | 2   |  |



| Annexure 1                |   |   |   |                          |                               |  |                              |   |
|---------------------------|---|---|---|--------------------------|-------------------------------|--|------------------------------|---|
| IV. Meeting of Committees |   |   |   |                          |                               |  |                              |   |
| Sr                        | Name of Committee                         | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee  | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 7                         | Nomination and remuneration committee     | 14-08-2019  | 36  |                          |                               | Yes  | 4                            | 3   |
| 8                         | Stakeholders Relationship Committee       | 29-05-2019  |   |                          |                               | Yes  | 2                            | 2   |
| 9                         | Stakeholders Relationship Committee       | 14-08-2019  | 76  |                          |                               | Yes  | 2                            | 2   |
| 10                        | Corporate Social Responsibility Committee | 29-05-2019  |   |                          |                               | Yes  | 3                            | 1   |
| 11                        | Other Committee                           | 08-06-2019  | 9   | SPECIAL COMMITTEE        |                               | Yes  | 4                            | 2   |
| 12                        | Other Committee                           | 31-07-2019  | 52  | ASSET DISPOSAL COMMITTEE |                               | Yes  | 2                            | 1   |
| 13                        | Other Committee                           | 30-04-2019  |   | FINANCE COMMITTEE        |                               | Yes  | 2                            | 1   |





| 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                            |  |



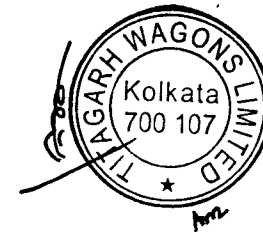
| Annexure 1       |  |                            |
|------------------|--|----------------------------|
| VI. Affirmations |  |                            |
| Sr               | Subject  | Compliance status (Yes/No) |
| 1                | The composition of Board of Directors is in terms of SEBI (Listing 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 500 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 |



| Annexure III                         |  |                                      |                               |  |
|--------------------------------------|--|--------------------------------------|-------------------------------|--|
| III. Affirmations                    |  |                                      |                               |  |
| Sr                                   | Particulars  | Regulation Number                    | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here.   |
| 1                                    | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | Yes                           |  |
| 2                                    | Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | No                            | Shri D N Davar, Chairman of the Committee ceased to be a Director of the Company w.e.f. 13.09.2019 and Mr. Ramsebak Bandyopadhyay attended on behalf of the Committee. |
| 3                                    | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | No                            | Shri D N Davar, Chairman of the Committee ceased to be a Director of the Company w.e.f. 13.09.2019 and Mr. Ramsebak Bandyopadhyay attended on behalf of the Committee. |
| 4                                    | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting  | 20(3)                                | No                            | Shri Manoj Mohanka, Chairman of the Committee was travelling and he authorised Mr. Ramsebak Bandyopadhyay to attend the meeting on his behalf.                         |
| 5                                    | Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes                           |  |
| Any other information to be provided |  |                                      |                               |  |



| <b>Annexure III</b> |                          |                          |
|---------------------|--------------------------|--------------------------|
| 1                   | <b>Name of signatory</b> | <b>DINESH ARYA</b>       |
| 2                   | <b>Designation</b>       | <b>Company Secretary</b> |



| <b>Signatory Details</b> |                   |
|--------------------------|-------------------|
| Name of signatory        | DINESH ARYA       |
| Designation of person    | Company Secretary |
| Place                    | KOLKATA           |
| Date                     | 10-10-2019        |



