

POLICY ON RELATED PARTY TRANSACTIONS

1. INTRODUCTION

The Board of Directors (the “Board”) of Titagarh Wagons Limited (“the Company”), on recommendation of the Audit Committee, has adopted this policy to: (a) regulate transactions of the Company with its related parties (as defined and identified under the Companies Act, 2013 and Rules made thereunder (the “Act”) and pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification(s)/ amendment(s)/re-enactment(s) thereof [“SEBI (LODR)”]; (b) ensure high standards of Corporate Governance while dealing with related parties; and (c) ensure optimum compliance with various applicable laws prescribed for related party transactions (“RPT”).

2. PURPOSE

Policy has been formulated to

- regulate transactions between the Company, its subsidiaries and its Related Parties with a view to ensure that such transactions are executed on an arm’s length basis and in a transparent and fair manner.
- To seek necessary approvals of the Audit Committee/Board/shareholders as may be necessary, after providing necessary information to them in the prescribed manner.
- To outline the procedures for identification, review, approval and disclosure of such transactions.

This Policy shall supplement the Company’s other policies in force that may be applicable to or involve transactions with Related Parties.

3. DEFINITIONS

“Audit Committee” means Committee of the Board of Directors of the Company constituted under the provisions of Section 177 of the Act, 2013 and Regulation 18 of SEBI (LODR).

“Board of Directors” or “Board” in relation to a Company, means the collective body of Directors of the Company. [Section 2(10) of the Act]

“Key Managerial Personnel” means Key Managerial Personnel as defined under Section 2(51) of the Act.

“Policy” means Related Party Transaction Policy.

“Relative” means relative as defined under Section 2(77) of the Companies Act, 2013

“Related party” means the related party(ies) as defined under Section 2(76) of the Act and/or under Regulation 2(1)(zb) of the SEBI (LODR).

“Related Party Transaction” means a transaction involving a transfer of resources, services or obligations between:

- i. The Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand; or

- ii. The Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Company or any of its subsidiaries, with effect from April 1, 2023; regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract

Provided the transactions given under the Proviso to Regulation 2(1)(zc) of the SEBI (LODR) **shall not be** treated as related party transactions.

Terms of Reference:

“**Arm's length transaction**” means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest. *(Section 188 of the Act)*

Arm's Length Basis: Terms will be treated as on 'Arm's Length Basis' if the commercial and key terms are comparable with and are not materially different from similar transactions with non-related parties considering all the aspects of the transactions such as quality, realizations, other terms of the contract, etc. In case of contracts with related parties it is possible that the terms of one off comparable transaction with an unrelated party are at variance, during the validity of contract with related party. In case the Company is not having similar transactions with any other non- related party, terms for similar transactions between other non-related parties of similar standing can be considered to establish 'arm's length basis'. Other methods prescribed for this purpose under any law viz. Transfer Pricing provisions of the Income Tax Act, 1961 can also be considered for establishing this principle.

“**Ordinary Course of Business**” shall mean the usual transactions, customs and practices carried on generally by the Company and shall include:

- i. transactions covered in the 'main objects' or the 'objects incidental' to attainment of the main objects as envisaged in the Memorandum and Articles of Association of the Company,
- ii. transactions which are usually carried on by the Company or have been carried on in the ordinary course of business / regularly in last three (3) years,
- iii. transactions effected with a related party on a similar basis as with a third party,
- iv. transaction or activity that is necessary, normal, regular and incidental to the business and involves significant amount of money or managerial resources that generates income or benefits for, or are strategically in the interest of the Company.

Materiality Thresholds

Regulation 23 of the SEBI LODR requires the Company to provide materiality thresholds for transactions with related parties, including clear threshold limits duly approved by the Board, which mandate prior approval from the Shareholders of the Company.

Materiality Thresholds for any Related Party Transactions shall be as under:

- **Rs. 10,00,00,00,000/- (Rupees One Thousand Crores) or 10% (ten percent)** of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, **whichever is lower**, for all other related party transaction to be entered into, individually or taken together with the previous transactions during the financial year.
- 5% (five percent) of the annual consolidated turnover of the Company as per the last audited financial statements for related party transaction involving payments made/to be made to any Related Party with respect to brand usage or royalty.

Further, a transaction with a related party shall be considered material if it exceeds the threshold prescribed under Section 188 of the Act or any subsequent amendment thereto.

“Material Modification” in terms of SEBI (LODR) means any modification(s) in the pricing or overall transaction value having a variance of 15% (fifteen percent) or more, in the relevant related party transaction which has been approved by the Audit Committee/Board.

Material modifications shall also be deemed to include the following:

- a) In case of a loan or deposit or any other means of funding, any deviation in the objects or purposes for which the loan or deposit was given or funding was made or received;
- b) In case of any other transaction or agreement, any amendment which will have an effect of:
 - (i) deferring the consummation of such transaction or agreement by a period beyond one year from the existing approved term / period; or
 - (ii) renewing or extending the term of the transaction or agreement for a period exceeding one year of its existing approved term / period, except for completion of any residual performance.
- c) Any modification which results into the claims of either party being subordinated, or relaxation of security interest:
Provided that giving any consent for cessation of pari passu charge or any other security interest, provided there is adequate asset cover, shall not be deemed as modification of contract.
- d) Any novation of the contract or arrangement to a third party.

Provided further that the following shall not be considered as material modification:

- modifications which may be mandated pursuant to change in law;
- modifications pursuant to and in accordance with the terms of the approved transaction/contract, whether with or without mutual consent of parties, as the case may be;
- modifications resulting from change in constitution of either of the parties pursuant to schemes of arrangement (e.g. merger, amalgamation, demerger, etc.);
- modifications which are purely technical and do not result in substantive change or alteration of rights, interests, and obligations of any of the parties;
- modifications uniformly affected for similar transactions with unrelated parties.

Provided further that any modification to the transactions / agreements entered into:

- a) for sale, purchase or supply of any goods or materials or availing or rendering of any services in the ordinary course of business and on arm's length basis;
 - b) between the Company and its wholly owned subsidiary;
 - c) transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the annual general meeting for approval
- shall be excluded from the applicability of above definition.

“Transactions in ordinary course of business” Transactions or contracts or arrangements or activities that are entered in pursuance of the business objectives of the company and are necessary for the company's operations or related financial activities. While these are expected to satisfy the following principles, reference can also be made to guidance note of the ICSI in this respect:

- (i) permitted under the Memorandum and the Articles of Association of the Company;

- (ii) carried on a frequent or regular basis or are usual in nature or are as per the customs or industry practice and
- (iii) the terms of which are similar to those which would be otherwise applicable to transactions with unrelated parties.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 or any other applicable law or regulation.

4. POLICY

Approval of RPT by the Audit Committee (AC)

- All Related Party Transactions and subsequent material modifications shall require prior approval of the AC and referred for approval in accordance with this Policy.
- Only the independent directors who are the members of the AC shall approve the related party transactions.
- Related party transaction to which the subsidiary of the Company is a party, but the Company is not a party, shall require prior approval of the AC if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual consolidated turnover, as per the last audited financial statements of the Company.
- With effect from April 1, 2023, a related party transaction to which the subsidiary of the Company is a party, but the Company is not a party, shall require prior approval of the AC if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary.
- The AC approval is not required for the transactions with the wholly owned subsidiaries of the Company and transactions entered into between two wholly owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
- Any member of the AC who has any interest or a potential interest in any Related Party Transaction will refrain himself/herself from discussion and voting on the approval of the Related Party Transaction.
- The AC may grant omnibus approval for RPTs which are repetitive in nature, provided that such approval shall remain valid for period not exceeding one year, during which period the commercial terms of approved RPTs may change, provided that arm's length criterion shall be ensured at the time of each such change. Further, where the need for RPTs cannot be foreseen and requisite details are not available, the AC may grant omnibus approval for such transactions *provided that* their value does not exceed ₹ 1 crore per transaction.
- The AC shall review at least on quarterly basis, the details of RPTs entered into by the Company pursuant to each of the omnibus approval given and such approval shall be valid for a period not exceeding one year.
- All related party contract/ arrangement should be in conformity with the Act, SEBI (LODR) and the applicable Accounting Standards. In case of any conflict between the requirements specified in any of these Regulations, the most stringent one among them would apply.
- All domestic related party contracts/arrangements shall, wherever applicable, comply with Domestic Transfer Pricing Requirement under section 92BA of Income Tax Act, 1961 including certification from independent accountants under the Transfer Pricing Regulations.

- All international related party contract / arrangements shall comply with International Transfer Pricing Requirement under section 92B of Income Tax Act, 1961 including certification from independent accountants under the Transfer Pricing Regulations.

Notwithstanding the foregoing, the following Related Party Transactions shall not require approval of Audit Committee:

- i) Any transaction that involves the providing of compensation to a director or Key Managerial Personnel in connection with his or her duties to the Company or any of its subsidiaries or associates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.
- ii) Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party.

Approval by the Board and Shareholders

- The related party transactions after review and approval by the AC, will be placed before the Board for endorsement and the Directors who are interested in any of the RPTs shall not participate or vote on resolutions of the Board on such RPT.
- All material related party transactions as per SEBI (LODR) and subsequent material modifications thereto as defined by the AC shall require prior approval of the shareholders through special resolution.
- No related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Related Party Transactions not approved under this Policy

In the event the Company becomes aware of a transaction with a Related Party that has not been approved under this Policy prior to its consummation, the matter shall be placed by the management for review by the Committee. The Committee shall consider all of the relevant facts and circumstances regarding the Related Party Transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the Related Party Transaction. The Committee shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Committee under this Policy, and shall take such action it deems appropriate.

In any case, where the Committee decides not to ratify a Related Party Transaction that has been commenced without approval, the Committee, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction. In connection with any review of a Related Party Transaction, the Committee/Board has the authority to modify or waive any procedural requirements of this Policy.

5. IDENTIFICATION OF RPT/ADMINISTRATIVE MEASURES

- The Company's management shall ensure that all Unit Heads and Finance & Commercial Heads are made aware of the provisions of SEBI (LODR) and the Act pertaining to RPT and facilitate/ensure compliance with the RPT Policy, and provide a certificate of compliance on a quarterly basis, to the Audit Committee.
- The Company Secretary/Compliance Officer shall be responsible to maintain/update the list of related parties (as required by applicable laws) and provide the same to all concerned.

- The Internal Auditor(s)/any independent agency/CA firm to be appointed to review the RPTs entered into by the Company on a periodic basis and report their observations with rationale including that for identification of arm's length pricing of RPTs to the Audit Committee.
- It is the duty of all employees of the Company to ensure that they do not deal with related parties under any kind of influence or coercion. The cases involving any unwarranted pressure should be promptly reported as per mechanism provided under the Whistle Blower Policy of the Company.
- Notice of any Related Party Transactions, referred above shall be given well in advance so that the Company Secretary/ Compliance Officer has adequate time to obtain additional information or documents about the proposed Related Party Transactions, if necessary, which is required to be placed before the Audit Committee to enable it to decide on the said transactions.
- Every Director and KMPs shall make an annual disclosure within the meaning of Section 2(76), 184 and 189 of the Act and Regulation 2(1)(zb) of SEBI (LODR) and shall also promptly intimate any change in the said annual disclosures.

