

DRAFT

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]



सत्यमेव जयते

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 RAIL SYSTEMS LIMIT

(b) Registered office address

Poddar Point, 10th Floor, 113 Park Street, Kolkata - 700016
Park Street
Kolkata
Kolkata
West Bengal
700016

(c) *e-mail ID of the company

SE*****RH.IN

(d) *Telephone number with STD code

91*****00

(e) Website

www.titagarh.in

(iii) Date of Incorporation

03/07/1997

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	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(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 NA
Kolkata

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

AGM scheduled to be held on 27/08/2024

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

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	88.69
2	C	Manufacturing	C8	Plastic products, non-metallic mineral products, rubber products, fabricated	11.31

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

*No. of Companies for which information is to be given 6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TITAGARH SINGAPORE PTE LIM		Subsidiary	100
2	TITAGARH MERMEC PRIVATE L	U29309WB2018PTC227080	Joint Venture	50
3	TITAGARH FIREMA S.p.A		Associate	25.43
4	Ramkrishna Titagarh Rail Wheel	U25910WB2023PLC262716	Joint Venture	49
5	Titagarh Firema Engineering S	U30204TS2023FTC177212	Joint Venture	49
6	Shivaliks Mercantile Private Lim	U30200WB1997PTC082919	Joint Venture	44.63

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	1,925,500,000	134,673,768	134,673,768	134,673,768
Total amount of equity shares (in Rupees)	3,851,000,000	269,347,536	269,347,536	269,347,536

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,925,500,000	134,673,768	134,673,768	134,673,768
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	3,851,000,000	269,347,536	269,347,536	269,347,536

(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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	224,308	119,346,781	119571089	239,142,178	239,142,178	
Increase during the year	0	15,108,932	15108932	30,205,358	30,205,358	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	15,102,679	15102679	30,205,358	30,205,358	
v. ESOPs	0	0	0	0	0	0
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		6,253	6253			
Demat of Physical Shares						
Decrease during the year	6,253	0	6253	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	6,253		6253			
Demat of Physical Shares						
At the end of the year	218,055	134,455,713	134673768	269,347,536	269,347,536	
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

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

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 style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
------------------	--	---

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	Surname	middle name	first name			
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>			
	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
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	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

38,533,004,163.44

(ii) Net worth of the Company

22,282,096,321.15

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	12,998,386	9.65	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)	25,980,075	19.29	0	
10.	Others Society/Trust	18,201,875	13.52	0	
	Total	57,180,336	42.46	0	0

Total number of shareholders (promoters)

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(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	31,299,926	23.24	0	
	(ii) Non-resident Indian (NRI)	1,250,382	0.93	0	
	(iii) Foreign national (other than NRI)	1,000	0	0	
2.	Government				
	(i) Central Government	13,452	0.01	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	3,792,648	2.82	0	
4.	Banks	1,512	0	0	
5.	Financial institutions	10	0	0	
6.	Foreign institutional investors	23,262,432	17.27	0	
7.	Mutual funds	14,580,486	10.83	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,841,442	2.11	0	
10.	Others Other Public Shareholding	450,142	0.33	0	
	Total	77,493,432	57.54	0	0

Total number of shareholders (other than promoters)

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

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

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	9	8
Members (other than promoters)	109,602	292,387
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	1	0.11	9.51
B. Non-Promoter	3	6	3	8	0.07	0
(i) Non-Independent	3	0	3	0	0.07	0
(ii) Independent	0	6	0	8	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	5	7	5	9	0.18	9.51

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 16

(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 Prasad Cl	00313685	Managing Director	70,700	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shri Umesh Chowdhari	00313652	Managing Director	77,530	
Shri Anil Kumar Agarwal	01501767	Whole-time director	100,000	
Shri Prithish Chowdhari	08509158	Whole-time director	0	
Shri Saket Kandoi	02308252	Whole-time director	0	
Smt. Rashmi Chowdhari	06949401	Director	12,816,105	
Shri Manoj Mohanka	00128593	Director	0	
Shri Sunirmal Talukdar	00920608	Director	0	
Shri Atul Joshi	03557435	Director	0	
Shri Krishan Kumar Jaiswal	01767702	Director	0	
Shri Sushil Kumar Roodra	00309302	Director	0	
Ms. Nayantara Palchoudhary	00581440	Director	0	
Shri Bontha Prasada R	01705080	Director	0	
Shri Debanjan Mandal	00469622	Director	0	
Shri Dinesh Arya	ADDDPA8583C	Company Secretary	0	
Shri Saurav Singhania	AQYPS3646N	CFO	0	

