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

CERTIFIED TRUE COPY

For TITAGARH WAGONS LIMITED

COMPANY SECRETARY

X

4	L/J	2	post	Sr						
Mr	Mr	X,	Mr	Title (Mr)	1					
ANIL KUMAR AGARWAL	SUDIPTA MUKHERJEEE	UMESH CHOWDHARY ACIPC6110B	J P CHOWDHARY	Name of the Director						
ACXPA6628B 01501767	AIKPM3328F		ACKPC0432A	PAN						
	06871871	00313652	00313685	DIN						
Executive Director	Executive Director	Executive Director	Executive Director	Category 1 of directors						
Not Applicable	Not Applicable	Not Applicable	Chairperson	Category 2 of directors						
		Ð	M	Category Date 3 of of directors Birth			Disclosu		Annex	
05- 07- 1975	01- 01- 1975	24- 04- 1974	23- 09- 1940	Date of Birth			re of r		ure I	
NA	NA	NA	NA	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Whe	Wether	Disclosure of notes on composition of board of directors explanatory	I. Con	Annexure I to be submitted by listed entity on quarterly basis	
				Date of passing special resolution	ther Chair	he listed	position o	position	mitted b	Ann
29-05-2019	15-05-2014	03-07-1997	24-09-2009	Initial Date of appointment	Whether Chairperson is related to MD or CEO	Wether the listed entity has a Regular Chairperson	of board of d	I. Composition of Board of Directors	y listed er	Annexure I
	15-05-2019	01-10-2015	08-01-2017	Date of Re- Date of appointment cessation	lated to MD	Regular Cha	irectors exp	irectors	ıtity on qı	
				Date of cessation		úrperson	danatory		uarterly	
				Tenure of director (in months)	Yes	Yes			basis	
2	ì	2	2	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)						
0	0	.0	0	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations						
2	0	2	0	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)						
0	0	0	0	No of post of Chairperson in Audit Stakeholder Committee Committee end in listed entities including this listed entity (Referr Regulation 26(1) of Listing Regulations)						
				Notes for not providing PAN						
				Notes for not providing DIN						



I. Composition of Board of Directors

Wather	Disclosure of notes on composition of board of directors explanate
7	SS
100	ă
Vether the listed entity has a Regular Chairnerson	composition
8	0
Rogal	board
9	10
Chairnar	directors
609	explanat

OD .	7	6	O.	υ	
Mr	Mr	K _r	Mr	Tribe (Mr / Ms)	
VINOD KUMAR SHARMA	ATUL JOSHI	RAMSEBAK BANDYOPADHYAY ADMPB0951G 01122778	MANOJ MOHANKA	Name of the Director	
ALJPS1980M	AAIPJ4138Q	ADMPB0951G	AEXPM3719F 00128593	PAN	
02051084	03557435	01122778		NIO	
Non- Executive - Not Independent Applicable Director	Non- Executive - Not Independent Applicable Director	Non- Executive - Not Independent Applicable Director	Non- Executive - Not Independent Applicable Director	Category 1 of directors	
Not Applicable	Not Applicable	Not Applicable	Not Applicable	Category 2 of directors	
				Category Date of directors Birth	
22- 12- 1952	03- 04- 1968	07- 01- 1951	05- 03- 1963	Date of Birth	Actine
AA	NA	NA	NA	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	I the listen
				Date of passing special resolution	еницу паз
21-08-2019	24-01-2018	10-08-2017	21-12-2001	Inital Date of appointment	a Neguiai
			21-12-2001 01-04-2019	Date of Re- Date of appointment cessation	Wether the listed ellity has a Kegular Chairperson
28-02- 2020				Date of cessation	OIL
65	26	31	67	Tenure of director (in months)	
2	-	2	14	No of Directorship in listed entities including this listed entity (Refer Regulations 17A of Listing Regulations)	
1	200	2	44	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations	
0	2	2	(LJ)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulations) 26(1) of Listing Regulations)	
9	0	0	-2	No of post of Chaiperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
				Notes fo not providin PAN	



