

| General information about company                              |                          |
|--|--------------------------|
| Scrip code   | 532966                   |
| NSE Symbol   | TWL                      |
| MSEI Symbol  |                          |
| ISIN   | INE615H01020             |
| Name of the entity   | TITAGARH WAGONS LIMITED  |
| Date of start of financial year                                | 01-04-2021               |
| Date of end of financial year                                  | 31-03-2022               |
| Reporting Quarter  | Quarterly                |
| Date of Report   | 30-06-2021               |
| Risk management committee                                      | Applicable               |
| Market Capitalisation as per immediate previous Financial Year | Top 1000 listed entities |

**CERTIFIED TRUE COPY**

**For TITAGARH WAGONS LIMITED**

*Sumit Jaiswal*

**SUMIT JAISWAL  
COMPANY SECRETARY  
ICSI Membership No.- F9485**

## 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

| the or | PAN        | DIN      | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg 17(1A) of Listing Regulations] | Date of passing special resolution | 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) |
|--------|------------|----------|-------------------------|-------------------------|-------------------------|---------------|--|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|
| IARY   | ACKPC0432A | 00313685 | Executive Director      | Chairperson             | MD                      | 23-09-1940    | NA   |                                    | 24-09-2009                  | 08-01-2017             |                   | 1                              | 0  | 0   | 0   |  |
| IARY   | ACIPC0007  | 00013652 | Executive Director      | Not Applicable          | MD                      | 24-04-1974    | NA   |                                    | 03-07-1997                  | 01-10-2020             |                   | 1                              | 0  | 1   | 0   |  |
| JEE    | AIKPM3328F | 06871871 | Executive Director      | Not Applicable          |                         | 01-01-1975    | NA   |                                    | 15-05-2014                  | 15-05-2019             |                   | 1                              | 0  | 0   | 0   |  |
| MAR L  | ACXPA6628B | 01501767 | Executive Director      | Not Applicable          |                         | 05-07-1975    | NA   |                                    | 29-05-2019                  | 29-05-2019             |                   | 1                              | 0  | 0   | 0   |  |

CERTIFIED TRUE COPY

For TITAGARH WAGONS LIMITED

Sumit Jaiswal

SUMIT JAISWAL  
COMPANY SECRETARY  
ICSI Membership No.- F9485

| 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 | Whether special resolution passed? [Refer Reg 17(1A) of Listing Regulations] | Date of passing special resolution | 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) |
| 5  | Mr              | MANOJ MOHANKA          | AEXPM3719F | 00128593 | Non-Executive - Independent Director | Not Applicable          |                         | 05-03-1963    | NA   |                                    | 21-12-2001                  | 01-04-2019             |                   | 82                             | 4  | 4   |
| 6  | Mr              | ATUL JOSHI             | AAIPJ4138Q | 03557435 | Non-Executive - Independent Director | Not Applicable          |                         | 03-04-1968    | NA   |                                    | 24-01-2018                  | 24-01-2018             |                   | 41                             | 1  | 1   |
| 7  | Ms              | NAYANTARA PALCHOUDHURI | AFNPP8462K | 00581440 | Non-Executive - Independent Director | Not Applicable          |                         | 24-06-1962    | NA   |                                    | 22-06-2020                  | 22-06-2020             |                   | 13                             | 5  | 5   |
| 8  | Mr              | SUNIRMAL TALUKDAR      | ABNPT6999B | 00920608 | Non-Executive - Independent Director | Not Applicable          |                         | 06-02-1951    | NA   |                                    | 10-12-2019                  | 10-12-2019             |                   | 19                             | 5  | 5   |

CERTIFIED TRUE COPY

For TITAGARH WAGONS LIMITED

Sumit Jaiswal

SUMIT JAISWAL  
COMPANY SECRETARY  
(CSI) Membership No.- F9485

| 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 | Whether special resolution passed? [Refer Reg 17(1A) of Listing Regulations] | Date of passing special resolution | 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) |
| 9  | Mrs             | RASHMI CHOWDHARY     | AESPC7234G | 06949401 | Non-Executive - Non Independent Director | Not Applicable          |                         | 11-01-1973    | NA   |                                    | 14-08-2014                  | 14-08-2014             |                   |                                | 1  | 0   |
| 10   | Mr              | KRISHAN KUMAR JALAN  | ACVPI4705A | 01767702 | Non-Executive - Independent Director     | Not Applicable          |                         | 06-06-1957    | NA   |                                    | 13-08-2020                  | 13-08-2020             |                   | 11                             | 3  | 3   |
| 11   | Mr              | SUSHIL KUMAR ROONGTA | AAAPR4551P | 00309302 | Non-Executive - Independent Director     | Not Applicable          |                         | 09-05-1950    | NA   |                                    | 01-01-2021                  | 01-01-2021             |                   | 6                              | 5  | 5   |
| 12   | Mr              | PRITHISH CHOWDHARY   | BBSPC7168K | 08509158 | Non-Executive - Non Independent Director | Not Applicable          |                         | 31-05-2001    | NA   |                                    | 01-01-2021                  | 01-01-2021             |                   | 6                              | 1  | 0   |

