| General information about company                              | илу                      |
|--|--------------------------|
| Scrip coce   | 532966                   |
| NSE Symbol   | TWL                      |
| MSEI Symbol  |                          |
| ISIN   | INE615H01020             |
| Name of the entity   | TITAGARH WAGONS LIMITED  |
| Date of start of financial year                                | 01-04-2020               |
| Date of end of financial year                                  | 31-03-2021               |
| Reporting Quarter  | Yearly                   |
| Date of Report   | 31-03-2021               |
| Risk management committee                                      | Not Applicable           |
| Market Capitalisation as per immediate previous Financial Year | Top 1000 listed entities |
|  |                          |

CERTIFIED TRUE COPY

Sumit Jainual
Sumit Jainual
Sumit Jaiswal
GOMPANY SECRETARY

| 4                     | ريا                   | 2                     | 4-4                   | Sr  |   | T  | _  | _                                    | ×17  | _          |
|-----------------------|-----------------------|-----------------------|-----------------------|---|---|--|--|--------------------------------------|--|------------|
| Ĭ,                    | ξ                     | Ĭ,                    | ĭ                     | Title (Mr / Ms)   |   |  |  |                                      |  |            |
| ANIL KUMAR<br>AGARWAL | SUDIPTA<br>MUKHERJEE  | UMESH<br>CHOWDHARY    | J P<br>CHOWDHARY      | c Name of the Director  |   |  |  |                                      |  |            |
| ACXPA6628B            | AIKPM3328F            | ACIPC6110B            | ACKPC0432A 00313685   | PAN   |   |  |  |                                      |  |            |
| 01501767              | 06871871              | 00313652              | 00313685              | NIQ   |   |  |  |                                      |  |            |
| Executive<br>Director | Executive<br>Director | Executive<br>Director | Executive<br>Director | Category<br>1 of<br>directors   |   |  |  |                                      |  |            |
| Not<br>Applicable     | Not<br>Applicable     | Not<br>Applicable     | Chairperson           | Category 2 of directors   |   |  |  |                                      |  |            |
|                       |                       | MD                    | MD                    | Category<br>3 of<br>directors   |   |  | Disclosu   |                                      | Annex  |            |
| 05-<br>07-<br>1975    | 01-<br>01-<br>1975    | 24-<br>04-<br>1974    | 23-<br>09-<br>1940    | Date<br>of<br>Birth   |   |  | re of 1  |                                      | ure I  |            |
| NA                    | NA                    | NA                    | NA                    | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]   | Who   | Wether   | Disclosure of notes on composition of board of directors explanatory | I. Con                               | Annexure I to be submitted by listed entity on |            |
|                       |                       |                       |                       | Date of passing special resolution  | ther Chair                                  | the listed e                                       | aposition o  | position of                          | mitted b                                       | Ann        |
| 29-05-2019            | 15-05-2014            | 03-07-1997            | 24-09-2009            | Initial Date<br>of<br>appointment   | person is re                                | ntity has a  | f board of o   | I. Composition of Board of Directors | y listed ei                                    | Annexure I |
| 29-05-2019            | 15-05-2019            | 01-10-2020            | 08-01-2017            | Date of Reappointment   | Whether Chairperson is related to MD or CEO | Wether the listed entity has a Regular Chairperson | firectors exp  | Directors                            | ıtity on qı                                    |            |
|                       |                       |                       |                       | Date of cessation   |   |  | planatory  |                                      | quarterly basis                                |            |
|                       |                       |                       |                       | Tenure of director (in months)  | Yes   | Yes  |  |                                      | basis  |            |
| <del></del> 2         | <del>del</del>        | 3 <del>-1</del>       |                       | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)  |   |  |  |                                      |  |            |
| 0                     | 0                     | 0                     | 0                     | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations                                  |   |  |  |                                      |  |            |
| 0                     | 0                     |                       | 0                     | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)                           |   |  |  |                                      |  |            |
| 0                     | 0                     | O                     | 0                     | No of post of Chairperson in Audit/ Stakeholder Committee held in listed contities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |   |  |  |                                      |  |            |
|                       |                       |                       |                       | Notes for<br>not<br>providing<br>PAN  |   |  |  |                                      |  |            |
|                       |                       |                       |                       | Notes for not providing DIN   |   |  |  |                                      |  |            |