I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

-	9	S	
10 Mis	¥	Title (Mr Ms)	
	SUNIRMAL	le Name of the Director	
RASHMI CHOWDHARY AESPC7234G 06949401	ABNFT6999B 00910608	PAN	
	80901600	NG	
Non- Executive - Non Independent Director	Non- Executive - Not Independent Applicable Director	Category 1 of directors	
Not Applicable	Not Applicable	Category 2 of directors	
		Category 3 of directors	
11- 01- 1973	06- 12- 1951	Date of Birth	Wet
NA	NA	Whether special resolution passed [7(1A) of Listing Regulations]	her the list
		Date of passing special resolution	ed entity l
14-08-2014	10-12-2019	Initial Date of appointment	ıas a Regu
		Date of Reappointment	Wether the listed entity has a Regular Chairperson
		Date of cessation	rson
	4	Tenure of director (in months)	
1	S.	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	
0	S	No of Independent Directorship in listed entities including in listed entities including this listed cutify (Refer Regulation 17A(1)) of Listing Regulations	
9	5	Number of memberships in Audity Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
0	w	No of post Chairperson in Andil/ Stakeholder Committee beld in listed centities inchaing this listed centity (Refer entity (Refer Regulation 26(1) of Listing Regulations)	
		70 77	1 I



	Au	Audit Committee Details	ee Details					
			Whether th	Whether the Audit Committee has a Regular Chairperson Yes	egular Chairperson	Yes		
	Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
		03557435	ATUL JOSHI	Non-Executive - Independent Director	Chairperson	04-02-2019		
.,,	2	00128593	MANOJ MOHANKA	Non-Executive - Independent Director	Member	28-07-2008		
7.3	3	01122778	RAMSEBAK BANDYOPADHYAY	Non-Executive - Independent Director	Member	14-02-2018	12-02-2020	
	4	00920608	SUNIRMAL TALUKDAR	Non-Executive - Independent Director	Member	12-02-2020		



Z	mination and	Nomination and remuneration committee					
	τW	Whether the Nomination and remuneration committee has a Regular Chairperson Yes	neration committee has a R	egular Chairperson	Yes		
ξζ	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
-	00128593	MANOJ MOHANKA	Non-Executive - Independent Director	Chairperson	08-01-2007		
2	01122778	RAMSEBAK BANDYOPADHYAY	Non-Executive - Independent Director	Member	10-08-2017	12-02-2020	
W	00313685	J P CHOWDHARY	Executive Director	Member	22-08-2016		
4	00920608	SUNIRMAL TALUKDAR	Non-Executive - Independent Director	Member	12-02-2020		



	ı							
ra.	Sta	keholders Ro	Stakeholders Relationship Committee					
			Whether the Stakeholders Relationship Committee has a Regular Chairperson Yes	ionship Committee has a R	egular Chairperson	Yes		
- (0	Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
		00128593	MANOJ MOHANKA	Non-Executive - Independent Director	Member	27-10-2008		
	2	00313652	00313652 UMESH CHOWDHARY	Executive Director	Member	10-07-2007		
10	w	01122778	RAMSEBAK BANDYOPADHYAY	Non-Executive -	Chairperson	10-08-2017		



Sr		Risk
DIN Number		: Manageme
Name of Committee members	Whether the Risk Manage	ement Committee
Category 1 of directors	ment Committee has a Regular Chairpe	
Category 2 of directors	Regular Chairperson	
Date of Appointment		
Date of Cessation		
Remarks		



1	I							
_	δ	porate Soci	Corporate Social Responsibility Committee					
_		Whet	Whether the Corporate Social Responsibility Committee has a Regular Chairperson	nsibility Committee has a Re		Yes		
	Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
		06949401	RASHMI CHOWDHARY	Non-Executive - Non Independent Director	Chairperson	12-08-2015		
	2	00313685	J P CHOWDHARY	Executive Director	Member	09-11-2013		
	G.	00313652	UMESH CHOWDHARY	Executive Director	Member	09-11-2013	12-02-2020	
	4-	03557435	ATUL JOSHI	Non-Executive - Independent Director	Member	10-11-2018	12-02-2020	
	5	01122778	RAMSEBAK BANDYOPADHYAY	Non-Executive - Independent Director	Member	12-02-2020		



 5	Other Committee	æ				
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00313685	J P CHOWDHARY	FINANCE AND PROJECT COMMITTEE	Executive Director	Member	
2	00313652	UMESH CHOWDHARY	FINANCE AND PROJECT COMMITTEE	Executive Director	Member	
ω	00128593	MANOJ MOHANKA	FINANCE AND PROJECT COMMITTEE	Non-Executive - Independent Director	Member	
4	03557435	ATUL JOSHI	FINANCE AND PROJECT COMMITTEE	Non-Executive - Independent Director	Member	
5	009Z0608	SUNIRMAL	FINANCE AND PROJECT COMMITTEE	Non-Executive - Independent Director	Chairperson	



			Aı	Annexure 1			
A	Annexure 1						
H	III. Meeting of Board of Directors	of Directors					
	Disclosure of no board of dire	Disclosure of notes on meeting of board of directors explanatory					^
S	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	05-11-2019				Yes	00	4
12		12-02-2020	98		Yes	10	5



