

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L27320WB1997PLC084819

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCT1377P

(ii) (a) Name of the company

TITAGARH WAGONS LIMITED

(b) Registered office address

756, ANANDAPUR
E M BYPASS
KOLKATA
West Bengal
700107

(c) *e-mail ID of the company

corp@titagarh.in

(d) *Telephone number with STD code

913340190800

(e) Website

www.titagarh.in

(iii) Date of Incorporation

03/07/1997

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024
2	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U20221WB1982PTC034886

Pre-fill

Name of the Registrar and Transfer Agent

MAHESHWARI DATAMATICS PVT LTD.

Registered office address of the Registrar and Transfer Agents

23, R.N. Mukherjee Road
5th Floor

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 27/09/2021

(b) Due date of AGM 30/09/2021

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 3

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C11	Motor vehicles, trailers, semi trailers and other Transport Vehicles	93.95
2	C	Manufacturing	C8	Plastic products, non-metallic mineral products, rubber products, fabricated	4.63
3	H	Transport and storage	H3	Water transport	0.32

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
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1	TITAGARH SINGAPORE PTE. LIM		Subsidiary	100
2	TITAGARH FIREMA S.p.A, ITALY		Subsidiary	100
3	TITAGARH BRIDGES AND INTER	U28900WB2017PTC218811	Subsidiary	100
4	TITAGARH MERMEC PRIVATE L	U29309WB2018PTC227080	Joint Venture	50

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,290,500,000	119,387,589	119,387,589	119,387,589
Total amount of equity shares (in Rupees)	2,581,000,000	238,775,178	238,775,178	238,775,178

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,290,500,000	119,387,589	119,387,589	119,387,589
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	2,581,000,000	238,775,178	238,775,178	238,775,178

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	127,000,000	0	0	0
Total amount of preference shares (in rupees)	1,270,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	127,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	1,270,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	108,420	115,497,750	115606170	231,212,340	231,212,340	
Increase during the year	128,465	3,652,954	3781419	7,562,838	7,562,838	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	60,950	60950	121,900	121,900	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify 3720469 shares were allotted pursuant to Scheme	128,465	3,592,004	3720469	7,440,938	7,440,938	
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	236,885	119,150,704	119387589	238,775,178	238,775,178	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE615H01020

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]



Yes



No



Not Applicable

Separate sheet attached for details of transfers



Yes



No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="30/12/2020"/>
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Date of registration of transfer (Date Month Year)	<input type="text" value="28/08/2020"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="85,840"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="171,680"/>
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Ledger Folio of Transferor	<input type="text" value="IN303559/10022011"/>
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Transferor's Name	<input type="text" value="CHOWDHARY"/>	<input type="text" value="PRASAD"/>	<input type="text" value="JAGDISH"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="IN303559/10029213"/>
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Transferee's Name	<input type="text" value="TRUSTEE OF CHOWDHARY F"/>	<input type="text" value=""/>	<input type="text" value="JAGDISH PRASAD CHOWDHAR"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="28/08/2020"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="12,466,034"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="24,932,068"/>
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Ledger Folio of Transferor		IN303599/10022020	
Transferor's Name	CHOWDHARY	DEVI	SAVITRI
	Surname	middle name	first name
Ledger Folio of Transferee		IN303559/10029213	
Transferee's Name	TRUSTEE OF CHOWDHARY F		JAGDISH PRASAD CHOWDHAR
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

10,257,849,532.57

(ii) Net worth of the Company

8,716,526,683.93

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	12,981,520	10.87	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	21,670,165	18.15	0	
10.	Others TRUST	18,201,875	15.25	0	
	Total	52,853,560	44.27	0	0

Total number of shareholders (promoters)

8

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	45,423,160	38.05	0	
	(ii) Non-resident Indian (NRI)	1,315,451	1.1	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	482,950	0.4	0	
4.	Banks	0	0	0	
5.	Financial institutions	532	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	10,426,550	8.73	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,387,649	3.68	0	
10.	Others Rest Public Shareholding	4,497,737	3.77	0	
	Total	66,534,029	55.73	0	0