6. DISCLOSURES & REPORTING REQUIREMENTS

- Company shall submit to the Stock Exchanges on a half yearly basis, within the timeliness as prescribed by the Securities and Exchange Board of India (SEBI) from to time, the disclosures relating to Related Party Transactions in the format as specified by SEBI from time to time and publish the same on the website of the Company at www.titagarh.in.
- Details of all material transactions with related parties are to be disclosed quarterly along with the compliance report on corporate governance.
- The Company shall report in the Annual Report, the transactions that require the approval of the Board and shareholders with justification for entering into such contract or arrangement.
- This Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report.

7. LIMITATION AND AMENDMENT

In the event of any conflict between the provisions of this Policy and of the Act or SEBI (LODR) or any other statutory enactments, rules, the provisions of such Act or SEBI (LODR) or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the SEBI (LODR), Act and/or applicable laws in this regard shall automatically apply to this Policy. This Policy may be reviewed by the Audit Committee as and when deemed necessary and placed before the Board with modification(s) if any made by the Committee, for final consideration and approval.

[This Policy has been lastly amended as per the recommendations of the Audit Committee meeting held on 30th May, 2022 and thereafter approved by the Board of Directors. The amended provisions shall be effective from 30th May, 2022 unless otherwise specified.]



POLICY ON REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR EMPLOYEES



TITAGARH WAGONS LIMITED

BACKGROUND

Titagarh Wagons Limited [including its subsidiaries, affiliates, associate(s), joint venture(s), group company (ies)] (hereinafter referred as the 'Company') practices a corporate culture imbued with highest standards of integrity and transparency by adhering to the policies laid down by the Board of Directors where 'team-work' and 'professionalism' for maximum value creation for the stakeholders are the basic tenets of total approach.

BRIEF OVERVIEW UNDER COMPANIES ACT 2013

{Section 178 & Companies [Meetings of Board and its Powers] Rules 2014}

- Constitution of the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors
- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and senior management personnel i.e. employees at one level below the Board including functional heads.
- The Nomination and Remuneration Committee shall, while formulating the policy ensure that:—
- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- Such policy shall be disclosed in the Board's report.

BRIEF OVERVIEW OF THE REGULATION 19 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ["SEBI (LODR)"]

IV. Nomination and Remuneration Committee

- A. The company shall set up a Nomination and Remuneration committee which shall comprise at least three directors, all of whom shall be non-executive directors and at least half shall be independent. Chairman of the committee shall be an independent director.
- B. The role of the committee shall, INTER-ALIA, include the following:
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
 - Formulation of criteria for evaluation of Independent Directors and the Board;
 - Devising a policy on Board diversity;
 - Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
 - whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors

PRESENT POSITION OF DIRECTORS & KMP OF THE COMPANY

- The Company has constituted a Nomination and Remuneration Committee of the Board of Directors (Board).
- At present there are total nine directors on the Board of which six (6) are Non-Executive including one woman director & four (4) Independent and the remaining three (3) are Executive Directors.
- Key Managerial Personnel (KMP) consist Executive Chairman, Vice Chairman & Managing Director, Whole-time Director - all executive directors; and Chief Financial Officer and Company Secretary who are employees.

TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.



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- Act as Selection and Compensation Committee to evaluate suitability of candidates for various senior positions and determine appropriate compensation package for them. Selection of related persons whether or not holding place of profit in the Company to be carried out strictly on merit and where applicable, be subjected to review by the Audit Committee of and/or the Board with approval at each stage being obtained by disinterested Independent Directors only.
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on the Board diversity.
- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.

CRITERIA FOR DETERMINING THE FOLLOWING:-

Qualifications for appointment of Directors (including Independent Directors):

- Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service.
- Their financial or business literacy/skills.
- Their railway/heavy engineering/infrastructure industry experience.
- Appropriate other qualification/experience to meet the objectives of the Company.
- As per the applicable provisions of Companies Act 2013, Rules made thereunder and Clause 16(1)(b) of SEBI (LODR).

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

Positive attributes of Directors (including Independent Directors):

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.

- Actively update their knowledge and skills with the latest developments in the railway/heavy engineering/infrastructure industry, market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made thereunder and Regulation 16 of SEBI (LODR) as amended from time to time

Criteria for appointment of KMP/Senior Management:

- To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
- To adhere strictly to code of conduct

POLICY RELATING TO REMUNERATION OF DIRECTORS, KMP & SENIOR MANAGEMENT PERSONNEL:

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director/KMP/ other employee is involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weight age to arrive at a competitive quantum of remuneration.

- It is to be ensured that relationship of remuneration to the performance is clear□meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:-
 - Responsibilities and duties;
 - Time & efforts devoted; Value addition;
 - Profitability of the Company & growth of its business;
 - Analyzing each and every position and skills for fixing the remuneration yardstick;
 - Standards for certain functions where there is a scarcity of qualified resources.
 - Ensuring tax efficient remuneration structures.
 - Ensuring that remuneration structure is simple and that the cost to the Company (CTC) is not shown inflated and the effective take home remuneration is not low.
 - Other criteria as may be applicable.
- Consistent application of remuneration parameters across the organisation.
- Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
- Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.
- ¹[The Chairman and Managing Director (CMD) or the Vice Chairman & Managing Director (VCMD) of the Company may grant loans/advances to the employees of the Company for addressing various exigencies like marriage, illness, purchase/construction of house, purchase of furniture etc. and such other contingencies as the aforesaid managerial personnel may think fit, upto a maximum of 20 times of salary of the concerned employee and to recover the loans/advances from the salary of the employee concerned in maximum 60 monthly instalments on the terms and conditions as may be deemed appropriate.]

REVIEW

The policy shall be reviewed by the Nomination & Remuneration Committee and the Board, from time to time as may be necessary.

¹ Inserted w.e.f. 04/02/2019.



TITAGARH WAGONS LIMITED

RISK MANAGEMENT POLICY



TITAGARH WAGONS LIMITED

BACKGROUND

This document lays down the framework of Risk Management at Titagarh Wagons Limited - a multiproduct organization (hereinafter referred to as the 'Company' or 'TWL') and defines the policy for the same. This document shall be under the authority of the Board of Directors of the Company. It seeks to identify risks inherent in any business operations of the Company and provides guidelines to define, measure, report, control and mitigate the identified risks.

OBJECTIVE

The objective of Risk Management at TWL is to create and protect shareholder value by carefully identifying the strategic, operational, financial, legal, environmental and other perceivable risks and minimizing threats or losses, and identifying and maximizing opportunities. An enterprise-wide risk management framework is applied so that effective management of risks is an integral part of every employee's job.

Strategic Objectives

1. Providing a framework that enables future activities to take place in a consistent & controlled manner
2. Improving decision making, planning and prioritization by comprehensive and structured understanding of business activities, volatility and opportunities/ threats
3. Contributing towards more efficient use/ allocation of the resources within the organization
4. Protecting and enhancing assets and company image
5. Reducing volatility in various areas of the business
6. Developing and supporting people and knowledge base of the organization.
7. Optimizing operational efficiency
8. Developing a "Risk Reporting" system on an on-going basis.
9. Setting up suitable internal processes/systems to control and monitor 'Action Plans'.
10. Focusing on the risks relevant in respect of the organization or typical to it.

REGULATORY

Risk Management Policy is framed as per the following regulatory requirements:

A. COMPANIES ACT, 2013

1. *Provisions of the Section 134(3)*



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There shall be attached to financial statements laid before a company in general meeting, a report by its Board of Directors, which shall include –

(n) a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

2. Section 177(4) stipulates:

Every Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which shall, inter alia, include, –

(vii) evaluation of internal financial controls and risk management systems.

3. SCHEDULE IV
[Section 149(8)]

CODE FOR INDEPENDENT DIRECTORS

II. Role and functions:

The independent directors shall:

*(1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, **risk management**, resources, key appointments and standards of conduct;*

*(4) satisfy themselves on the integrity of financial information and that financial controls and **the systems of risk management** are robust and defensible;*

B. Regulation 4(2)((f) of SEBI (LODR)

Key functions of the Board

The board should fulfill certain key functions, including:

*1. Reviewing and guiding corporate strategy, major plans of action, **risk policy**, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.*

*7. Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, **systems for risk management**, financial and operational control, and compliance with the law and relevant standards.*

C. Role of Audit Committee

The role of the Audit Committee shall include the following:

11. Evaluation of internal financial controls and risk management systems;



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VI. Risk Management

A. The company shall lay down procedures to inform Board members about the risk assessment and minimization procedures.

B. The Board shall be responsible for framing, implementing and monitoring the risk management plan for the company.

Information to be placed before Board of Directors

14. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.

Titagarh Wagons Limited (TWL) being a listed company, is required to adhere to the regulations made both by the Companies Act, 2013 and Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, governed by the Securities and Exchange Board of India (SEBI). Where any stipulation is common between the regulations, more stringent of the two shall be complied with.

APPLICABILITY

This Policy shall come into force with effect from 1st April, 2014.

DEFINITIONS

"**Audit Committee or Committee**" means Committee of Board of Directors of the Company constituted under the provisions of Companies Act, 2013 and Listing agreement.

"**Board of Directors**" or "**Board**" in relation to a Company, means the collective body of Directors of the Company. (Section 2(10) of the Companies Act, 2013)

"**Policy**" means Risk Management Policy.

POLICY

Before proceeding to the policy attention is drawn to the roles that the Board and Audit Committee are required to play under the above regulations governing Risk Management:

The Board's role under both the regulations is to ensure framing, implementing and monitoring risk management plan, having in place systems for risk management as part of internal controls with duty being cast upon Independent Directors to bring unbiased angle to the Board's deliberations on making risk management systems more robust.

Audit Committee's role is evaluate the risk management systems.

This policy shall complement the other policies of TWL in place e.g. Related Party Transactions Policy, to ensure that the risk if any arising out of Related Party Transactions are effectively mitigated.

Broad Principles

The Board has to review the business plan at regular intervals and develop the Risk Management Strategy which shall encompass laying down guiding principles on proactive planning for identifying, analyzing and mitigating all the material risks, both external and internal viz. Environmental, Business, Operational, Financial and others. Communication of Risk Management Strategy to various levels of management for effective implementation is essential.

Identification and Risk Analysis

Risk Identification is obligatory on all vertical and functional heads who with the inputs from their team members are required to report the material risks to the Vice Chairman & Managing Director (VCMD) along with their considered views and recommendations for risk mitigation/monitoring and management at the ground level.

Analysis of all the risks thus identified shall be carried out by VCMD through participation of the vertical/functional heads and a preliminary report thus finalized shall be placed before the Audit Committee.

The following steps to be taken:

Risk identification and prioritization: To identify organization's exposure to uncertainty, Risks may be classified in the following:

- i. Strategic
- ii. Operational
- iii. Financial
- iv. Hazard

Additionally the below mentioned risks also need attention whether by way of separate class or sub class of the aforesaid:

- Country Risk
- Forex Risk
- Regulatory Risk
- Market Risk

Risk Description: To display the identified risks in a structured format

Name of Risk	
Scope of Risk	Qualitative description of events with size, type, number etc.
Nature of Risk	Strategic, Operational, Financial, Hazard
Quantification of Risk	Significance & Probability

Risk Tolerance/ Appetite	Loss Potential & Financial Impact of Risk
Risk Treatment & Control Mechanism	a) Primary Means b) Level of Confidence c) Monitoring & Review
Potential Action for Improvement	Recommendations to Reduce Risk
Strategy & Policy Development	Identification of Function Responsible to develop Strategy & Policy

Risk Evaluation:

After risk analysis, comparison of estimated risks against organization risk criteria is required. It is to be used to make decisions about the significance of risks and whether each specific risk to be accepted or treated.