| 20   | 7  | 6  | Us.  | ST   |  |
|--|--|--|--|--|--|
| ¥  | ₹  | ×  | ₹,   | Tide<br>(Mr<br>(Ms)  |  |
| SUNIRMAL<br>TALUKDAR                           | NAYANTARA<br>PALCHOUDHURI                      | ATUL JOSHI   | MANOJ<br>MOHANKA                               | Name of the Director   |  |
| ABNPT6999B 00920608                            | AFNPP8462K 00581440                            | AAIPJ4138Q   | AEXPM3719F                                     | PAN  |  |
| 00920608                                       | 00581440                                       | 03557435   | 00128593                                       | NIG  |  |
| Non-<br>Executive -<br>Independent<br>Director | Non-<br>Executive -<br>Independent<br>Director | Non- Executive - Not Independent Applicable Director | Non-<br>Executive -<br>Independent<br>Director | Category I<br>of directors   |  |
| Not<br>Applicable                              | Not<br>Applicable                              | Not<br>Applicable                                    | Not<br>Applicable                              | Category 2<br>of<br>directors  |  |
|  |  |  |  | Category<br>3 of<br>directors  |  |
| 06-<br>02-<br>1951                             | 24-<br>06-<br>1962                             | 03-<br>04-<br>1968                                   | 05-<br>03-<br>1963                             | Date<br>of<br>Birth  | Wetl   |
| N <sub>A</sub>                                 | AA   | NA   | NA   | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]  | Wether the listed entity has a Regular Chairperson |
|  |  |  |  | Date of passing special resolution   | d entity h   |
| 10-12-2019                                     | 22-06-2020                                     | 24-01-2018   | 21-12-2001                                     | Initial Date<br>of<br>appointment  | as a Regula  |
| 10-12-2019                                     | 22-06-2020                                     | 24-01-2018   | 01-04-2019                                     | Date of Re-  | r Chairper   |
|  |  |  |  | Date of cessation  | SON  |
| 16   | 10   | 38   | 79   | Tenure of director (in months)   |  |
| 5  |  | <del></del>  | 4  | No of<br>Directorship<br>in listed<br>entities<br>including<br>this listed<br>entity (Refer<br>Regulation<br>17A of<br>Listing<br>Regulations)                 |  |
| DA.  | 6  | -  | 4  | No of Independent Directorship in listed entities including this listed dentity (Refer Regulation 17A(1) of Listing Regulations                                |  |
| 90 ;   | 10   | 5(a)   | 1986   | Number of numberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation) 26(1) of Listing Regulations)                         |  |
| 4  | 0  | -  | <del></del>                                    | No of post of Chairporson in Audit) Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |  |
|  |  |  |  | Notes for<br>not<br>providing<br>PAN   |  |
|  |  |  |  | Notes for<br>not<br>providing<br>DIN   |  |