Total number of shareholders (other than promoters)

119,097

**Total number of shareholders (Promoters+Public/
Other than promoters)**

119,105

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	74,263	119,097
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	1	2	2	0.12	10.73
B. Non-Promoter	2	4	2	6	0	0.07
(i) Non-Independent	2	0	2	0	0	0.07
(ii) Independent	0	4	0	6	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	4	5	4	8	0.12	10.8

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

13

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SHRI JAGDISH PRASA	00313685	Managing Director	70,700	
SHRI UMESH CHOWD	00313652	Managing Director	77,530	
SHRI ANIL KUMAR AG.	01501767	Whole-time directo	70,000	
SHRI SUDIPTA MUKHE	06871871	Whole-time directo	12,500	
SHRI MANOJ MOHANK	00128593	Director	0	
SHRI SUNIRMAL TALU	00920608	Director	0	
SHRI KRISHAN KUMAR	01767702	Director	0	
MS. NAYANTARA PALC	00581440	Director	0	
SHRI SUSHIL KUMAR	00309302	Director	0	
SHRI ATUL JOSHI	03557435	Director	0	
SMT RASHMI CHOWD	06949401	Director	12,816,105	
SHRI PRITHISH CHOW	08509158	Director	0	
SHRI SUMIT JAISWAL	APHPJ7651J	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SHRI RAMSEBAK BAN	01122778	Director	04/05/2020	CESSATION
MS. NAYANTARA PALC	00581440	Additional director	22/06/2020	APPOINTMENT
SHRI KRISHAN KUMAF	01767702	Additional director	13/08/2020	APPOINTMENT
SHRI SUSHIL KUMAR	00309302	Additional director	01/01/2021	APPOINTMENT
SHRI PRITHISH CHOW	08509158	Additional director	01/01/2021	APPOINTMENT
SHRI DINESH ARYA	ADDP8583C	Company Secretar	27/02/2021	CESSATION
MS. NAYANTARA PALC	00581440	Director	30/12/2020	CHANGE IN DESIGNATION
SHRI KRISHAN KUMAF	01767702	Director	30/12/2020	CHANGE IN DESIGNATION
SHRI SUMIT JAISWAL	APHPJ7651J	Company Secretar	28/02/2021	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	30/12/2020	115,733	55	33.73
NCLT CONVENED MEETIN	29/04/2020	77,160	54	20.55

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	31/07/2020	9	9	100
2	08/10/2020	10	9	90
3	14/10/2020	10	9	90

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	11/11/2020	10	8	80
5	30/01/2021	12	11	91.67
6	27/02/2021	12	12	100

C. COMMITTEE MEETINGS

Number of meetings held

20

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	17/04/2020	3	3	100
2	Audit Committee	31/07/2020	3	3	100
3	Audit Committee	08/10/2020	3	3	100
4	Audit Committee	14/10/2020	3	3	100
5	Audit Committee	10/11/2020	3	3	100
6	Audit Committee	27/01/2021	3	3	100
7	Audit Committee	29/01/2021	3	3	100
8	Audit Committee	30/01/2021	3	3	100
9	Audit Committee	27/02/2021	3	3	100
10	Audit Committee	25/03/2021	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/09/2021
								(Y/N/NA)
1	SHRI JAGDIS	6	6	100	9	9	100	Yes
2	SHRI UMESH	6	5	83.33	6	6	100	Yes
3	SHRI ANIL KL	6	6	100	0	0	0	Yes