**CERTIFIED TRUE COPY**

**For TITAGARH WAGONS LIMITED**

*Sumit Jaiswal*

**SUMIT JAISWAL  
COMPANY SECRETARY  
ICSI Membership No.- F9485**

| 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   | 03557435   | ATUL JOSHI                | Non-Executive - Independent Director | Chairperson             | 04-02-2019          |                   |         |
| 2   | 00128593   | MANOJ MOHANKA             | Non-Executive - Independent Director | Member                  | 28-07-2008          |                   |         |
| 3   | 00920608   | SUNIRMAL TALUKDAR         | Non-Executive - Independent Director | Member                  | 12-02-2020          |                   |         |

**CERTIFIED TRUE COPY**

**For TITAGARH WAGONS LIMITED**

*Sumit Jaiswal*

**SUMIT JAISWAL  
COMPANY SECRETARY  
ICSI Membership No.- F9485**

| 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   | 00128593   | MANOJ MOHANKA             | Non-Executive - Independent Director | Chairperson             | 08-01-2007          |                   |         |
| 2   | 00313685   | J P CHOWDHARY             | Executive Director                   | Member                  | 22-08-2016          |                   |         |
| 3   | 00920608   | SUNIRMAL TALUKDAR         | Non-Executive - Independent Director | Member                  | 12-02-2020          |                   |         |
| 4   | 00309302   | SUSHIL KUMAR ROONGTA      | Non-Executive - Independent Director | Member                  | 30-01-2021          |                   |         |

**CERTIFIED TRUE COPY**

**For TITAGARH WAGONS LIMITED**

*Sumit Jaiswal*

**SUMIT JAISWAL  
COMPANY SECRETARY  
ICSI Membership No.- F9485**

| 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   | 00581440   | NAYANTARA PALCHOUDHURI    | Non-Executive - Independent Director | Member                  | 31-07-2020          |                   |         |
| 4   | 01767702   | KRISHAN KUMAR JALAN       | Non-Executive - Independent Director | Member                  | 30-01-2021          |                   |         |

**CERTIFIED TRUE COPY**

**For TITAGARH WAGONS LIMITED**

*Sumit Jaiswal*

**SUMIT JAISWAL  
COMPANY SECRETARY  
ICSI Membership No.- F9485**

| Risk Management Committee                                       |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management 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   | 03557435   | ATUL JOSHI                | Non-Executive - Independent Director     | Chairperson             | 08-06-2021          |                   |         |
| 2   | 00309302   | SUSHIL KUMAR ROONGTA      | Non-Executive - Independent Director     | Member                  | 08-06-2021          |                   |         |
| 3   | 00920608   | SUNIRMAL TALUKDAR         | Non-Executive - Independent Director     | Member                  | 08-06-2021          |                   |         |
| 4   | 08509158   | PRITHISH CHOWDHARY        | Non-Executive - Non Independent Director | Member                  | 08-06-2021          |                   |         |

**CERTIFIED TRUE COPY**

**For TITAGARH WAGONS LIMITED**

*Sumit Jaiswal*

**SUMIT JAISWAL  
COMPANY SECRETARY  
ICSI Membership No.- F9485**



| Corporate Social Responsibility Committee                                       |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility 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 |
| 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   | 00581440   | NAYANTARA PALCHOUHURI     | Non-Executive - Independent Director     | Member                  | 31-07-2020          |                   |         |
| 4   | 01767702   | KRISHAN KUMAR JALAN       | Non-Executive - Independent Director     | Member                  | 30-01-2021          |                   |         |

**CERTIFIED TRUE COPY**

**For TITAGARH WAGONS LIMITED**

*Sumit Jaiswal*

**SUMIT JAISWAL  
COMPANY SECRETARY  
ICSI Membership No.- F9485**

| Other Committee |            |                           |                               |  |                         |         |
|-----------------|------------|---------------------------|-------------------------------|--|-------------------------|---------|
| Sr              | DIN Number | Name of Committee members | Name of other committee       | Category 1 of directors                  | Category 2 of directors | Remarks |
| 1               | 00920608   | SUNIRMAL TALUKDAR         | FINANCE AND PROJECT COMMITTEE | Non-Executive - Independent Director     | Chairperson             |         |
| 2               | 00313652   | UMESH CHOWDHARY           | FINANCE AND PROJECT COMMITTEE | Executive Director                       | Member                  |         |
| 3               | 00313685   | J P CHOWDHARY             | FINANCE AND PROJECT COMMITTEE | Executive Director                       | Member                  |         |
| 4               | 03557435   | ATUL JOSHI                | FINANCE AND PROJECT COMMITTEE | Non-Executive - Independent Director     | Member                  |         |
| 5               | 00128593   | MANOJ MOHANKA             | FINANCE AND PROJECT COMMITTEE | Non-Executive - Independent Director     | Member                  |         |
| 6               | 08509158   | PRITHISH CHOWDHARY        | FINANCE AND PROJECT COMMITTEE | Non-Executive - Non Independent Director | Member                  |         |