Disclosure of notes on composition of board of directors explanatory

I. Composition of Board of Directors





| ,   |  |  |   |   |  |  |                                      |
|---|--|--|---|---|--|--|--------------------------------------|
| 12 Mr   | 11   | 10   | 9   | S <sub>r</sub>  |  |  | 100                                  |
|   | M <sub>T</sub>                                 | ₹,   | M <sub>3</sub>  | Title (Mr   |  |  |                                      |
| PRITHISH<br>CHOWDHARY                                 | SUSHIL<br>KUMAR<br>ROONGTA                     | KRISHAN<br>KUMAR<br>JALAN                      | RASHMI<br>CHOWDHARY AESPC7234G                        | Name of the<br>Director   |  |  |                                      |
| BBSPC7168K  | AAAPR4551P 00309302                            | ACVPJ4705A                                     | AESPC7234G  | PAN   |  |  |                                      |
| 08509158  |  | 01767702                                       | 06949401  | • NIG   |  |  |                                      |
| Non-<br>Executive -<br>Non<br>Independent<br>Director | Non-<br>Executive -<br>Independent<br>Director | Non-<br>Executive -<br>Independent<br>Director | Non-<br>Executive -<br>Non<br>Independent<br>Director | Category I of directors   |  |  |                                      |
| Not<br>Applicable                                     | Not<br>Applicable                              | Not<br>Applicable                              | Not<br>Applicable                                     | Category 2<br>of<br>directors   |  |  |                                      |
|   |  |  |   | Category<br>3 of<br>directors   |  | Disclos  |                                      |
| 31-<br>05-<br>2001                                    | 09-<br>05-<br>1950                             | 06-<br>06-<br>1957                             | 11-<br>01-<br>1973                                    | Date<br>of<br>Birth   | We   | ure o  |                                      |
| NA  | AN   | NA   | N <sub>A</sub>  | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]   | Wether the listed entity has a Regular Chairperson | Disclosure of notes on composition of board of directors explanatory | I. Composition of Board of Directors |
|   |  |  |   | Date of passing special resolution  | ed entity l  | ompositio  | sition of                            |
| 01-01-2021  | 01-01-2021                                     | 13-08-2020                                     | 14-08-2014  | Initial Date<br>of<br>appointment   | ıas a Regul  | n of board   | Board of                             |
| 01-01-2021  | 01-01-2021                                     | 13-08-2020                                     | 14-08-2014  | Date of Rc-   | ar Chairpe   | of director  | Director                             |
|   |  |  |   | Date of cessation   | rson   | s explana  | vi                                   |
| La .  | · tur  | 90   |   | Tenure of director (in months)  |  | tory   |                                      |
| #3  | 4  | W:   | <b></b>   | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)  |  |  |                                      |
| 0   | 4  | ω.   | 0   | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations                                |  |  |                                      |
| 0   | 164  | Or.  | 0   | Number of memberships in Audit/ Stakeholder Committee(s) including this including this listed entity (Refer Regulation 26(1) of Listing Regulacions)          |  |  |                                      |
| 0   | 2  | (0)  | 0   | No of post of Chairperson in Audit Stakeholder Committee held in listed emitties including this listed contry (Refer Regulation 26(1) of Listing Regulations) |  |  |                                      |
|   |  |  |   | Notes for Notes for not not providing providing providing PAN DIN   |  |  |                                      |
|   |  |  |   | Notes for<br>not<br>providing<br>DIN  |  |  |                                      |



| Au | <b>Audit Committee Details</b> | tee Details                  |   |                         |                        |                      |         |
|----|--------------------------------|------------------------------|---|-------------------------|------------------------|----------------------|---------|
|    |                                | When                         | Whether the Audit Committee has a Regular Chairperson Yes | egular Chairperson      | Yes                    |                      |         |
| ST | DIN<br>Number                  | Name of Committee<br>members | Category I of directors                                   | Category 2 of directors | Date of<br>Appointment | Date of<br>Cessation | Remarks |
| -  | 03557435                       | 03557435 ATUL JOSHI          | Non-Executive - Independent<br>Director                   | Chairperson             | 04-02-2019             |                      |         |
| 2  | 00128593                       | 00128593 MANOJ MOHANKA       | Non-Executive - Independent<br>Director                   | Member                  | 28-07-2008             |                      |         |
| Ų  | 00920608                       | SUNIRMAL<br>TALUKDAR         | Non-Executive - Independent<br>Director                   | Member                  | 12-02-2020             |                      |         |