	Stakeholders Relationship Committee	2 Audit Committee	1 Audit Committee	Sr Name of Committee		IV. Meeting of Committees		
2						о Сошт		
	05-11-2019	12-02-2020	05-11-2019	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)		ittees		
		98		Maximum gap between any two consecutive (in number of days)	Disclosure of r		A	
				Name of other committee	otes on meeti		Annexure 1	
				Reson for not providing date	ng of commit			
	Yes	Yes	Yes	Whether requirement of Quorum met (Yes/No)	Disclosure of notes on meeting of committees explanatory			
	ω	3	3	Number of Directors present*				
	3	2	3	No. of Independent Directors attending the meeting*				



	Annexure 1	are 1	
1	V. Related Party Transactions		
	Sr Subject	Compliance status (Yes/No/NA)	latus
_	Whether prior approval of audit committee obtained	Yes	
	Whether shareholder approval obtained for material RPT	NA	
w	Whether details of RPT entered into pursuant to omnibus approval NA have been reviewed by Audit Committee	NA	



	Annexure 1	
5	VI. Affirmations	
Sr	Sr Subject	Compliance status (Yes/No)
-	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
S	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
0	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
00	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



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	Annexure 1	ure 1
Sr	Subject	Compliance status
1	Name of signatory	DINESH ARYA
2	Designation	Company Secretary



1 e	00	7 P	P 9	5 T	4 C	3 C	2 T	1	Sr Item	I. Dis		
Details of familiarization programmes imparted to independent directors	Policy for determining 'material' subsidiaries	Policy on dealing with related party transactions	Criteria of making payments to non-executive directors	Details of establishment of vigil mechanism/ Whistle Blower policy	Code of conduct of board of directors and senior management personnel	Composition of various committees of board of directors	Terms and conditions of appointment of independent directors	Details of business	tem	I. Disclosure on website in terms of Listing Regulations	Annexure II to be submitted by listed	
Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Compliance status (Yes/No/NA)	tions	entity at the end of the fi	Annexure II
									If status is "No" details of non- compliance may be given here.		Annexure Π to be submitted by listed entity at the end of the financial year (for the whole of financial year)	
www.titagarh.in	www.titagarh.in	www.titagarh.in	www.titagarh.in	www.titagarh.in	www.titagarh.in	www.titagarh.in	www.titagarh_in	www.titagarh.in	Web address		year)	



23	22	21	20	19	50	17	16	15	14	13	12	=	10	Sr	LE		
It is certified that these contents on the website of the listed entity are correct	Dividend Distribution policy as per Regulation 43A (as applicable)	Materiality Policy as per Regulation 30	Whether company has provided information under separate section on its website as per Regulation 46(2)	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Credit rating or revision in credit rating obtained	Advertisements as per regulation 47 (1)	New name and the old name of the listed entity	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Details of agreements entered into with the media companies and/or their associates	Shareholding pattern	Financial results	email address for grievance redressal and other relevant details	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Item	I. Disclosure on website in terms of Listing Regulations	Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)	Annexure II
Yes	NA	Yes	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Yes	Yes	Yes	Compliance status (Yes/No/NA)		f the financial year	ге П
														If status is "No" details of non-compliance may be given here.		(for the whole of financial y	
www.titagarh.in		www.titagarh.in	www.titagarh.in	www.titagarh.in	www.titagarh.in	www.titagarh.in	www.titagarh.in	www.titagarh.in		www.titagarh.in	www.titagarh.in	www.titagarh.in	www.titagarh.in	Web address		уеяг)	



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



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



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



	4	40	39	300	37	36	35	34	33	32	31	ά		
Any other information to be provided - Add Notes	Policy with respect to Obligations of directors and senior management	Disclosure of Shareholding by Non-Executive Directors	Affirmation with compliance to code of conduct from 9 members of Board of Directors and Senior management personnel	Memberships in Committees	D & O Insurance for Independent Directors	Declaration from Independent Director	Familiarization of independent directors	Meeting of independent directors	Maximum Tenure	Alternate Director to Independent Director	Annual Secretarial Compliance Report	Particulars	II. Annual Affirmations	Ап
	26(2) & 26(5)	26(4)	26(3)	26(1)	25(10)	25(8) & (9)	25(7)	25(3) & (4)	25(2)	25(1)	24(A)	Regulation Number		Annexure II
4	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes	Compliance status (Yes/No/NA)		
												If status is "No" details of non- compliance may be given here.		



	Аппехиге П	ге П
1	Name of signatory	DINESH ARYA
7	Designation	Company Secretary



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



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



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Signatory Details	etails
Name of signatory	DINESH ARYA
Designation of person	Company Secretary
Place	KOLKATA
Date	09-05-2020