Risk Estimation:

Can be quantitative, semi quantitative or qualitative in terms of probability of occurrence and possible consequences.

Impact level on performance/profit – Both Threats and Opportunities

Reporting

1. Internal Reporting

- a) Audit Committee
- b) Board of Directors
- c) Vertical Heads
- d) Individuals

2. External Reporting

To communicate to the stakeholders on regular basis as part of Corporate Governance

Development of Action Plan

The Audit Committee consisting of three Independent Directors has been delegated the evaluation of risk management system. The Committee shall assist in implementation of the Risk Management Plan of the Board. The members of the Audit Committee shall discharge the role of “Think Tank”, ideate and bounce off their collective suggestions to the Board for periodic updation of the Risk Management Plan to ensure that the same is in sync with the industry dynamics and the changing macro and micro factors having bearing

on all material aspects of the businesses TWL is engaged in or shall undertake.

Audit Committee shall critically examine the report of VCMD and each identified risk shall be assessed for its likely impact vis a vis the resources at the Company's disposal.

Guidelines to deal with the risks

Business Plan including Capital Expenditure and Fund Flow Statement for each segment together with SWOT analysis, data on Production Planning, Materials Management, Sales & Distribution Delivery Schedules, Assets, Accounts Receivables and Payables as well as Regulatory Regime applicable shall be reviewed in the light of the material risks identified. Through deliberations of the Committee a comprehensive plan of action to deal with the risks shall be developed and guidelines flowing from such plan shall be communicated to the employees concerned for mitigation of the risks.

Board Approval

The Action Plan and guidelines decided by the Audit Committee shall be approved by the Board before communication to the personnel for implementation.

The Board shall approve the Risk Management (including Risk Treatment) strategy, control structure and policy guidelines and delegate authority and accountability for risk management to the Company's executive team.

The guidelines shall include prescription on:

Risk Treatment

Treatment of Risk through the process of selecting and implementing measures to mitigate risks. To prioritize risk control actions in terms of their potential to benefit the organization. Risk treatment includes risk control/ mitigation and extends to **risk avoidance, risk transfer (insurance), risk financing, risk absorption** etc. for

- a) Effective and efficient operations
- b) Effective Internal Controls
- c) Compliance with laws & regulations

Risk Treatment shall be applied at all levels through carefully selected validations at each stage to ensure smooth achievement of the objective.

Risk Registers

Risk Registers shall be maintained showing the risks identified, treatment prescribed, persons responsible for applying treatment, status after the treatment etc. Risk Managers and Risk Officers to be identified for proper maintenance of the Risk Registers which will facilitate reporting of the effectiveness of the risk treatment to the Audit Committee and the Board.



TITAGARH WAGONS LIMITED

Enterprise Risk Planning (ERP package) shall play a key role in timely availability of all data/reports required for the Committee to develop the Action Plan as stated above.

The Board shall have the discretion to deal with certain risks (may be called Key or Highly Sensitive Risks) in the manner it may deem fit. Mitigation of such Highly Sensitive/Key risks and effectiveness of their mitigation measures and review of the strategy may be directly discussed by the Board members with Audit Committee.

ROLE OF AUDIT COMMITTEE

The following shall serve as the Role and Responsibility of the Audit Committee authorized to evaluate the effectiveness of the Risk Management Framework:

- Review of the strategy for implementing risk management policy
- To examine the organization structure relating to Risk management
- Evaluate the efficacy of Risk Management Systems – Recording and Reporting
- To review all hedging strategies/risk treatment methodologies vis a vis compliance with the Risk Management Policy and relevant regulatory guidelines
- To define internal control measures to facilitate a smooth functioning of the risk management systems
- Ensure periodic review of operations and contingency plans and reporting to Board in order to counter possibilities of adverse factors having a bearing on the risk management systems.

Integration of Risk Management Strategy

TWL's risk management strategy is to be integrated with the overall business strategies of the organization and its mission statement to ensure that its risk management capabilities aide in establishing competitive advantage and allow management to develop reasonable assurance regarding the achievement of the Company's objectives.

Penalties

The penalties are prescribed under the Companies Act, 2013 (the Act) under various sections which stipulate having a Risk Management Framework in place and its disclosure.

Section 134 (8) (dealing with disclosure by way of attachment to the Board Report): If a company contravenes the provisions of this section, the company shall be punishable with fine which shall not be less than fifty thousand rupees but which may extend to twenty-five lakh rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees, or with both.

*There are other provisions of the Act as well as SEBI Act which stipulate stiff penalties. Therefore, this Policy prescribes that violation of the provisions applicable to Risk Management Framework is something the Company cannot afford to **risk**.*

REVIEW

This policy shall evolve by review by the Audit Committee and the Board from time to time as may be necessary.

This Policy will be communicated to all vertical/functional heads and other concerned persons of the Company.



TITAGARH WAGONS LIMITED

TITAGARH WAGONS LIMITED ("TITAGARH")

Context:

Titagarh's vision is to be a global leader in rail rolling stock and other heavy engineering equipment and a world class service provider for infrastructure sector, to be known as a dependable and preferred partner for growth, provide full satisfaction to its customers and balance the interests of all stakeholders as a responsible corporate citizen.

Corporate Social Responsibility (CSR) at Titagarh has been a part of its existence long before social responsibility became mandatory by law and Titagarh aspires to continue making consistently increasing improvement in the life of beneficiaries of Titagarh's CSR initiatives.

Objectives:

- To actively contribute to the social and economic development of the communities in which Titagarh operates.
- Steer its CSR endeavours towards building a better, sustainable way of living for the weaker sections of society and thus participate in raising the country's human development index.

Focus Areas:

- **Promoting education, including** employment enhancing vocation skills especially among children, women, elderly, and the differently abled; and livelihood enhancement projects and setting up endowment funds in academic institutions with the objective of assisting economically backward but meritorious students in their studies.
- **Eradicating hunger, poverty and malnutrition, promoting healthcare** including preventive health care and **making available safe drinking water.**
- **Promoting gender equality, empowering women,** setting up measures for reducing inequalities faced by socially and economically backward groups.
- **Ensuring environmental sustainability,** ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund setup by the Central Government for rejuvenation of river Ganga.

Geographic focus of CSR efforts:

The CSR Committee shall decide on the location for CSR activities.

CSR Themes

The CSR Programs and Projects are given below:-

Sl. No.	CSR PROGRAM	Sr. No.	CSR Projects and Implementation Partners
I	Health & Hygiene CSR Theme: Jeevan Nirog	1	Medical Camps- started as a pilot project by the Company and following encouraging response, the interventions continue.
		2	Treatment of a young cancer patient (Piyush)
		3	Cancer treatment of young cancer patients in association with Tata Medical Centre, Kolkata
		4	Rehabilitation including medical care of children with special needs by partnering with SICW (Society for Indian Children Welfare) NGO in Kolkata
II	Education CSR Theme: Gyan Jyoti	5	Education of specially abled children of “Dhankhet Manovikas Kendra” in association with Manovikas Kendra, Kolkata
		6	Education, psychological and nutrition-based interventions for children of red light areas in association with South Kolkata Hamari Muskan, Kolkata (SKHM)
		7	Scholarship for the meritorious students from underprivileged background at Jadavpur University, Kolkata
III	Water Sanitation CSR Theme: Shail Ganga	8	Water filters and Hand washing Stations for the students of thirteen schools registered under Sarva Shiksha Mission of the Government of India in Kolkata, by joining hands with Splash Organisation (NGO)
IV	Animal Welfare CSR Theme: Parvaah	9	Welfare for street animals that includes shelter homes and medical aids in association with ASHARI (People for Animals)
		10	Association with Mothers’ Heart- An NGO for street animals’ welfare.

Composition of CSR Committee:

Board Committee

A Committee of the Board is constituted in accordance with the applicable provisions of Section 135, consisting of:

Sl No	Name of Directors	Position Held
1	Smt. Rashmi Chowdhary	Non- Executive Director, Chairperson
2	Shri Jagdish Prasad Chowdhary	Executive Chairman, Member

3	Ms. Nayantara Palchoudhuri	Independent Director, Member
4	Shri Krishan Kumar Jalan	Independent Director, Member

Approach and Monitoring Mechanism of CSR projects

- Every year, the CSR Committee places for the Board's approval, a CSR Plan delineating the CSR Initiatives to be undertaken during the financial year and the specified budgets therefor. The Board considers and approves the CSR Plan with such modifications as may be deemed necessary.
- The CSR Committee assigns the task of implementation of the CSR Plan within specified budgets and timelines to such persons or bodies as it deems fit.
- The persons/bodies to which the implementation is assigned carry out such CSR Programmes as determined by the CSR Committee within the specified budgets and timeframes and reports to the Committee on the progress therein at such frequency as the Committee may direct.
- The CSR Committee reviews the implementation of the CSR Programmes once a quarter and issues necessary directions from time to time to ensure orderly and efficient execution of the CSR Programmes in accordance with this Policy.
- Titagarh's CSR initiatives are planned with various monitoring mechanisms and control points to increase their effective delivery.
- A suitable organizational structure is constituted to steer the CSR Projects/activities of the Company, at the corporate level.
- Keeping in the importance of CSR Projects/activities, the Divisional Heads carry out due diligence and also discuss the modalities, monitor the progress of CSR Projects/activities during their periodical interactions.
- The role/function of every employee involved in planning, implementing and monitoring of the CSR Projects /programs is monitored to bring the desired clarity and accountability.
- At the end of every financial year, the CSR Committee is required to submit its report to the Board.

Further at the execution level the following monitoring scheme is adopted to maintain work clarity and accountability and ensure effective monitoring:

1. Local review: MIS report by execution team after completion of scheduled activity.
2. Senior leaders review the progress, effectiveness, action plan and support required
3. Regional review on monthly basis.
4. Board committee review on quarterly basis.
5. [¹The Chief Financial Officer or the person responsible for financial management shall certify the disbursement of the funds to be utilized for CSR.]

[²Annual Action Plan:

The CSR Committee shall formulate and recommend to the Board, an annual action plan which shall include the following, namely:-

- (a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
- (b) the manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4;
- (c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
- (d) monitoring and reporting mechanism for the projects or programmes; and
- (e) details of need and impact assessment, if any, for the projects undertaken by the company:

However, the Board may alter such plan at any time during the financial year, as per the recommendation of CSR Committee, based on the reasonable justification to that effect.]

Budgets:

A specific budget is to be allocated for CSR activities. The budget is to be project driven and reviewed and monitored by the CSR Committee.

Information dissemination:

The Company's endeavours in this domain are to be disseminated on its website and annual reports. Disclosures in the Annual Reports or elsewhere are made in accordance with the applicable provisions of law.

Management Commitment:

The management is committed to discharging CSR diligently in conformity with the policy of Titagarh as a responsible corporate citizen.

Review:

¹ Inserted w.e.f. 08/06/2021

² Inserted w.e.f. 08/06/2021

CSR Policy may be reviewed from time to time as may be necessary after the changes are approved by the CSR Committee.

[³Limitation and Amendment

In the event of any conflict between the provisions of this Policy and of the Companies Act or any other statutory enactments, rules, the provisions of such Act or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Act and/or applicable laws in this regard shall automatically apply to this Policy.]

[Adopted by the Board vide Resolution passed on 08/06/2021].