|   | Z  | mination ar   | Nomination and remuneration committee | ee  |                            |                        |                      |         |
|---|----|---------------|---------------------------------------|---|----------------------------|------------------------|----------------------|---------|
|   |    | W             | hether the Nomination and             | Whether the Nomination and remuneration committee has a Regular Chairperson Yes | egular Chairperson         | Yes                    |                      |         |
|   | Sr | DIN<br>Number | Name of Committee<br>members          | Category 1 of directors   | Category 2 of<br>directors | Date of<br>Appointment | Date of<br>Cessation | Remarks |
|   | -  | 00128593      | 00128593 MANOJ MOHANKA                | Non-Executive - Independent<br>Director   | Chairperson                | 08-01-2007             |                      |         |
| 2 | 2  | 00313685      | 00313685 J P CHOWDHARY                | Executive Director  | Member                     | 22-08-2016             |                      |         |
|   | ω  | 00920608      | SUNIRMAL • TALUKDAR                   | Non-Executive - Independent<br>Director   | Member                     | 12-02-2020             |                      |         |
|   | 4  | 00309302      | SUSHIL KUMAR<br>ROONGTA               | Non-Executive - Independent<br>Director   | Member                     | 30-01-2021             |                      |         |
|   |    |               |                                       |   |                            |                        |                      |         |



| Sta | keholders ]   | Stakeholders Relationship Committee |   |                         |                        |                      |         |
|-----|---------------|-------------------------------------|---|-------------------------|------------------------|----------------------|---------|
|     |               | Whether the Stakeholders I          | Whether the Stakeholders Relationship Committee has a Regular Chairperson | egular Chairperson      | Yes                    |                      |         |
| Sr  | DIN<br>Number | Name of Committee<br>members        | Category 1 of directors   | Category 2 of directors | Date of<br>Appointment | Date of<br>Cessation | Remarks |
| -   | 00128593      | 00128593 MANOJ MOHANKA              | Non-Executive - Independent Director                                      | Chairperson             | 27-10-2008             |                      |         |
| 2   | 00313652      | 00313652 UMESH CHOWDHARY            | Executive Director  | Member                  | 10-07-2007             |                      |         |
| W   | 00581440      | NAYANTARA<br>PALCHOUDHURI           | Non-Executive - Independent<br>Director                                   | Member                  | 31-07-2020             |                      |         |
| 4   | 01767702      | KRISHAN KUMAR<br>JALAN              | Non-Executive - Independent Member  |                         | 30-01-2021             |                      |         |



By

| Sı                           |  | Risl                        |
|------------------------------|--|-----------------------------|
| DIN<br>Number                |  | Manageme                    |
| Name of Committee<br>members | Whether the Risk Manage                    | Risk Management Committee • |
| Category 1 of directors      | gement Committee has a Regular Chairpersor |                             |
| Category 2 of directors      | Regular Chairperson                        |                             |
| Date of<br>Appointment       |  |                             |
| Date of<br>Cessation         |  |                             |
| Remarks                      |  |                             |



| 0  | orporate So   | Corporate Social Responsibility Committee | tee   |                            |                        |                      |
|----|---------------|---|---|----------------------------|------------------------|----------------------|
|    | W             | hether the Corporate Social               | Whether the Corporate Social Responsibility Committee has a Regular Chairperson Yes | gular Chairperson          | Yes                    |                      |
| ST | DIN<br>Number | Name of Committee<br>members              | Category 1 of directors   | Category 2 of<br>directors | Date of<br>Appointment | Date of<br>Cessation |
| -  | 06949401      | RASHMI<br>CHOWDHARY                       | Non-Executive - Non<br>Independent Director   | Chairperson                | 12-08-2015             |                      |
| 2  | 00313685      | 00313685 J P CHOWDHARY                    | Executive Director  | Member                     | 09-11-2013             |                      |
| W  | 00581440      | NAYANTARA<br>PALCHOUDHURI                 | Non-Executive - Independent<br>Director   | Member                     | 31-07-2020             |                      |
| 4  | 01767702      | KRISHAN KUMAR<br>JALAN                    | Non-Executive - Independent<br>Director   | Member                     | 30-01-2021             |                      |



