

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	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

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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

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	J P 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		55	7	4	3		

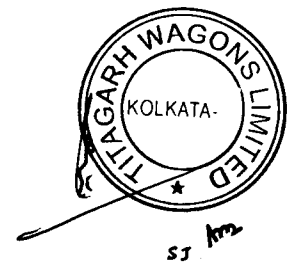


## Annexure I to be submitted by listed entity on quarterly basis

## 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		55	3	3	1		
6	Mr	RAMSEBAK BANDYOPADHYAY	ADMPB0951G	01122778	Non-Executive - Independent Director	Not Applicable		10-08-2017		19	2	2	0		
7	Mr	ATUL JOSHI	AAIPJ4138Q	03557435	Non-Executive - Independent Director	Not Applicable		24-01-2018		14	1	1	0		
8	Mrs	RASHMI CHOWDHARY	AESPC7234G	06949401	Non-Executive - Non Independent Director	Not Applicable		14-08-2014		1	0	0	0		



Audit Committee Details							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Whether the Audit Committee has a Regular Chairperson		Remarks
					Yes	Date of Appointment	
1	00002008	D N DAVAR	Non-Executive - Independent Director	Chairperson	23-02-2007		
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		



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		
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		



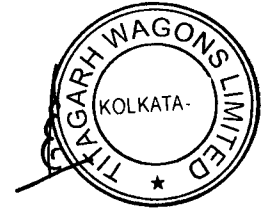
Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00128593	MANOJ MOHANKA	Non-Executive - 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		



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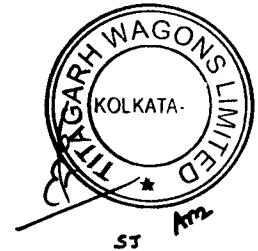
Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00313652	UMESH CHOWDHARY	ASSET DISPOSAL COMMITTEE	Executive Director	Member	
2	00128593	MANOJ MOHANKA	ASSET DISPOSAL COMMITTEE	Non-Executive - Independent Director	Member	
3	00313685	J P CHOWDHARY	FINANCE COMMITTEE	Executive Director	Member	
4	00313652	UMESH CHOWDHARY	FINANCE COMMITTEE	Executive Director	Member	
5	00128593	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)	Notes for not providing Date
1	10-11-2018			
2		04-02-2019	85	



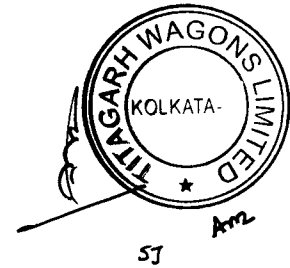
Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	04-02-2019	Yes	3	10-11-2018	85		
2	Nomination and remuneration committee	04-02-2019	Yes	3				No meeting was held in the previous quarter.
3	Stakeholders Relationship Committee	04-02-2019	Yes	3	10-11-2018	85		
4	Corporate Social Responsibility Committee	04-02-2019	Yes	4				No meeting was held in the previous quarter.



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	



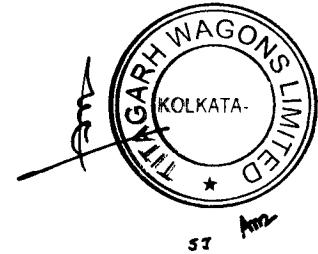
Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure 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



Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.titagarh.in
2	Terms and conditions of appointment of independent directors	Yes		www.titagarh.in
3	Composition of various committees of board of directors	Yes		www.titagarh.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.titagarh.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.titagarh.in
6	Criteria of making payments to non-executive directors	Yes		www.titagarh.in
7	Policy on dealing with related party transactions	Yes		www.titagarh.in
8	Policy for determining 'material' subsidiaries	Yes		www.titagarh.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.titagarh.in



Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.titagarh.in
11	email address for grievance redressal and other relevant details	Yes		www.titagarh.in
12	Financial results	Yes		www.titagarh.in
13	Shareholding pattern	Yes		www.titagarh.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

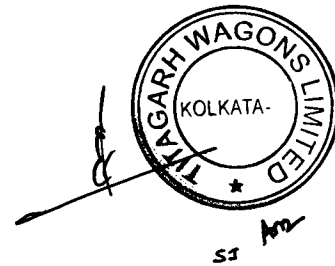




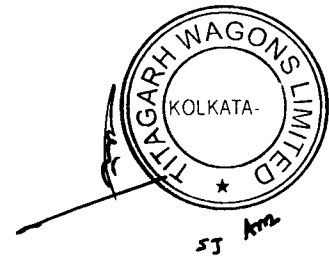
Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	



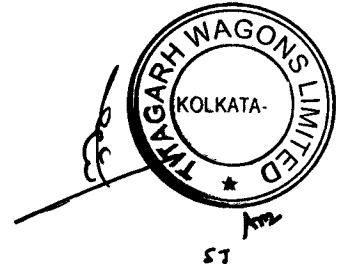
Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			



Annexure II		
1	Name of signatory	DINESH ARYA
2	Designation	Company Secretary



Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	



Annexure II		
1	Name of signatory	DINESH ARYA
2	Designation	Company Secretary



Signatory Details	
Name of signatory	DINESH ARYA
Designation of person	Company Secretary
Place	KOLKATA
Date	09-04-2019