4	SHRI SUDIPT	6	5	83.33	0	0	0	Yes
5	SHRI MANOJ	6	6	100	19	19	100	Yes
6	SHRI SUNIRM	6	6	100	18	18	100	No
7	SHRI KRISHA	5	5	100	0	0	0	Yes
8	MS. NAYANTA	6	6	100	2	2	100	Yes
9	SHRI SUSHIL	2	2	100	1	1	100	Yes
10	SHRI ATUL JO	6	6	100	15	15	100	Yes
11	SMT RASHMI	6	3	50	1	0	0	Yes
12	SHRI PRITHIS	2	2	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHRI JAGDISH PR	EXECUTIVE CH	25,728,000	0	0	0	25,728,000
2	SHRI UMESH CHO	VICE CHAIRMA	21,279,784	0	0	0	21,279,784
3	SHRI SUDIPTA MU	WHOLETIME D	4,990,785	0	0	0	4,990,785
4	SHRI ANIL KUMAR	DIRECTOR (FIN	6,159,579	0	206,500	0	6,366,079
	Total		58,158,148	0	206,500	0	58,364,648

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHRI ANIL KUMAR	DIRECTOR (FIN	6,159,579	0	206,500		6,366,079
2	SHRI DINESH ARY	COMPANY SEC	2,678,314	0	123,900		2,802,214
3	SHRI SUMIT JAISV	COMPANY SEC	189,083	0	0		189,083
	Total		9,026,976	0	330,400	0	9,357,376

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHRI MANOJ MOH	DIRECTOR	840,000	230,000	0	0	1,070,000
2	SHRI SUNIRMAL T	DIRECTOR	820,000	230,000	0	0	1,050,000
3	SHRI ATUL JOSHI	DIRECTOR	700,000	230,000	0	0	930,000
4	SMT. RASHMI CHO	DIRECTOR	120,000	0	0	0	120,000
5	MS. NAYANTARA F	DIRECTOR	300,000	105,000	0	0	405,000
6	SHRI KRISHAN KU	DIRECTOR	240,000	105,000	0	0	345,000
7	SHRI SUSHIL KUM	DIRECTOR	160,000	100,000	0	0	260,000
8	SHRI PRITHISH CH	DIRECTOR	80,000	0	0	0	80,000
9	SHRI RAMSEBAK E	DIRECTOR	0	0	0	0	0
	Total		3,260,000	1,000,000	0	0	4,260,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SUMANTRA SINHA

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

15245

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

Nil

dated

08/06/2021

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

ANIL
KUMAR
AGARWAL
Digitally signed by
ANIL KUMAR
AGARWAL
Date: 2021.11.23
16:53:40 +05'30'

DIN of the director

01501767

To be digitally signed by

SUMIT
JAISWAL
Digitally signed by
SUMIT JAISWAL
Date: 2021.11.23
16:54:54 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

9485

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

TWL_MGT_8.pdf

Annexure IXC_Meeting details.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Form No. MGT-8

CERTIFICATE

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

I have examined the registers, records, books and papers of **TITAGARH WAGONS LIMITED** CIN: L27320WB1997PLC084819 (the Company) as required to be maintained under the Companies Act, 2013 (hereinafter referred to as 'the Act') and the rules made thereunder for the financial year ended on **31.03.2021**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the financial year **31.03.2021** correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made thereunder in respect of:
 1. Its status is active under the Companies Act, 2013 being a Listed Public Limited Company, Limited by shares;
 2. Maintenance of registers/records as per the provisions and the rules made thereunder and all entries therein have been duly recorded within the time prescribed therefor;
 3. Filing of forms and returns as stated in the Annual Return with the Registrar of Companies, Regional Director, Central Government, Tribunal, Court or other authorities within/ beyond the prescribed time, wherever required;
 4. Calling/ convening/ holding meetings of Board of Directors, its committees and the meetings of the members of the company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including circular resolutions have been properly recorded in the Minutes Book/Registers maintained for the purpose and the same have been signed; Further, the Company was not required to pass any resolution by postal ballot during the year;
 5. Closure of the Register of Members/Security Holders as the case may be as per provisions of the Act;
 6. The Company has given advances to its whole-time directors in compliance of the provisions of Section 185 of the Act; However, no loans and advances were granted to any other directors and/or persons or firms or companies referred in section 185 of the Act;
 7. All contracts/arrangements entered into with Related Parties as defined under Section 188 of the Companies Act, 2013 during the relevant financial year. Details of related party disclosures are provided elaborately in the Notes to the Financial Statements of the Audited Financial Statements for the year ended 31st March, 2021;