| 00024000            | 5 00000008                              | 4 0355743                               | 3 0012859                               | 2 00313652                    | 1 0031368                     | Sr DIN<br>Number          | Other Committee |
|---------------------|---|---|---|-------------------------------|-------------------------------|---------------------------|-----------------|
|                     | 8 SUNIRMAL TALUKDAR                     | 03557435 ATUL JOSHI                     | 00128593 MANOJ MOHANKA                  | 2 UMESH<br>CHOWDHARY          | 00313685 J P CHOWDHARY        | Name of Committee members | nittee          |
| FINANCE AND PROJECT | FINANCE AND PROJECT COMMITTEE           | FINANCE AND PROJECT COMMITTEE           | FINANCE AND PROJECT COMMITTEE           | FINANCE AND PROJECT COMMITTEE | FINANCE AND PROJECT COMMITTEE | Name of other committee   |                 |
| Non-Executive - Non | Non-Executive - Independent<br>Director | Non-Executive - Independent<br>Director | Non-Executive - Independent<br>Director | Executive Director            | Executive Director            | Category 1 of directors   |                 |
| Mambar              | Chairperson                             | Member                                  | Member                                  | Member                        | Member                        | Category 2 of directors   |                 |
|                     |   |   |   |                               |                               | Remarks                   |                 |



| Ŋ          | 4          | w          | 2          | -          | ST  | Н  | Ħ                                  | <b>&gt;</b> |            |
|------------|------------|------------|------------|------------|---|--|------------------------------------|-------------|------------|
|            |            | 11-11-2020 | 14-10-2020 | 08-10-2020 | Date(s) of meeting<br>(if any) in the<br>previous quarter   | Disclosure of notes on meeting of board of directors explanatory | III. Meeting of Board of Directors | Annexure 1  |            |
| 27-02-2021 | 30-01-2021 |            |            |            | Date(s) of meeting (if any) in the current quarter          | n meeting of board of<br>directors explanatory                   | f Directors                        |             |            |
| 27         | 79         | 27         | 5          |            | Maximum gap between any two consecutive (in number of days) |  |                                    |             | Annexure 1 |
|            |            |            |            |            | Notes for<br>not<br>providing<br>Date                       |  |                                    |             | ıre 1      |
| Yes        | Yes        | Yes        | Yes        | Yes        | Whether requirement of Quorum met (Yes/No)                  |  |                                    |             |            |
| 12         | 11         | 8          | 9          | 9          | Number of<br>Directors<br>present*                          |  |                                    |             |            |
| 6          | 6          | 5          | 5          | 5          | Number of Directors Directors attending present*            |  |                                    |             |            |