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

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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 Bontha Prasada R	01705080	Director	04/09/2023	Appointment
Shri Debanjan Mandal	00469622	Director	04/09/2023	Appointment
Shri Manoj Mohanka	00128593	Director	31/03/2024	Cessation
Shri Sunirmal Talukdar	00920608	Director	31/03/2024	Cessation

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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRAORDINARY GENERAL MEETING	04/07/2023	140,653	90	21.93
ANNUAL GENERAL MEETING	29/09/2023	197,755	50	45.06
EXTRAORDINARY GENERAL MEETING	02/12/2023	213,388	43	45.11

B. BOARD MEETINGS

*Number of meetings held

15

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/05/2023	12	12	100
2	24/05/2023	12	12	100
3	10/06/2023	12	12	100
4	22/07/2023	12	12	100
5	04/09/2023	12	12	100
6	07/10/2023	14	12	85.71
7	18/10/2023	14	14	100
8	08/11/2023	14	14	100
9	07/12/2023	14	13	92.86
10	20/12/2023	14	13	92.86
11	01/01/2024	14	13	92.86
12	24/01/2024	14	12	85.71

C. COMMITTEE MEETINGS

Number of meetings held

30

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

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 COMM	23/05/2023	3	3	100
2	AUDIT COMM	24/05/2023	3	3	100
3	AUDIT COMM	07/07/2023	3	3	100
4	AUDIT COMM	21/07/2023	3	3	100
5	AUDIT COMM	04/09/2023	3	3	100
6	AUDIT COMM	18/10/2023	3	3	100
7	AUDIT COMM	08/11/2023	3	3	100
8	AUDIT COMM	07/12/2023	3	3	100
9	AUDIT COMM	20/12/2023	3	3	100
10	AUDIT COMM	01/01/2024	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		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	
1	Shri Jagdish F	15	14	93.33	6	6	100	
2	Shri Umesh C	15	14	93.33	8	8	100	
3	Shri Anil Kuma	15	14	93.33	4	4	100	
4	Shri Prithish C	15	14	93.33	2	1	50	
5	Shri Saket Kar	15	15	100	0	0	0	
6	Smt. Rashmi C	15	14	93.33	2	2	100	
7	Shri Manoj Mc	15	15	100	26	26	100	
8	Shri Sunirmal	15	15	100	20	20	100	
9	Shri Atul Joshi	15	15	100	20	19	95	
10	Shri Krishan K	15	15	100	6	6	100	
11	Shri Sushil Ku	15	14	93.33	6	6	100	

12	Ms. Nayantara	15	15	100	3	3	100	
13	Shri Bontha P	10	9	90	3	3	100	
14	Shri Debanjan	10	3	30	0	0	0	

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

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHRI JAGDISH PR	EXECUTIVE CH	24,600,000	0	0	0	24,600,000
2	SHRI UMESH CHO	VICE CHAIRMA	24,600,000	0	0	0	24,600,000
3	SHRI ANIL KUMAR	WHOLE TIME D	9,263,493	0	0	0	9,263,493
4	SHRI SAKET KANC	WHOLE TIME D	6,536,736	0	0	0	6,536,736
5	SHRI PRITHISH CH	WHOLE TIME D	5,451,696	0	0	0	5,451,696
	Total		70,451,925	0	0	0	70,451,925

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	CFO	9,263,493	0	0	0	9,263,493
2	SHRI SAURAV SIN	CFO	6,588,282	0	0	0	6,588,282
3	SHRI DINESH ARY	COMPANY SEC	4,299,269	0	0	0	4,299,269
	Total		20,151,044	0	0	0	20,151,044

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
1	SHRI SUNIRMAL T	DIRECTOR	1,400,000	1,000,000	0	0	2,400,000
2	SHRI MANOJ MOH	DIRECTOR	1,520,000	1,000,000	0	0	2,520,000
3	SHRI ATUL JOSHI	DIRECTOR	1,300,000	1,000,000	0	0	2,300,000
4	SHRI KRISHAN KU	DIRECTOR	720,000	1,000,000	0	0	1,720,000
5	SHRI SUSHIL KUM	DIRECTOR	800,000	1,000,000	0	0	1,800,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
6	MS.NAYANTARA P	DIRECTOR	660,000	1,000,000	0	0	1,660,000
7	SHRI BONTHA PR	DIRECTOR	460,000	500,000	0	0	960,000
8	SHRI DEBANJAN M	DIRECTOR	120,000	500,000	0	0	620,000
9	SMT.RASHMI CHO	DIRECTOR	560,000	0	0	0	560,000
	Total		7,540,000	7,000,000	0	0	14,540,000

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. dated

(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

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

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 Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Attachment for MGT 7 Board committees TRSL_MGT_8_2023-24.pdf

Remove attachment

Modify

Check Policy

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