**CERTIFIED TRUE COPY**

**For TITAGARH WAGONS LIMITED**

*Sumit Jaiswal*

**SUMIT JAISWAL  
COMPANY SECRETARY  
ICSI Membership No.- F9485**

| 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  | 30-01-2021  |  |   |                              | Yes  | 11                           | 6   |
| 2  | 27-02-2021  |  | 27  |                              | Yes  | 12                           | 6   |
| 3  |   | 08-06-2021   | 100   |                              | Yes  | 12                           | 6   |

**CERTIFIED TRUE COPY**

**For TITAGARH WAGONS LIMITED**

*Sumit Jaiswal*

**SUMIT JAISWAL  
COMPANY SECRETARY  
ICSI Membership No.- F9485**

TITAGARH WAGONS LIMITED

SUMIT JAISWAL  
COMPANY SECRETARY  
ICSI Membership No.- F9485

| 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                       | 27-01-2021  |   |                         |                               | Yes  | 3                            | 3   |
| 2  | Audit Committee                       | 29-01-2021  | 1   |                         |                               | Yes  | 3                            | 3   |
| 3  | Audit Committee                       | 27-02-2021  | 28  |                         |                               | Yes  | 3                            | 3   |
| 4  | Audit Committee                       | 25-03-2021  | 25  |                         |                               | Yes  | 3                            | 3   |
| 5  | Audit Committee                       | 07-06-2021  | 73  |                         |                               | Yes  | 3                            | 3   |
| 6  | Nomination and remuneration committee | 27-02-2021  |   |                         |                               | Yes  | 4                            | 3   |

JAIWSAL TMS  
 COMPANY SECRETARY  
 ICSI Membership No.- F9485

**CERTIFIED TRUE COPY**  
**For TITAGARH WAGONS LIMITED**

*Sumit Jaiswal*

**SUMIT JAISWAL**  
**COMPANY SECRETARY**  
**ICSI Membership No.- F9485**

| 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     | 07-06-2021  |   |                               |                               | Yes  | 3                            | 2   |
| 8                         | Stakeholders Relationship Committee       | 08-06-2021  |   |                               |                               | Yes  | 3                            | 3   |
| 9                         | Corporate Social Responsibility Committee | 08-06-2021  |   |                               |                               | Yes  | 4                            | 2   |
| 10                        | Other Committee                           | 27-01-2021  |   | FINANCE AND PROJECT COMMITTEE |                               | Yes  | 5                            | 3   |
| 11                        | Other Committee                           | 30-04-2021  |   | FINANCE AND PROJECT COMMITTEE |                               | Yes  | 6                            | 3   |
| 12                        | Other Committee                           | 20-05-2021  |   | FINANCE AND PROJECT COMMITTEE |                               | Yes  | 6                            | 3   |

**CERTIFIED TRUE COPY**  
**For TITAGARH WAGONS LIMITED**

*Sumit Jaiswal*

**SUMIT JAISWAL**  
**COMPANY SECRETARY**  
**ICSI Membership No.- F9485**

| <b>Annexure 1</b>                    |  |                               |  |
|--------------------------------------|--|-------------------------------|--|
| <b>V. Related Party Transactions</b> |  |                               |  |
| 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                            |  |

**CERTIFIED TRUE COPY**

**For TITAGARH WAGONS LIMITED**

*Sumit Jaiswal*

**SUMIT JAISWAL  
COMPANY SECRETARY  
ICSI Membership No.- F9485**

| 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) | Yes                        |
| 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                        |

**CERTIFIED TRUE COPY**

**For TITAGARH WAGONS LIMITED**

*Sumit Jaiswal*

**SUMIT JAISWAL  
COMPANY SECRETARY  
ICSI Membership No.- F9485**

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

**CERTIFIED TRUE COPY**

**For TITAGARH WAGONS LIMITED**

*Sumit Jaiswal*

**SUMIT JAISWAL  
COMPANY SECRETARY  
ICSI Membership No.- F9485**



| Signatory Details     |  |
|-----------------------|--|
| Name of signatory     | SUMIT JAISWAL                            |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | KOLKATA                                  |
| Date                  | 19-07-2021                               |

**CERTIFIED TRUE COPY**

**For TITAGARH WAGONS LIMITED**

*Sumit Jaiswal*

**SUMIT JAISWAL  
COMPANY SECRETARY  
ICSI Membership No.- F9485**

THE HONGKONG & SHANGHAI BANKING CORPORATION LIMITED

STANDARD BANKING LIMITED  
200, BROADWAY, NEW YORK, NY 10038, USA  
STANDARD BANKING LIMITED, 100, BROADWAY, NEW YORK, NY 10038, USA