| Name of Committee   Disclosure of notes on meeting of Committee   Disclosure of notes on meeting of Committee   Disclosure of notes on meeting of Committee   Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)   Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)   Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)   Date(s) of meeting (Enter dates of Previous quarter and Current consecutive (in not quarter in chronological order)   Directors of Audit   Descrite   Directors   Di |                      |            | Annexure 1   | re 1                    |                                       |  |        |
|--|----------------------|------------|--|-------------------------|---------------------------------------|--|--------|
| Name of Committee Reson for previous quarter and Current consecutive (in quarter in chronological order)  Audit Committee Audit Committee  Audit Committee Audit Committee  Audit Committee Audit Committee  Audit Committee Audit Committee  Audit Committee Audit Committee Audit Committee  Audit Committee So-01-2021  Audit So-01-2021  | IV. Meeting of       | Committees |  |                         |                                       |  |        |
| Name of Committee Committee Committee Committee Committee Committee Committee Committee Committee Audit Committee Committee Committee Committee Committee Committee Audit Committee Commi                              | :⊛                   |            | Disclosure of notes  | on meeting              | of committe                           | es explanat                              | ý      |
| Audit Committee         08-10-2020         5           Audit Committee         14-10-2020         5           Audit Committee         10-11-2020         26           Audit Committee         27-01-2021         77           Audit Committee         29-01-2021         1           Audit Committee         30-01-2021         1  |                      |            | Maximum gap<br>between any two<br>consecutive (in<br>number of days) | Name of other committee | Reson for<br>not<br>providing<br>date | Whether requirement of Quorun met (Yes/N | n n o) |
| Audit Committee         14-10-2020         5           Audit Committee         10-11-2020         26           Audit Committee         27-01-2021         77           Audit Committee         29-01-2021         1           Audit Committee         30-01-2021         0   | 1 Audit<br>Committee |            |  |                         |                                       | Yes                                      |        |
| Audit Committee         10-11-2020         •         26           Audit Committee         27-01-2021         77           Audit Committee         29-01-2021         1           Audit Committee         30-01-2021         0  |                      | 14-10-2020 | 5  |                         |                                       | Yes                                      |        |
| Audit Committee         27-01-2021         77           Audit Committee         29-01-2021         1           Audit Committee         30-01-2021         0  |                      |            | 26   |                         |                                       | Yes                                      |        |
| Audit Committee         29-01-2021         1           Audit Committee         30-01-2021         0  |                      | 27-01-2021 | 77   |                         |                                       | Yes                                      |        |
| Audit Committee 30-01-2021 0   |                      |            | 1  |                         |                                       | Yes                                      |        |
|  |                      | 30-01-2021 | 0  |                         |                                       | Yes                                      |        |



|            | 15                                     | <u> </u>                               | 13                                     | 12                                     | 11  | <b>—</b>                                     | 9                                     | 00                                    | 7                  | ro  |                           |            |
|------------|--|--|--|--|---|--|---------------------------------------|---------------------------------------|--------------------|---|---------------------------|------------|
| 16 Audit   | 5 Other<br>Committee                   | Other<br>Committee                     | Other<br>Committee                     | Other<br>Committee                     | Corporate Social Responsibility Committee | Stakeholders<br>10 Relationship<br>Committee | Nomination and remuneration committee | Nomination and remuneration committee | Audit<br>Committee | Sr Name of Committee  | IV. Meeting of Committees |            |
| 27-02-2021 | 27-01-2021                             | 29-10-2020                             | 14-10-2020                             | 08-10-2020                             | 08-10-2020                                | 08-10-2020                                   | 27-02-2021                            | 08-10-2020                            | 25-03-2021         | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | nmittees                  |            |
|            |  |  |  |  |   |  |                                       |                                       | 53                 | Maximum gap<br>between any two<br>consecutive (in<br>number of days)                            |                           | Annexure 1 |
|            | FINANCE<br>AND<br>PROJECT<br>COMMITTEE | FINANCE<br>AND<br>PROJECT<br>COMMITTEE | FINANCE<br>AND<br>PROJECT<br>COMMITTEE | FINANCE<br>AND<br>PROJECT<br>COMMITTEE |   |  |                                       |                                       |                    | Name of other committee   |                           | ire 1      |
|            |  |  |  |  |   |  |                                       |                                       |                    | Reson for<br>not<br>providing<br>date   |                           |            |
| Yes        | Yes                                    | Yes                                    | Yes                                    | Yes                                    | Yes                                       | Yes  | Yes                                   | Yes                                   | Yes                | Whether requirement of Quorum met (Yes/No)  |                           |            |
| 3          | 5                                      | 5                                      | 5                                      | S                                      | 2   | (J)  | 4                                     | ω                                     | ω                  | Number of Directors present*  |                           |            |
| 3          | ω                                      | _ ω                                    | ω                                      | 33                                     | 1   | 2  | ω                                     | 2                                     | ω                  | No. of Independent Directors attending the meeting*   |                           |            |