³ Inserted w.e.f. 08/06/2021



TITAGARH WAGONS LIMITED

Vigil Mechanism

Scope and Purpose:

Titagarh Wagons Limited is committed to conducting its business by adopting the highest standards of professional integrity and ethical behavior. The organization has been aiming at developing an open and transparent culture where it is safe for all employees to raise their concern about any unacceptable and unethical practices, including misconduct and provide reassurance that they will be protected from reprisals or victimization for whistle blowing in good faith.

Policy Statement

Vigil Mechanism encourages employees to report unethical business practices at workplace without fear of reprisal as part of Corporate Governance. The policy aims at:

- ☐ To allow and encourage our employees and business associates and other stakeholders to bring to notice of the management concerns about suspected unethical behavior, malpractice, wrongful conduct, fraud, violation of the Company's Policies including Code of Conduct, violation of law or questionable Accounting or Auditing matters by any Employee /Director in the company (hereinafter referred to as Wrongful Conduct) without fear of reprisal.
- ☐ To ensure timely and consistent organizational response and thereby ensuring complete transparency in the organization.
- ☐ To prohibit initiation of adverse action against an employee as a result of the disclosure of obligatory information or information in general course of employee's day to day work.
- ☐ To build and strengthen a culture of transparency and trust in the organization.

Any employee who becomes aware of a suspected wrongful conduct of any employee or associate etc. is encouraged to send his/her observations/concrete facts to the management either through phone or written communication complete with related evidence (to the extent possible) without fear of reprisal or retaliation of any kind.

The information on suspected wrongful conduct is such information which the employee in good faith, believes and/or evidences and inter alia includes:

- a) A violation of any law or regulation, including but not limited to corruption, bribery, theft, fraud, coercion and wilful omission.
- b) Pass back of Commissions/benefits or conflict of interest.
- c) Procurement frauds.
- d) Mismanagement, Gross wastage or misappropriation of the Company's funds/assets.
- e) Manipulation of the Company's data/records.
- f) Stealing cash/the Company's assets; leaking confidential or proprietary information.

- g) Unofficial use of Company's materials/human assets.
- h) Activities violating Company policies including Code of Conduct.
- i) A substantial and specific danger to public health and safety.
- j) An abuse of authority.
- k) An act of discrimination or sexual harassment.

The above list is only illustrative and should not be considered as exhaustive.

Reporting:

In alleged wrongful conduct involving Senior Management, the employee can directly approach the Chairman of the Audit Committee. The Contact details of the Chairman of the Audit Committee are as under:

Shri Atul Joshi
Flat No. 15, 5th Floor, Minal Apartment,
Shradhanand Road, Vile Parle East,
Mumbai-400057
Email: atul@oystercapital.co.in

In any other case apart from mentioned above, the employees can send their complaints to the email-id mentioned below:

vigil.auditcommittee@titagarh.in

The Management, upon receipt of disclosure, shall investigate the complaint(s) to ascertain its genuineness and veracity. Based on the outcome of such investigation, the management will take appropriate action in the matter.

¹[Any employee of the Company may report instances of leak of unpublished price sensitive information directly to the Chairman of the Audit Committee.]

Protection to the Whistle BlowerConfidentiality

No adverse action shall be taken against an employee who in good faith makes any disclosure of suspected Wrongful Conduct to the management. The identity of the complainant shall be kept confidential.

Protection against victimization

If it is found that as a result of whistle blowing, any employee is being harassed or ill treated in any manner by his or her superior adequate protection will be provided against victimization of the employee making disclosure in good faith.

Retention of the Records

The Company shall retain a copy of all complaints or concerns, investigation reports and all relevant documentation thereof. The Audit Committee shall decide the period of retention of all these records, subject to limitations in applicable legislation.

Amendment

¹ Inserted w.e.f. 01/04/2019.

The Company reserves the right to amend the policy at any point of time. Any amendment to the policy shall take effect from the date when it is approved by Audit Committee and the same is notified to the employees in writing.

POLICY FOR DETERMINING MATERIAL

SUBSIDIARIES

1. PREAMBLE

The Company is committed to adoption of the best practices in sync with its corporate governance philosophy based on the objective of fostering sustainable ethical conduct in fulfilling its responsibilities. The Board of Directors (the "Board") of **Titagarh Wagons Limited (TWL)** has adopted the following policy pursuant to Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"] to ensure compliance with the applicable provisions of the Listing Agreement. This policy will be applicable to the Company effective from October 1, 2014.

2. OBJECTIVE

Determination of material Indian or foreign subsidiaries of the Company, where applicable, and to provide the governance framework for such subsidiaries by complying with disclosure/other requirements regarding such subsidiaries and disinvestment of their shares held by the Company, and selling/ disposing/ leasing of assets of such subsidiaries by them.

3. DEFINITIONS

- 3.1. **"Audit Committee or Committee"** means "Audit Committee" constituted by the Board of Directors of the Company, from time to time, under provisions of Listing Agreement with the Stock Exchanges and the Companies Act, 2013 ("the Act").
- 3.2. **"Board of Directors or Board"** means the Board of Directors of the Company, as constituted from time to time.
- 3.3. **"Independent Director"** means a director of the Company, not being a whole time director and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.
- 3.4. ¹ [Omitted]
- 3.5. ² **"Material Subsidiary"** shall mean a Subsidiary whose income or net worth exceeds ³[10]% of the consolidated income or net worth respectively, of the Company and its Subsidiaries in the immediately preceding accounting year.
- 3.6. **"Subsidiary"** ⁴[shall be as defined in the Companies Act, 2013 and] in relation to holding company means a company in which the holding company -

¹ The following words were omitted. Change effective from 04/02/2019:

"Material Subsidiaries" means a Subsidiary in which the investment of the Company exceeds twenty per cent of its consolidated net worth as per the audited balance sheet of the previous financial year or if the Subsidiary has generated twenty per cent of the consolidated income of the company during the previous financial year.

² For the words- "Material Unlisted Indian Subsidiary" means an unlisted Subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves)', the following words were substituted- "'Material Subsidiary" shall mean a Subsidiary whose income or net worth'. Change effective from 04/02/2019

³ For the number- '20', the following number was substituted- '10'. Change effective from 01/04/2019

⁴ Inserted w.e.f. 04/02/2019

- (i) controls the composition of the Board, or
- (ii) exercises or control more than half of the total ⁵[voting power] either at its own or together with one or more of its subsidiary companies.

⁶[Omitted]

3.7. **“Significant Transaction or Arrangement”** means any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the Material Unlisted Subsidiary for the immediately preceding accounting year.

3.8. ⁷[Omitted]

4. **APPLICABLE COMPLIANCES UNDER Regulation 24 OF SEBI (LODR)**

4.1. One Independent Director of the Company shall be a Director on the Board of the ⁸[Unlisted Material Subsidiary company, whether incorporated in India or not.

Explanation - For the purposes of this provision, notwithstanding anything to the contrary contained in regulation 16 of SEBI (LODR), the term “material subsidiary” shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.]

4.2. The Audit Committee of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary company on an annual basis.

4.3. The minutes of the Board meetings of the unlisted subsidiary company shall be placed before the Board of the Company on a half yearly basis.

4.4. The management shall on a half yearly basis bring to the attention of the Board of the Company, a statement of all ‘Significant transactions and arrangements’ entered into by the unlisted subsidiary company.

4.5. The management shall present to the Audit Committee on an annual basis, a list of such subsidiaries together with the details of the materiality defined herein. The Committee shall review the same and make suitable recommendations to the Board, including but not limited to, recommendation for appointment of

⁵ For the words- ‘share capital’, the following words were substituted- ‘voting power’. Change effective from 04/02/2019

⁶ The following words were omitted. Change effective from 04/02/2019:

The expression "total share capital" means, the aggregate of the:-

- (a) paid-up equity share capital; and
- (b) convertible preference share capital

⁷ The following words were omitted. Change effective from 04/02/2019:

“Subsidiary(ies)” means a subsidiary of the Company as defined in the Companies Act, 2013

⁸ For the words- ‘Material Unlisted Subsidiary company, incorporated in India’, the following words were substituted. Change effective from 01/04/2019:

‘Unlisted Material Subsidiary company, whether incorporated in India or not.

Explanation - For the purposes of this provision, notwithstanding anything to the contrary contained in regulation 16 of SEBI (LODR), the term “material subsidiary” shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.’

Independent Director on the Board of Material Unlisted Indian Subsidiary Company.

4.6. The Company, without the prior approval of the members by Special Resolution in its General Meeting, shall not:

- ☐ Dispose shares in Material Subsidiaries that reduces its shareholding (either on its own or together with other subsidiaries) to less than 50%; or
- ☐ Cease the exercise of control over the Material Subsidiary; or
- ☐ Sell, dispose or lease of assets amounting to more than 20% of the assets of the Material Subsidiary on an aggregate basis during a financial year;

⁹[Provided that special resolution shall not be required if the aforesaid is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.]

5. COMPLIANCE BY STEP DOWN SUBSIDIARIES

Where a listed holding company has a listed subsidiary which is itself a holding company, the above provisions shall apply to the listed subsidiary in so far as its subsidiaries are concerned.

6. GUIDING PRINCIPLES

- 6.1. All the applicable provisions of laws, as amended from time to time, are to be complied in letter and spirit in implementing this Policy.
- 6.2. “**Material subsidiary**” of the Company would be identified, which would include, if any:
- ☐ Material listed Indian & foreign subsidiaries
 - ☐ Material unlisted Indian & foreign subsidiary,

as one time exercise and such exercise shall be done during each financial year and the conclusion placed before the Audit Committee and the Board of the Company.

6.3. ¹⁰[Omitted]

6.4. **Disposal of shares** held by the Company, whether Equity or preference, of the Material Subsidiary and Material unlisted Indian subsidiary; and

Sale/ disposal/ lease of assets of the Material Subsidiary and Material unlisted Indian subsidiary would be considered and complied keeping in view the following:

⁹ Inserted w.e.f. 01/04/2019

¹⁰ The following words were omitted w.e.f. 01/04/2019:

“Material unlisted Indian subsidiary” of the Company would be identified, if any, as one time exercise and such exercise shall be done during each financial year and the conclusion placed before the Audit Committee and the Board of the Company.

6.4.1 Valuation of the shares / assets of Material Subsidiary and Material unlisted Indian subsidiary would be done by Registered Valuer in terms of the Companies Act 2013 and in absence of related notification of these provisions, by an independent merchant banker registered with SEBI, or by an independent chartered accountant in practice with minimum 10 years' experience or as may be permitted by the Central Government.

6.4.2. The proposal shall be considered by the Audit Committee and the Board of the Company and the relevant subsidiary and decision taken in terms of the provisions of the Regulation 24 of the SEBI (LODR) and Companies Act 2013 and its Rule/s, as applicable.

6.4.3. Where the disposal of the shares or selling/ disposing/ leasing of assets of Material Subsidiary and Material unlisted Indian subsidiary company are triggering the limits laid down, the proposal after being approved by the Audit Committee and the Board shall be placed before the shareholders of the Company and the relevant subsidiary, as applicable, in a general meeting or through postal ballot in terms of the provisions of the Regulation 24 of SEBI (LODR) and Companies Act 2013 and its Rule/s seeking approval/s of such shareholders by way of passing special resolution/s, as applicable.

6.4.4. Only on receipt of the necessary approvals, herein the disposal of the shares or selling/ disposing/ leasing of assets of the Material Subsidiary and Material unlisted Indian subsidiary would be done.

