



TITAGARH RAIL SYSTEMS LIMITED
(Formerly TITAGARH WAGONS LIMITED)

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 makes 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.

Familiarisation Programmes organised by the Company during the financial year 2023-24 and cumulative from FY 2015-16 upto 31st March 2024:

Particulars	During the financial year 2023-24	Cumulative from the FY 2015-16 upto 31st March, 2024
Number of Familiarisation programmes	2	18
Time spent (approx.) by the Independent Directors in such programmes in the aggregate	>32 Man-hours	>160 Man-hours