As



| 6 (Lis<br>7 The<br>7 SEH |   |   | 5 The<br>Reg   | 4 The<br>Reg   | 3 The<br>Reg   | 2 The Reg   | 1 The Reg   | Sr Sub                        | VI. Aff.         |            |  |
|--------------------------|---|---|--|--|--|---|---|-------------------------------|------------------|------------|--|
|                          | 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. | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | 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) | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Subject                       | VI. Affirmations | Annexure 1 |  |
| Yes                      |   | Yes   | NA   | Yes  | Yes  | Yes   | Yes   | Compliance<br>status (Yes/No) |                  |            |  |



\*

| f signatory<br>ition | Sr | Annexure 1 Subject Cc | e 1 Compliance status |
|----------------------|----|-----------------------|-----------------------|
| natory               |    | Subject               | Compliance status     |
|                      | 1  | Name of signatory     | SUMIT JAISWAL         |
|                      | 2  | Designation           | Company Secretary     |



K

|    |   | Annexure II                   |   |                 |
|----|---|-------------------------------|---|-----------------|
|    | Annexure $\Pi$ to be submitted by listed e                              | ntity at the end of the 1     | Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) | ear)            |
| Ξ  | I. Disclosure on website in terms of Listing Regulations                | ons                           |   |                 |
| rS | Îtem  | Compliance status (Yes/No/NA) | If status is "No" details of non-<br>compliance may be given here.  | Web address     |
| -  | Details of business   | Yes                           |   | www.titagarh.in |
| 2  | Terms and conditions of appointment of independent directors            | Yes                           |   | www.titagarh.in |
| w  | 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 |
| C) | Details of establishment of vigil mechanism/<br>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 |
| 00 | Policy for determining 'material' subsidiaries                          | Yes                           |   | www.titagarh.in |
| 9  | Details of familiarization programmes imparted to independent directors | Yes                           |   | www.titagarh.in |



The

## Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) Annexure II

| I.D | I. Disclosure on website in terms of Listing Regulations   |                                     |  |                 |
|-----|--|-------------------------------------|--|-----------------|
| Sr  | Item   | Compliance<br>status<br>(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  | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Yes                                 |  | www.titagarh.in |
| 16  | New name and the old name of the listed entity   | NA                                  |  |                 |
| 17  | Advertisements as per regulation 47 (1)  | Yes                                 |  | www.titagarh.in |
| 18  | Credit rating or revision in credit rating obtained  | Yes                                 |  | www.titagarh.in |
| 19  | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year  | Yes                                 |  | www.titagarh.in |
| 20  | Whether company has provided information under separate section on its website as per Regulation 46(2)   | Yes                                 |  | www.titagarh.in |
| 21  | Materiality Policy as per Regulation 30  | Yes                                 |  | www.titagarh.in |
| 22  | Dividend Distribution policy as per Regulation 43A (as applicable)   | NA                                  |  |                 |
| 23  | It is certified that these contents on the website of the listed entity are correct  | Yes                                 |  | www.titagarh.in |



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



|     |   | Anne                     | Annexure II                   |  |
|-----|---|--------------------------|-------------------------------|--|
| H.  | II. Annual Affirmations                                 |                          |                               |  |
| St. | Particulars   | Regulation<br>Number     | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 11  | Risk Assessment & Management                            | 17(9)                    | Yes                           |  |
| 12  | Performance Evaluation of Independent Directors         | 17(10)                   | Yes                           |  |
| 13  | Recommendation of Board                                 | 17(11)                   | Yes                           |  |
| 14  | Maximum number of Directorships                         | 17A                      | Yes                           |  |
| 15  | Composition of Audit Committee                          | 18(1)                    | Yes                           |  |
| 16  | Meeting of Audit Committee                              | 18(2)                    | Yes                           |  |
| 17  | Composition of nomination & remuneration committee      | 19(1) & (2)              | Yes                           |  |
| 18  | Quorum of Nomination and Remuneration Committee meeting | 19(2A)                   | Yes                           |  |
| 19  | Meeting of Nomination and Remuneration Committee        | 19(3A)                   | Yes                           |  |
| 20  | Composition of Stakeholder Relationship Committee       | 20(1), 20(2) &<br>20(2A) | Yes                           |  |
|     |   |                          |                               |  |