6.4.5. Necessary reporting would be made to the Audit Committee and Board meetings of all the concerned companies.

6.4.6 Stock Exchanges would be duly intimated, if and as and when applicable.

6.5. ¹¹[Omitted]

7. REVIEW

The policy shall be reviewed by the Board from time to time as may be necessary.

8. DISCLOSURE

The Policy for determining Material Subsidiaries shall be disclosed on the website of the Company at www.titagarh.in and a web link thereto shall be provided in the Annual Report of the Company, as per the provisions of law in force.

¹¹ The following words were omitted. Change effective from 01/04/2019:

'In case of Material unlisted Indian subsidiary of the Company the same compliances as mentioned above at Article 4 with the heading "Applicable Compliances under the Regulation 24" shall apply.'

CRITERIA FOR PERFORMANCE EVALUATION OF BOARD & INDEPENDENT DIRECTORS

1. PREAMBLE

1.1. The Company is committed to adoption of the best practices in sync with its corporate governance philosophy based on the objective of fostering sustainable ethical conduct in fulfilling its responsibilities. The Board of Directors (the "Board") of **Titagarh Wagons Limited (TWL)** has adopted the following criteria pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"].

1.2. The Nomination & Remuneration Committee of the Company shall lay out the criteria for performance evaluation of the Board & Independent Directors, which shall be approved by the Board. The evaluation shall be done by the entire Board (excluding the director being evaluated). The criteria shall be reviewed by the Nomination & Remuneration Committee and the Board from time to time.

2. APPLICABLE COMPLIANCES UNDER COMPANIES ACT 2013

2.0. In the Board's Report a statement is required to be given indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual Directors [Section 134 & Companies {Accounts} Rules 2014]].

2.2. The Nomination and Remuneration Committee shall identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance [Section 178 & Companies (Meetings of Board and its Powers) Rules, 2014].

2.3. The performance evaluation of Independent Directors {as defined in these provisions} shall be done by the entire Board of Directors, excluding the director being evaluated. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director {Section 149 - Schedule IV & Companies [Appointment and Qualification of Directors] Rules 2014}

2.4. Code for Independent Directors has been laid down. {Section 149 - Schedule IV}

3. APPLICABLE COMPLIANCES UNDER REGULATION 17 OF SEBI (LODR)

3.1. One of the key functions of the Board is to monitor and review Board Evaluation framework.

3.2. Performance evaluation of Independent Directors is stipulated.

3.3. The Nomination & Remuneration Committee shall lay down the evaluation criteria of the Independent Director and evaluation shall be done by the entire Board of Directors (excluding the director being evaluated).

3.4. The Criteria shall be disclosed in the Annual Report.

3.5. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

4. CRITERIA FOR PERFORMANCE EVALUATION OF BOARD & INDEPENDENT DIRECTORS

An effective Board consciously creating a culture of leadership and transparent corporate governance with a long term vision and requisite strategies to enable the Company to become a responsible entity working for maximization of the stakeholders' value while contributing to society is at the core of its approach. Towards this Titagarh Wagons Limited ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

Titagarh Wagons Limited also recognizes the importance of Independent Directors in achieving the effectiveness of the Board and aims to have an optimum combination of Executive, Non-Executive and Independent Directors.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board carries out an annual evaluation of its own performance, as well as the evaluation of the working of its Committees and Individual Directors. The performance evaluation was carried out in accordance with the Remuneration Policy framed by the Company within the framework of applicable laws.

QUALIFICATION AND CRITERIA OF INDEPENDENCE

- The Nomination and Remuneration Committee (NRC) and the Board shall review on an annual basis appropriate skills, knowledge and experience required of the Board as a whole and its individual members.
- NRC shall also assess the independence of the directors at the time of appointment/reappointment and the Board shall assess the same annually.
- The Board shall reassess determinants of independence when any new interest or relationships are disclosed by a Director.
- In evaluating the suitability of the individual members NRC may take into account factors such as, general understanding of the Company's business dynamics, global business and social perspective.

5. COMPLIANCES

- ☐ All evaluation shall be done annually.
- ☐ Criteria and Evaluation shall be disclosed in the Annual Report of the Company.
- ☐ On the basis of the report of performance evaluation, it shall be determined by the Nomination & Remuneration Committee & Board whether to extend or continue the term of appointment of the Independent Director subject to all other applicable compliances.

The Board may review and update the criteria from time to time as it may deem appropriate.

FAMILIARISATION PROGRAMME FOR **INDEPENDENT DIRECTORS**

OBJECTIVE

To provide insights into the Company to enable the Independent Directors to understand the Company's business in depth that would facilitate their active participation in managing the Company.

INTRODUCTION AND ORIENTATION

When a new Independent Director comes on the Board of Titagarh Wagons Limited (**TWL OR COMPANY**), a meeting is arranged with the Executive Chairman and Vice Chairman & Managing Director to discuss the functioning of the Board and the nature of the operations of the Company's business activities.

New Independent Directors are provided with copy of latest Annual Report, the TWL Code of Conduct, the TWL Code of Conduct for Prevention of Insider Trading and TWL Code of Fair Disclosure Practices, and composition of various Committees of the Board.

The Company provides the Directors with the tours of company's facilities from time to time. A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, insurance cover, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.

FAMILIARIZATION AND CONTINUING EDUCATION PROCESS

The Company through its Executive Chairman/Vice Chairman & Managing Director/ Key Managerial Personnel conducts programmes/presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company. Such programmes /presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, product portfolio, markets, organization structure, finance, human resources, facilities and risk management and such other areas as may arise from time to time.

The programmes/presentations also assist the Independent Directors with their roles, rights and responsibilities.

OTHER INITIATIVES TO UPDATE THE INDEPENDENT DIRECTORS

Other steps to keep the directors updated on a continuing basis include:

The Directors are offered visits to the Company's plants, where plant heads make them aware of the operational and sustainability aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, CSR, Sustainability etc.

At various Board meetings during the year, presentations are made to the Board on safety, health and environment and sustainability issue, risk management, company policies, changes in the regulatory environment applicable to the corporate sector and to the industry in which it operates, with areas of improvement and other relevant issue.

Quarterly presentations on operations made to the Board include information on business performance, operations, market share, financial parameters, working capital management,

fund flows, senior management change, major litigation, compliances, subsidiary information, donations, regulatory scenario etc.

Quarterly results / press release of the Company are sent to the Directors.

The Directors are invited to participate in the process of familiarization and keep themselves updated by offering their suggestions for the Company to implement.

In addition to the periodic reports on various statutes and their impact, if any on the environment in which the Company operates, emails are promptly sent out on important changes/developments to keep the directors updated.

PRESERVATION OF DOCUMENTS AND **ARCHIVAL POLICY**

OBJECTIVE

This policy deals with the retention and archival of the corporate records of Titagarh Wagons Limited and all its subsidiaries (hereafter, the “**Company**”). The purpose of this policy is to establish the framework needed for effective preservation of documents and records of the Company required to be maintained under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), in terms of Regulation 9 and also to archive any of the material events or information which are disclosed by the Company to the Stock Exchanges in terms of Regulation 30.

REGULATORY

In terms of Regulation 9 of LODR, the Company is required to formulate a policy for preservation of documents required to be maintained under the LODR in at least two categories as specified in the said Regulation. In terms of Regulation 30(8) of the Listing Regulations, the Company is required to formulate an archival policy for all disclosures of events/information to the Stock Exchanges in terms of the Company’s Policy for Disclosure of Events/Information and Determining of Materiality.

POLICY

PRESERVATION OF DOCUMENTS

1. Documents and Records of the Company required to be maintained under the Listing Regulations shall be classified in two categories as below:
 - a. Documents whose preservation shall be permanent in nature shall be preserved permanently by the Company subject to the modifications, amendments, addition, deletion or any changes made therein from time to time;
 - b. Other Documents shall be preserved for a period of not less than eight (8) years after completion of the relevant transactions subject to the modifications, amendments, addition, deletion or any changes made therein from time to time.

Accordingly, there are certain types of records that need to be retained in the following manner.

- a) Board of Directors Records: Minutes of meetings of the Board of Directors shall be maintained in perpetuity. A copy of all materials provided to the Board of Directors or Committees of the Board shall be maintained for no less than three (3) years.
- b) Books of Accounts and Tax Records: Books of accounts and Tax records should be retained for at least eight (8) years following the completion of the relevant transactions or assessment year for which the records were last used.
- e) Intellectual Property Records: Documents relating to the development and protection of intellectual property rights should be maintained for the life of such intellectual property rights.
- f) Contracts: Executed copies of all contracts entered into by the Company should be retained for at least three (3) years following the expiry or termination of the contracts.

2. The listing documents and records in physical form shall be in the custody of the Company Secretary.
3. The Company may keep the listing documents and records as specified above in electronic mode.
4. The Registrar and Share Transfer Agent shall ensure that the correct procedures are followed for maintenance of the Listing Records required to be maintained by them and provide an annual undertaking to the Company in this regard.
5. If an employee believes, or the Company requires that the Company records are relevant to litigation or potential litigation, then these records need to be preserved until the Legal Department advises otherwise.

ARCHIVAL POLICY

Any disclosure of events or information which have been submitted by the Company to the Stock Exchanges under Regulation 30 of the Listing Regulations will be available on the website of the Company for a period of 5 years from the date of its disclosure and shall thereafter be archived from the website of the Company for a period of 3 years.

As a policy on safety of resources, in the event of major incident, the first priority is the safety of the people, followed by immediate action to rescue or prevent further damage to the records. Depending on the immediate threat, emergency response and recovery actions will take precedence over all other Company activities.

Failure to comply with this policy may result in disciplinary action against the employee, including suspension or termination.

Questions regarding this policy should be addressed to the Company Secretary at dinesh.arya@titagarh.in

Website Updation / Updates to stock exchanges

The Company shall upload the policy on its website www.titagarh.in

REVIEW

The policy shall be reviewed periodically by the senior Management and amendments effected thereto if and when practical difficulties are encountered subject to approval of the Board of Directors. The senior management may also review the policy on document retention to comply with any local, state, central legislations that may be promulgated from time to time

POLICY ON DISCLOSURE OF MATERIAL EVENTS/INFORMATION

OBJECTIVE

For prompt dissemination of material events/information to public domain, the Board of Directors (Board) of Titagarh Wagons Limited (TWL) has adopted this policy which is applicable from December 01, 2015.

REGULATORY

TWL's equity shares are listed at BSE and NSE and Regulation 30 (4) (ii) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (LODR) stipulates *listed entity shall frame a policy for determination of materiality, based on criteria specified in this sub-regulation, duly approved by its board of directors, which shall be disclosed on its website."*

POLICY

CATEGORY A

Outcome of the meetings of the Board Meeting held to consider the following decisions shall be disclosed to the BSE and NSE, within 30 minutes of the closure of the said Meeting:

1. Approval of financial results;
2. Declaration of Dividend and/or cash bonuses recommended or declared and other information pertaining thereto
3. Cancellation of dividend with reasons thereof
4. Buyback of shares
5. Fund raising proposed to be undertaken
6. Increase in capital by issue of bonus shares
7. Reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue
8. Alteration of capital
9. Financial results
10. Voluntary delisting from stock exchanges

CATEGORY B

Events considered Material in view of the Board of Directors which needs to be disclosed to the stock exchanges within 24 hours of the decision taken at the Board Meeting:

1. Acquisition(s) (including Agreements to acquire), Scheme of Arrangement (amalgamation/merger/demerger/restructuring) or sale or disposal of any unit(s), divisions, or subsidiary or any other restructuring;
2. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are

binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

3. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
4. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
5. Appointment or discontinuation of share transfer agent.
6. Corporate debt restructuring.
7. One time settlement with a bank.
8. Reference to BIFR and winding-up petition filed by any party / creditors
9. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
10. Proceedings of Annual and extraordinary general meetings of the listed entity.
11. Amendments to memorandum and articles of association of listed entity, in brief.
12. Schedule of Analyst or institutional investor meet and presentations on financial results to analysts or institutional investors

Note: If the Management is not in a position to inform the stock exchange within 24 hours of the decision taken at the Board Meeting, then it shall inform the stock exchange as soon as it is possible with an explanation as to reason for delay in disclosing the said information.