8. The Company has issued or made allotment of the equity shares during the reporting period and the Company has complied with the relevant provisions of the Act, and there was no buy back of securities, and there was no preference shares or debentures in the Company, and there was no alteration or reduction of share capital or conversion of shares/securities. Further, share transfer/transmission were done by the Registrar and Share transfer Agent M/s. Maheshwari Datamatics Private Limited and issued the share certificates in all instances wherever required;
9. There were no transaction necessitating the Company to keep in abeyance the rights to dividend, right shares, and bonus shares pending registration of transfer of shares;
10. There were no transaction necessitating the Company to keep in abeyance the rights to dividend, right shares, and bonus shares pending registration of transfer of shares. The Company has transferred unpaid/unclaimed dividends/other amounts to Investor Education & Protection Fund related to unpaid/unclaimed dividend as per the provisions of the Act;
11. Signing of audited financial statement was as per the provisions of section 134 of the Companies Act, 2013 and report of directors is as per sub-sections (3), (4) and (5) thereof;
12. Constitution, appointment, re-appointments, retirement, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; however the Company was not required to fill any casual vacancies;
13. Appointment of auditors was as per the provisions of Section 139 and other applicable Sections of the Companies Act, 2013.
14. Approval(s) wherever required taken from the Central Government, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company has not accepted/renewed/re-paid any deposits from public;
16. Borrowings from banks and creation/modification/satisfaction of charges in that respect, wherever applicable; However, the Company has not borrowed from its Directors, members, public financial institutions and others;
17. Loans, investments or guarantees given or providing of securities made to other bodies corporate or persons falling under the provisions of section 186 of the Companies Act, 2013;
18. Alterations of the provisions of the Memorandum and/ or Articles of Association of the Company.

Place: Kolkata

Date: 22nd November, 2021



(CS Sumantra Sinha)
Practising Company Secretary
Membership No.: ACS 11247/CP No.:15245
PR: 1421/2021
UDIN: A011247C001506246



TITAGARH WAGONS LIMITED

Additional details for serial No IXC-Details of Committee meetings during 2020-2021 (MGT-7)

Serial No	Type of Meeting	Date of Meeting	Total number of members as on the date of meeting	Number of Members attended	Attendance % of attendance
11	Nomination and Remuneration Committee	31.07.2020	3	3	100
12	Nomination and Remuneration Committee	08.10.2020	3	3	100
13	Nomination and Remuneration Committee	27.02.2021	4	4	100
14	Corporate Social Responsibility Committee	08.10.2020	3	2	100
15	Finance & Project Committee	25.08.2020	5	5	100
16	Finance & Project Committee	08.10.2020	5	5	100
17	Finance & Project Committee	14.10.2020	5	5	100
18	Finance & Project Committee	29.10.2020	5	5	100
19	Finance & Project Committee	27.01.2021	5	5	100
20	Stakeholders' Relationship Committee	08.10.2021	3	3	100

Place: Kolkata
Date: 20.11.2021

CERTIFIED TRUE COPY

For TITAGARH WAGONS LIMITED

Sumit Jaishwal

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

TITAGARH WAGONS LIMITED

CIN: L27320WB1997PLC084819

Registered & Corporate Office: Titagarh Towers, 756 Anandapur, E. M. Bypass, Kolkata - 700 107, India
Phone : +91 33 4019 0800 | Fax: + 91 33 4019 0823 | Email : corp@titagarh.in | Web: www.titagarh.in