|      |   | Annexure II                      |                               |  |
|------|---|----------------------------------|-------------------------------|--|
| H.   | II. Annual Affirmations   |                                  |                               |  |
| J.S. | Particulars   | Regulation<br>Number             | Compliance status (Yes/No/NA) | If status is "No" details of non-<br>compliance may be given here. |
| 21   | Meeting of Stakeholders Relationship Committee                                      | 20(3A)                           | Yes                           |  |
| 22   | Composition and role of risk management committee                                   | 21(1),(2),(3),(4)                | NA                            |  |
| 23   | Meeting of Risk Management Committee  | 21(3A)                           | AN                            |  |
| 24   | Vigil Mechanism   | 22                               | Yes                           |  |
| 25   | Policy for related party Transaction  | 23(1),(1A),(5),<br>(6),(7) & (8) | Yes                           |  |
| 26   | Prior or Omnibus approval of Audit Committee for all related party transactions     | 23(2), (3)                       | Yes                           |  |
| 27   | Approval for material related party transactions                                    | 23(4)                            | Yes                           |  |
| 28   | Disclosure of related party transactions on consolidated basis                      | 23(9)                            | Yes                           |  |
| 29   | Composition of Board of Directors of unlisted material Subsidiary                   | 24(1)                            | Yes                           |  |
| 30   | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5)<br>& (6)       | Yes                           |  |



The

|  | 41  | 40  | 39  | 38                        | 37  | 36                                    | 35                                       | 34                               | 33             | 32   | 31                                   | Sī   | II.                     |             |
|--|---|---|---|---------------------------|---|---------------------------------------|--|----------------------------------|----------------|--|--------------------------------------|--|-------------------------|-------------|
| Any other information to be provided - Add Notes | Policy with respect to Obligations of directors and senior management | Disclosure of Shareholding by Non-Executive Directors | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | Memberships in Committees | D & O Insurance for Independent Directors | Declaration from Independent Director | Familiarization of independent directors | Meeting of independent directors | Maximum Tenure | Alternate Director to Independent Director | Annual Secretarial Compliance Report | Particulars<br>•   | II. Annual Affirmations | Annexure II |
|  | 26(2) &<br>26(5)  | 26(4)   | 26(3)   | 26(1)                     | 25(10)                                    | 25(8) &<br>(9)                        | 25(7)                                    | 25(3) &<br>(4)                   | 25(2)          | 25(1)                                      | 24(A)                                | Regulation<br>Number   |                         | re II       |
|  | Yes   | Yes   | Yes   | Yes                       | Yes                                       | Yes                                   | Yes                                      | Yes                              | Yes            | NA   | Yes                                  | Compliance<br>status<br>(Yes/No/NA)                                |                         |             |
|  |   |   |   |                           |   |                                       |  |                                  |                |  |                                      | If status is "No" details of non-<br>compliance may be given here. |                         |             |



|     | Annexure II       | eП                |
|-----|-------------------|-------------------|
| 1   | Name of signatory | SUMIT JAISWAL     |
| 2   | Designation ,     | Company Secretary |
| 187 |                   |                   |



B

| Annexure II  |
|--|
| III. Affirmations  |
| Sr Particulars   |
| <br>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied |
| Any other information to be provided   |



|      |   | Annexure II       | re II             |
|------|---|-------------------|-------------------|
|      | 1 | Name of signatory | SUMIT JAISWAL     |
|      | 2 | Designation       | Company Secretary |
| /.14 |   |                   |                   |



B

|            | Place KOLKATA | Designation of person Company Secretary | Name of signatory SUMIT JAISWAL | Signatory Details |
|------------|---------------|---|---------------------------------|-------------------|
| 12-04-2021 | LKATA         | mpany Secretary                         | MIT JAISWAL                     | йS                |



X