CATEGORY C

Other Events/Decisions not considered Material in view of the Board of Directors which however, needs to be disclosed to the stock exchanges within **as soon as it is possible but in any case not later than thirty days from the day of occurrence of the event.**

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie -up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.

6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Any other information that may be deemed necessary jointly and severally by the KMPs of the Company who would consider that it is necessary for the holders of the securities of the listed entity to appraise its position and to avoid the establishment of a false market.

The Board may in its discretion also authorise the KMPs consisting of Managing Director/ Wholetime Director, Chief Financial Officer and the Company Secretary to periodically bring to the attention of the Board or disclose (subject to such information being placed at prior to or at the immediate next meeting of the Board) such events, information or material that in its wisdom may be necessary for dissemination to BSE and NSE and public.

Criteria for disclosure of events / information

1. The omission of an event or information would likely to result in discontinuity or alteration of event or information already available publicly
2. The omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date
3. In case where the criteria of an event / information does not fall in the first two categories, but still in the opinion of the board of directors are considered material

Website Updation / Updates to stock exchanges

The Company shall upload all disclosures made under the regulations to the stock exchanges on its website and where it shall be continued to be hosted for a minimum period of five years and thereafter archived as per the document retention policy of the Company.

Compliance Officer

The Compliance Officer for the Purpose of complying with the provisions of LODR shall be the Company Secretary of the Company

REVIEW

This policy shall evolve by review by the Board and if thought appropriate, may be modified from time to time as may be necessary.

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015]

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code for Disclosure) shall come into force from 14th May 2015.

¹[**Important Definitions:**

- (i) Legitimate purpose: shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- (ii) "unpublished price sensitive information": means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:-
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel

NOTE: It is intended that information relating to the company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.

- (iii) "insider": means any person who is:
 - (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information;

NOTE: Since “generally available information” is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered an “insider” regardless of how one came in possession of or had access to such information. Various circumstances are provided for such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive

¹ Inserted w.e.f. 01/04/2019

information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

Communication or procurement of unpublished price sensitive information

1. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
2. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” or purposes of SEBI (Prohibition of Insider Trading) Regulations, 2015 and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations
3. An unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the company is of informed opinion that sharing of such information is in the best interests of the company.
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.
4. For purposes of point (3) above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of point (3) above, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information
5. The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not

available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.]

Corporate Disclosure Policy

The Company shall ensure:

1. Prompt public disclosure including to the Stock Exchanges of Unpublished Price Sensitive Information that it believes might impact price discovery, no sooner than the time credible and tangible information comes into being, in order to make such information generally available.
2. Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
3. Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
4. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
5. Ensuring that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
6. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
7. Handling of all Unpublished Price Sensitive Information on a need-to-know basis.

Dissemination of information

The Company shall designate a senior officer as chief investor relations officer (“Chief Investor Relations Officer”) who, in consultation with the Compliance Officer, shall deal with the dissemination of information and disclosure of Unpublished Price Sensitive Information.

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

1. Introduction:

Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations") mandates a listed company to formulate a Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons, towards achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the Regulations.

Accordingly, the following Code of Conduct (revised) has been adopted by the Board of Directors of the Company at its meeting held on 29th May, 2019.

Definitions

2.1. For the purpose of the Code:

2.1.1. "**Act**" means the Securities and Exchange Board of India Act, 1992, as may be amended from time to time.

2.1.2. "**Board**" means the Board of Directors of Titagarh Wagons Limited.

2.1.3. "**Code**" means this Code of Conduct for Prevention of Insider Trading in the Securities of Titagarh as amended by the Board from time to time.

2.1.4. "**Company**" or "**Titagarh**" means Titagarh Wagons Limited.

2.1.5. "**Compliance Officer**" is as defined under the Regulations.

2.1.6. "**Designated Person**" will include the persons who are in the possession of Unpublished Price Sensitive Information including the following:

- a. The Promoter of the Company;
- b. All persons forming a part of the promoter group of the Company;
- c. Members of the Board of Directors of the Company including, executive or non-executive or independent or nominee directors;
- d. Chief Operating Officer;
- e. Chief Financial Officer;
- f. Management Coordinators;
- g. Vertical heads;
- h. Group Finance Controller;
- i. Company Secretary and a level below Company Secretary;

2.1.7. "**Director**" means a member of the Board of the Company.

2.1.8. "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis.

2.1.9. "**Immediate Relatives**" with respect to any person, means the spouse of a person, and includes, parents, siblings, and children of such person or of the spouse (whether minors or adults) who are either financially dependent on such person or consult with such person while taking decisions relating to trading in securities.

2.1.10. "**Regulations**" means the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended.

2.1.11. "**SEBI**" means Securities and Exchange Board of India.

2.1.12. "**Securities**" means the securities of Titagarh

2.1.13. "**Stock Exchange**" mean the stock exchanges where any Securities of Titagarh are listed.

2.1.14. "**Trading**" or "**Trade**" means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in Securities, including without limitation (a) selling of vested and exercised ESOPs, by any person either as principal or agent or (b) creating or revoking a pledge or any security interest over the Securities.

2.1.15. "**Trading Day**" means a day on which the Stock Exchange is open for Trading

2.1.16. "**Trading Plan**" has the meaning ascribed to in this Code.

2.1.17. "**Trading Window**" has the meaning ascribed to it in this Code.

2.1.18. "**Unpublished Price Sensitive Information**" means any information which is not Generally Available Information and relates directly or indirectly to Titagarh or its Securities and which upon becoming Generally Available Information, is likely to materially affect the price of Securities of Titagarh.

Explanation: The following shall be always deemed to be Unpublished Price Sensitive Information till it becomes Generally Available Information:

- i. periodical financial results of Titagarh;
- ii. declaration of dividends (both interim and final);
- iii. issue of securities or buy-back of securities;
- iv. change in capital structure;
- v. any major expansion plans or execution of new projects, new client / new project wins;
- vi. disposal of the whole or substantial part of the undertaking;
- vii. any significant changes in policies, plans or operations of Titagarh;
- viii. declaration of bonus;
- ix. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- x. changes in key managerial personnel;

2.2. All terms used in the Code, but not defined above shall have the meanings ascribed to them in the Act or the Regulations, as the case may be.

3. Compliance Officer

3.1. The Compliance Officer shall report to the Board. All reports with regard to the Regulations or the Code shall be submitted to the Managing Director/CEO of the Company. For cases relating to the aforesaid positions, the Compliance Officer shall report the matter to the Chairman of the Audit Committee of the Board. Such reports shall be provided periodically.

3.2. In the absence of the Compliance Officer for any reason, any senior officer designated by CEO in this behalf, shall carry out the responsibilities of the Compliance Officer as required under this Code, and the Regulations.

4. Role of Compliance Officer

4.1. The duties and responsibilities of the Compliance Officer are to enforce this Code. To enforce the Code, the Compliance Officer is authorized to seek such information from Designated Persons and their Immediate Relatives as required by this Code and to give such approvals as are specified by this Code.

4.2. The Compliance Officer shall act in accordance with this Code and/or the Regulations applicable to his role contemplated herein.

5. Responsibilities of Designated Persons and their Immediate Relatives

5.1. Preservation of Unpublished Price Sensitive Information

5.1.1. All Designated Persons and their Immediate Relatives shall maintain strict confidentiality with respect to all Unpublished Price Sensitive Information.

5.2. Need to Know

5.2.1 Unpublished Price Sensitive Information is to be handled on a “need to know” basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within and outside Titagarh who need to know such Unpublished Price Sensitive Information to discharge their duty and whose possession of such Unpublished Price Sensitive Information will not give rise to a conflict of interest or appearance of misuse thereof. No Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, or in any other manner which is contrary to Regulation 3 of the Regulations. It is clarified that the term ‘legitimate purpose’, shall have the same meaning as provided under the Company’s policy on ‘**Code of Fair Practices & Disclosure**’.

5.2.2. While communicating or allowing access to the Unpublished Price Sensitive Information, the Designated Person(s) is required to give due notice to such person(s) with whom the Unpublished Price Sensitive Information is shared, to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations and the Code.

5.3. Chinese Walls

5.3.1. Additionally, while dealing with or handling Unpublished Price Sensitive Information within Titagarh, Titagarh shall establish policies, procedures and physical arrangements (collectively “**Chinese Walls**”) designed to manage confidential information and prevent the inadvertent spread and misuse of Unpublished Price Sensitive Information, or the appearance thereof.

5.4. Declaration required from all Designated Persons

5.4.1. All Designated Persons of the Company shall declare to the Compliance Officer, his/her shareholding in Titagarh and the shareholding of his/her Immediate Relatives in Titagarh as on the date as may be required as per this Code/the Regulations in the format prescribed.

5.4.2. Any other person, upon being designated by the Compliance Officer as a Designated Person or joining the company as a Designated Person shall within 7 (seven) calendar days declare to the Compliance Officer, his/her shareholding in Titagarh and the shareholding of his/her Immediate Relatives in Titagarh in the format prescribed.

5.5. Restrictions on opposite transactions and short selling

5.5.1 Contra Trade

- i. All Designated Persons who buy or sell any number of Securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of Securities during the next 6 (six) months following the prior transaction (“**Contra Trade**”). All Designated Persons shall also not take positions in derivative transactions in the Securities of the Company at any time.
- ii. If a Designated Person intends to enter into a Contra Trade, such Contra Trade may be made only with prior approval of the Compliance Officer. The Compliance Officer while approving such exception to this Clause, shall record in writing the reasons for which such exception was granted and why such exception would not be in violation of the Code or the Regulations.
- iii. In the event that a Contra Trade has been executed without prior approval of the Compliance Officer the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- iv. It is clarified that the above restrictions on undertaking Contra Trade shall not be applicable for trades executed pursuant to exercise of employee stock options and on participation in buy-back offers, open offers, rights issue, further public offers, bonus issues and exit offers.

5.5.2. Short Selling

No Designated Person shall directly or indirectly sell any Security if such person (i) does not own the Security sold; or (ii) owns the Security but does not deliver such Security against such sale within the acceptable settlement cycle (“short sale”).

6. Trading Plan

6.1. All Designated Persons and their Immediate Relatives shall be entitled to formulate a trading plan in accordance with the Regulations (“**Trading Plan**”). The Trading Plan so formulated shall be presented to the Compliance Officer and for public disclosure and such Designated Person(s) or their Immediate Relative(s) may Trade only in accordance with their Trading Plan.

7. Trading Window

7.1. The Company shall specify a trading period for trading in the Securities (“**Trading Window**”).

7.2. All Designated Persons or their Immediate Relatives shall conduct all their trading in the Securities only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities during the period when the Trading Window is closed or during any other period as may be specified by the Compliance Officer from time to time.

7.3. Unless otherwise specified by the Compliance Officer, the Trading Window shall be closed for all Designated Persons and their Immediate Relatives during the following periods:

7.3.1. closed from the 1st of April, the 1st of July, the 1st of October and the 1st of January of every year, and until 2 (two) calendar days after the declaration of the respective Financial results (quarterly, half-yearly and annual); and

7.3.2. *inter alia* be closed 2 (two) calendar days prior to and 2 (two) calendar days after:

- i. any intended announcements regarding amalgamation, mergers, takeovers and buy-back, disposal of whole or substantially whole of the undertaking, issue of Securities by way of public/ rights/bonus etc., any major expansion plans or execution of new projects,

- ii. any changes in policies, plans or operations of the Company that could have a material impact on its financial performance.

7.4. The Trading Window shall be closed when the Compliance Officer or the Board determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information and shall remain closed during the time the Unpublished Price Sensitive Information remains un-published. The Trading Window shall be opened 48 (forty-eight) hours after the Unpublished Price Sensitive Information is made public.

7.5. In addition to the above, the Compliance Officer may after consultation with any two Directors, declare the Trading Window closed, on an “as-needed” basis for any reason and for such other persons, as the Compliance Officer may deem fit.

7.6. Despite the Trading Window being open, Designated Persons or their Immediate Relatives would only be allowed to Trade subject to the conditions specified in the Clause 8 and provided that they are not in possession of any Unpublished Price Sensitive Information at the time they carry out the transaction.

7.7 The restriction on trading window shall not be applicable in the following circumstances:

- a. the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of the Regulations and both parties had made a conscious and informed trade decision
- b. the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of the Regulations 3 of the Regulations and both parties had made a conscious and informed trade decision;

Provided the transaction mentioned in sub-clauses (a) and (b) above, should not pertain to such unpublished price sensitive information which was obtained in a manner provided under Regulation 3(3) of the Regulations.

- c. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- d. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- e. the trades were pursuant to a trading plan set up in accordance with Clause 6 above
- f. Pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer under clause 8 and compliance with the respective regulations.
- g. Transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer.

8. Pre-clearance of transactions in Securities

8.1. Applicability

8.1.1. All Designated Persons who (or whose Immediate Relatives) intends to Trade in the Securities in a calendar quarter (either in one transaction or in a series of transactions) of a consideration price exceeding Rs. 10,00,000 (Rupees Ten Lakhs) for the Securities should obtain a prior approval for the transactions as per the procedure described hereunder. This is a mandatory requirement even when the trading window is open.

8.1.2. Any Designated Person or his/her Immediate Relatives who carries on any transaction or series of transaction to circumvent this clause shall be in violation of this Code.

Explanation: It is clarified that pre-clearance is not required for (1) trades executed in accordance with a Trading Plan which is approved under Clause 6 of this Code; (2) exercise of employee stock options.

8.2. Procedure for the purpose of obtaining a prior approval to a transaction

The Designated Person should make an application (for his/her trading or the trading of his/her immediate relative), in the prescribed form to the Compliance Officer. Such application should be complete and correct in all respects and should be accompanied by such undertakings, declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time to time, in the prescribed form.

8.3. Approval

8.3.1. The Compliance Officer shall consider the application made as above and shall approve it unless he/she is of the opinion that the grant of such approval would result in a breach of the provisions of the Code, or the Regulations or the Act or any other law in force at that time.

8.3.2. The Compliance Officer shall be entitled to seek declarations to the effect that the Designated Person or his Immediate Relative applying for pre-clearance is not in possession of any Unpublished Price Sensitive Information. The Compliance Officer shall also have the discretion to assess and decide as to whether such declarations are factually accurate.

8.3.3. Every approval letter shall be in such format as may be prescribed by the Company from time to time.

8.3.4. The Compliance Officer shall convey his decision to the Designated Person or his Immediate Relative, as the case may be, within 2 (two) Trading Days of receipt of the application. If the Compliance Officer does not respond within 2 (two) Trading Days, it shall be deemed to be a rejection of the application.

8.3.5. Every approval shall be dated and shall be valid for a period of 7 (seven) calendar days or such lesser period as prescribed in the approval.

8.3.6. All transactions involving the Compliance Officer shall be approved by the Managing Director/CEO.

8.3.7. In case any such person procures or comes in possession of Unpublished Price Sensitive Information before execution of the Trade during the subsistence of the pre-clearance sought in accordance with this clause 8.3, such person shall refrain from executing the Trade.

8.4. Completion of approved transaction

8.4.1. All Designated Persons and his Immediate Relative shall ensure that they complete execution of every approved transaction in the Securities as provided in Clause 8.1 within the expiry of the approval period and send within 2 (two) Trading Days of execution of the transaction, the details of such transaction, to the Compliance Officer in such format as may be prescribed by the Company from time to time.

8.4.2. If a transaction is not executed within the approval period, the Designated Person or his Immediate Relative must apply to the Compliance Officer for pre-clearance of the transaction, if they intend to transact again.

8.4.3. Disclosure to Titagarh and stock exchanges

- i. Transactions by Designated Persons and their Immediate Relatives in accordance with Clause 8.1.1, are required to be disclosed by such persons to the Company within 2 (two) Trading Days of the transaction. The obligation to disclose trading by the Immediate Relatives of Designated Persons or by any other person for whom such Designated Person takes trading decisions, is upon the said Designated Person.
- ii. Off-market trades as mentioned in Clause 7.7(a) shall be reported to the Company within 2 (two) working days
- iii. Additionally, transactions by Designated Persons or their Immediate Relatives in accordance with Clause 8.1.1 in which the consideration price for Securities exceeds Rs. 10,00,000/- (Rupees Ten Lakhs) are required to be disclosed by the Company to the stock exchanges within 2 (two) Trading Days of receipt of disclosure from Designated Persons or their Immediate Relatives.

8.5. Advice regarding Pre-Clearance

In case of doubt, Designated Persons and their Immediate Relatives shall be responsible to check with the Compliance Officer or one of the contact persons designated by the Compliance Officer, if any, from time to time, whether the provisions of this Clause 8 are applicable to any particular proposed transaction in the Securities.

8.6. Reporting and Disclosure

8.6.1. The Compliance Officer shall place before the Board/Audit Committee, on a quarterly basis, all the details of the trading in the Securities of the Company done by the Designated Persons or their Immediate Relatives under Clause 8.4 together with the accompanying documents that such persons had executed under the pre-approval procedure as outlined above.

8.6.2. The Company shall be entitled to disclose to all the stock exchanges where its Securities are listed, the information provided by Designated Persons or their Immediate Relatives to the Compliance Officer in accordance with the Code.

9. Penalty for Contravention

9.1. Every Designated Person is individually responsible for complying with the applicable provisions of the Code (including to the extent the provisions hereof are applicable to the Immediate Relatives of the Designated Persons).

9.2. Any person who violates this Code shall be deemed to be in violation of the Company's Code of Conduct, the penalty for which shall be decided as per the discretion of the Compliance Officer after discussion with the Board/Audit Committee, where necessary and whether the violation was intentional or unintentional.

9.3. For a transaction involving the Chairman of the Company, the Chairman of the Audit Committee shall decide the penalty and whether the violation was intentional or unintentional.

9.4. Besides the above stated penalties, sanctions such as, wage freeze, suspension, recovery, and claw back may also be imposed on the Designated Person who has violated any of the provisions of this Code or the Regulations.

9.5. Where necessary, the Company shall inform SEBI and any other applicable regulatory authority for any instances of violation of this Code or the Regulations which comes to the Company's knowledge. In addition to the action taken by the Company, the Designated Person or his/her Immediate Relatives who has violated the provisions of this Code shall provide any information required by and comply with any order passed by SEBI or other regulatory authorities under any other applicable laws/rules/regulations.

10. Interpretation or clarification

In case any difficulty or doubt arises in the interpretation of the Code, the matter shall be referred to any two Directors and their decision shall be final and binding. If the issue involves any act or matter involving the Chairman, the Chairman of the Audit Committee shall decide upon such issue.

11. Enquiries

For any questions regarding whether they possess or have access to Unpublished Price Sensitive Information, Designated Persons or their Immediate Relatives may contact the Compliance Officer.

12. Disclaimer

The Code is the internal policy of the Company to regulate Designated Persons and their Immediate Relatives who may be considered by the Company to be in possession of Unpublished Price Sensitive Information for the purposes of the Regulations, from Communicating and Trading. It is however the responsibility of each Designated Person to ensure compliance with the provisions of the Regulations and other related laws and also on behalf of its Immediate Relatives. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or their Immediate Relatives, of the Regulations or other related laws.

13. Action in case of default

Any contravention of this Code and the Regulations shall be dealt with in accordance with the Act.

[Adopted by the Board on 29th May, 2019 in supersession of the previous Codes¹].

¹ All Insiders are requested to refer to a copy of this Code available on the website of the Company www.titagarh.in and the SEBI (Prohibition of Insider Trading Regulations), 2015 as may be amended from time to time.

NOTICE

Titagarh is committed to providing and promoting a safe, healthy and congenial working environment that enables employees to work without fear irrespective of gender, caste, creed or social class and sexual harassment. Titagarh strives to create a work environment in which employees can realize their maximum potential.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is a legislative Act in India that seeks to protect women from sexual harassment at their place of work. Based on the Act, the management of Titagarh has put in place a policy against sexual harassment in the workplace and is directed to ensure zero tolerance towards verbal, psychological, physical conduct of a sexual nature by any employee or stakeholder that directly or indirectly harasses, disrupts or interfaces with another's work performance or that creates an intimidating, offensive or hostile environment.

It is therefore mandatory for all employees/consultants (including Trainees/Apprentices/Contract Workers) to follow this policy and the guidelines formulated herein. Sexual Harassment at workplace will be deemed to be a violation / breach of terms of employment, and a criminal offence in addition to violation of gender equality guaranteed under the constitution.

Any individual employee/consultant who is found to have violated the harassment policy shall be subject to appropriate disciplinary action as decided by the constituted Internal Complaints Committee (ICC), in accordance with the statutory provisions and to consider and redress the complaints of any Sexual Harassment. This Policy extends to all employees of Titagarh. The Internal Complaints Committee (ICC) of Titagarh will take all necessary and reasonable steps to assist the affected person in terms of support and preventive action if they choose to file complaint under the Indian Penal Code and ensure that victims or witnesses are not victimized or discriminated against while dealing with complaints of sexual harassment.

The new Act has recognized Sexual Harassment which includes unwelcome sexually determined behaviour (whether directly or by implication) such as:

1. Physical contact and advances;
2. A demand or request for sexual favours;
3. Sexually coloured remarks;
4. Showing pornography;
5. Any other unwelcome physical, verbal or non-verbal conduct of sexual nature.

The punishments as incorporated in the Indian Penal Code are as follows:

1. IPC Section 292: Obscenity: First conviction with imprisonment of either description for a term which may extend to two years, and with fine which may extend to two thousand rupees, and, in the event of a second or subsequent conviction, with imprisonment of either

description for a term which may extend to five years, and also with fine which may extend to five thousand rupees.

2. IPC Section 293: Obscenity: First conviction with imprisonment of either description for a term which may extend to three years, and with fine which may extend to two thousand rupees, and, in the event of a second or subsequent conviction, with imprisonment of either description for a term which may extend to seven years, and also with fine which may extend to five thousand rupees.

3. IPC Section 294: Obscenity: Punishment with imprisonment of either description for a term which may extend to three months, or with fine, or with both.

4. IPC Section 354A: Sexual Harassment: Shall be punished with rigorous imprisonment for a term which may extend to three years, or with fine, or with both for offence specified in clause (I) or clause (ii) or clause (iii) of sub-section (I) and with imprisonment of either description for a term which may extend to one year, or with fine, or with both for offence specified in clause (iv) of subsection (I).

5. IPC Section 354B: Sexual Harassment: Shall be punished with imprisonment of either description for a term which shall not be less than three years but which may extend to seven years, and shall also be liable to fine.

6. IPC Section 354C: Sexual Harassment: Shall be punished on first conviction with imprisonment of either description for a term which shall not be less than one year, but which may extend to three years, and shall also be liable to fine, and be punished on a second or subsequent conviction, with imprisonment of either description for a term which shall not be less than three years, but which may extend to seven years, and shall also be liable to fine.

FOR GIVING INFORMATION/MAKING COMPLAINT

Internal Complaints Committee: Contact: Ms. June Coelho - Phone No. 40190800

Any employee who feels that he/she is being sexually harassed directly or indirectly may submit a complaint of the alleged incident to the Internal Complaints Committee (ICC) in writing within 15 days of occurrence of incident.

Tolerating sexual harassment is only going to make the offender bolder. Hence report it forthwith.

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

TITAGARH WAGONS LIMITED ("TWL") is committed to maintaining sound standards of business conduct and Corporate Governance.

The Board of Directors (the "Board") and the senior management of TWL undertake to abide by the Code of Conduct (the Code) adopted by the Board and affirm compliance with this Code on an annual basis by acknowledging the same as provided hereinafter.

The Code for the Board of Directors and Senior Management was framed in terms of the then Clause 49 of the Listing Agreement with BSE and NSE and adopted on the 28th April, 2008. Subsequent to coming into force of the SEBI (Listing Obligations and Disclosures) Regulations, 2015 (**LODR**) the Code has been duly updated in conformity with the applicable Regulations of the LODR (**the Code**). The Code is hereby also supplemented suitably pursuant to the LODR by incorporating herein duties of Independent Directors laid down in the Schedule IV to the Companies Act, 2013 (the Act) (**the Duties of I.D.**).

The statement containing duties of I.D. has been handed over to them and also posted annexed to the Code on the web site www.titagarh.in

APPLICABILITY

The Code is applicable to all the members of the Board of Directors and senior management of the Company. Senior Management shall mean personnel of the Company who are members of its core management team excluding Board of Directors and include all members of management one level below the executive directors, including all functional heads.

THE CODE

Conflict of Interest: The Directors and senior management should be scrupulous in avoiding 'conflict of interest' with the Company. In the event of a potential conflict of interest in any transaction with any of the business partners/associates, in the case of (a) senior management personnel, he/she should make full disclosure of all facts and circumstances prior to giving effect to such transactions, to the VCMD/CEO and in the case of (b) Managing Director and/or (c) Chairperson, he should make full disclosure of all facts and circumstances thereof to the Board of Directors for deliberation and necessary action.

Honest and Ethical Conduct: The Directors and senior management shall act with the highest standards of personal and professional integrity and ethical conduct and use their powers of office vested with fiduciary duties, in good faith and in the best interests of the Company as a whole.

Confidentiality: The Directors and senior management shall maintain the confidentiality of sensitive information of the Company or that of any customer, supplier or business associate of the Company in respect of which the Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The Confidential information includes all non-public information

(including private, proprietary, and so on) that might be exploited by the competitors or disclosure of which might be harmful to the Company or its associates. The use of confidential information for his/her personal advantage or gain is also strictly prohibited.

Protection and Proper Use of the Company's Assets: *The Directors and Senior management should protect the Company's assets and property. The Company's assets should be used only for legitimate business purposes.*

Compliance with Laws, Rules and Regulations: *The Directors and senior management shall ensure compliance with all applicable laws, rules and regulations applicable to the Company. Transactions, directly or indirectly, involving securities of the Company should not be initiated unless fully compliant with the Code of Conduct for Prohibition of Insider Trading.*

DUTIES OF DIRECTORS

Every Director of the Company shall endeavor to comply with the provisions of Section 166 of the Act and rules made thereunder. Further, the Independent Directors shall also endeavor to perform such duties as are laid down in the Schedule IV to the Act.

COMPLIANCE WITH CODE OF CONDUCT

Each Director and senior management personnel shall adhere to this Code of Conduct and affirm compliance with the Code as of the date of appointment/reappointment and thereafter on annual basis as stipulated in the Regulation 17 of LODR. Violation of this Code will lead to appropriate action. The Board reserves its right to amend the Code in whole or part at any time provided such modification is not inconsistent with the provisions of the Act or LODR.

I have noted the contents of above Code of Conduct and affirm compliance therewith so far it relates to me as an Independent Director.

Name:

Designation:

Kolkata, the day of April,



TITAGARH WAGONS LIMITED



TITAGARH WAGONS LIMITED

DIVIDEND DISTRIBUTION POLICY

1. BACKGROUND / PREAMBLE

- 1.1. The Securities and Exchange Board of India ("SEBI") vide its Gazette Notification dated May 05, 2021 has amended the various provisions of Listing Regulations. Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 (the "**Regulations**") mandated top 1000 (thousand) listed companies (based on market capitalization of every financial year) to formulate a Dividend Distribution Policy, which shall be placed on the website of the listed entity and a web-link shall also be provided in their Annual reports.
- 1.2. As the Company is one of the top 1000 listed companies as on March 31, 2021, the Board has laid down a broad framework for distribution of dividend to its shareholders and/or retaining or plough back of its profits.
- 1.3. The Board of Directors (the "**Board**") of Titagarh Wagons Limited (the "**Company**") at its meeting held on 8th June, 2021 has adopted the Dividend Distribution Policy (the "**Policy**"), based on the applicable laws and regulations applicable to the Company. The policy shall become effective from the date of its approval by the Board i.e. 8th June, 2021.

2. DEFINITIONS

The terms referred to in this policy will have the same meaning as defined under the Companies Act, 2013 (the "**Act**") and the Rules made thereunder, and the Regulations.

3. OBJECTIVES

- 3.1. The objective of this Policy is to lay down the criteria and parameters that are to be considered by the Board of Directors of the Company while deciding on the declaration of Dividend from time to time.
- 3.2. The Policy reflects the intent of the Company to reward its shareholders by sharing a portion of its profits after retaining sufficient funds for growth of the Company. The Company shall pursue this Policy, to pay, subject to the circumstances and factors enlisted hereon, dividend which shall be consistent with the performance of the Company over the years.

4. SCOPE OF THE POLICY

The Policy covers the following:

a. Dividend to Equity Shareholders of the Company:

At present the company has only one class of equity shares. As and when the company proposes to issue any other class of equity shares, the policy shall be modified accordingly.

b. Interim Dividend:

- i. Interim dividend can be declared by the Board of Directors during the financial year by passing a resolution at its meeting.

- ii. Before declaring interim dividend, the Board shall consider whether the financial position of the Company permits the payment of such dividend.
- iii. The payment of dividends shall be made within the statutorily prescribed period from the date of declaration to the shareholders entitled to receive the dividend on the record date, as per the applicable laws.
- iv. In case no final dividend is declared, interim dividend paid during the year, if any, will be regarded as final dividend in the Annual General Meeting (AGM).

c. Final Dividend:

- i. Final dividend is recommended by the Board of Directors in the Board meeting that considers and approves the Annual financial statements, subject to approval of the shareholders at the AGM.
- ii. The dividend as recommended by the Board shall be approved/declared in the AGM of the Company.
- iii. The shareholders have the right to approve the dividend recommended by the Board with or without modification(s), however the amount/rate of dividend on equity shares recommended by the Board cannot be raised by the shareholders.
- iv. The payment of dividends shall be made within the statutorily prescribed period from the date of declaration, to those shareholders who are entitled to receive the dividend on the record date/book closure period, as per the applicable law.

5. PARAMETERS TO BE CONSIDERED WHILE DECLARING DIVIDEND

The Board will consider various parameters as mentioned below before arriving at a decision on declaration of dividend:

5.1. Circumstances under which the shareholders may or may not expect dividend:

Generally, the Board shall determine the dividend for a particular period after taking into consideration the financial performance of the Company, the advice of executive management, and other parameters described in this policy.

The shareholders of the Company may not expect Dividend under the following circumstances:

- Whenever it undertakes or proposes to undertake a significant expansion project requiring higher allocation of capital;
- Significantly higher working capital requirements adversely impacting free cash flow;
- Whenever it proposes to utilise surplus cash for buy-back of securities; or
- In the event of inadequacy of profits or whenever the Company has incurred losses.

5.2. Financial/Internal parameters that shall be considered while declaring dividend:

The Board of Directors of the Company would consider the following financial/internal parameters before declaring or recommending dividend to shareholders:

- Consolidated net operating profit after tax
- Accumulated reserves
- Earnings Per Share ("EPS")
- The Company's liquidity position including its working capital requirements and debt servicing obligations
- Capital expenditure requirements
- Return on invested capital
- Operating cash flow and future cash flow needs
- Long term growth strategy of the Company requiring it to conserve cash to execute growth plan
- Funds requirement for contingencies and unforeseen events with financial implications
- Cost of Borrowings
- Capital market scenarios
- Business expansion and growth

5.3. External factors that shall be considered for declaration of dividend;

The Board of Directors of the Company would consider the following external factors before declaring or recommending dividend to shareholders:

- Government Policies and any changes there in;
- Industry Outlook , Macro- economic conditions and any changes therein;
- Prevailing Taxation Policy or any amendments expected thereof, with respect to dividend distribution ;
- Any changes in the competitive environment requiring significant investment;
- Any other relevant factors that the Board may deem fit to consider before declaring Dividend.

5.4. Policy as to how the retained earnings shall be utilized;

Retained earnings shall be utilized in accordance with prevailing regulatory requirements, creating reserves for specific objectives, generating higher returns for shareholders through reinvestment of profits for future growth & expansion, capitalisation of shares and any other specific purpose as approved by the Board of Directors of the Company.

The Company shall endeavour to utilize retained earnings in a manner that shall be beneficial to both, the interests of the Company and its stakeholders in the long run.

5.5. Provisions in regard to various classes of shares.

The Company has only one class of equity shares with equal voting rights and does not have any issued preference share capital. Parameters for dividend payments in respect of any other class of shares will be as per the respective terms of issue and in accordance with the applicable regulations and will be determined, if and when the Company decides to issue any other classes of shares.

6. APPLICABILITY OF THE POLICY

The Policy shall not apply to:

- Determination and declaring dividend on preference shares as the same will be as per the terms of issue approved by the shareholders;

- Distribution of dividend in kind, i.e. by issue of fully or partly paid bonus shares or other securities, subject to applicable law;
- Distribution of cash as an alternative to payment of dividend by way of buyback of equity shares.

7. DISCLOSURES

The Policy shall be placed on the website of the Company i.e. at www.titagarh.in and a web-link shall also be provided in their Annual reports.

8. REVIEW AND AMENDMENT

The Policy will be reviewed periodically by the Board. The Board is authorized to change/amend this policy from time to time and/or in pursuance of any amendments made in the Companies Act, 2013, SEBI and other Regulations, etc.

Such amended Policy shall be periodically placed before the Board for adoption immediately after such changes.

9. CONFLICT IN POLICY

In the event of any conflict between the provisions of this policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this policy.

[Adopted by the Board vide Resolution passed on 8th June, 2021]