

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy-Second Annual General Meeting (AGM) of the members of CIMMCO LIMITED will be held at "Manovikas Kendra, 482, Madudah, Plot I-24, Sector-J, E M Bypass, Kolkata-700107 on Monday, the 31st July, 2017 at 12:30 P.M. to transact the following businesses :

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017, the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri R N Tiwari, Director (Works) (DIN : 06510376) who retires by rotation at this AGM and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration by passing, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors, Price Waterhouse & Co Chartered Accountants LLP, having Firm Registration Number: FRN-304026E/E- 300009 be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors, S R Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E) to hold office from the conclusion of this 72nd (Seventy Second) AGM till the conclusion of the 77th (Seventy Seventh) AGM subject to ratification by the members at every AGM and the Board of Directors be and is hereby authorized to fix their remuneration plus other applicable expenses in connection with Statutory Audit and/or continuous audit and such other remuneration, as may be decided to be paid by the Board/Committee of the Board for performing duties if any other than those referred to hereinabove and the remuneration so fixed may be paid at such intervals during the year as may be decided by the Board/Committee of the Board."

SPECIAL BUSINESS:

4. To consider the appointment of Shri Anil Kumar Agarwal (DIN : 01501767) as Whole time Director of the Company and in this regard to consider and if thought fit to pass, with or without modification the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications and re-enactment thereof) approval of the

shareholders be and is hereby accorded to re-designate Shri Anil Kumar Agarwal (DIN : 01501767), Non Executive Director as Wholetime Director and KMP of the Company for a period of five years w.e.f. 01/01/2017 on the terms and conditions including payment of minimum remuneration detailed in the Explanatory Statement annexed hereto and as contained in the agreement entered into between Shri Anil Kumar Agarwal and the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter or vary the terms and conditions of the appointment/agreement, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by the Act.

RESOLVED FURTHER THAT the Board of Directors (which term shall include a Committee thereof) be and is hereby authorised to take all steps and to do acts, deeds and things as may be deemed necessary for giving effect to this Resolution."

5. To renew appointment and remuneration of Shri R N Tiwari, Director (Works) (DIN : 06510376) and in this regard to consider and if thought fit to pass, with or without modification the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications and re-enactment thereof) approval of the shareholders be and is hereby accorded to reappointment of Shri R N Tiwari as Director (Works) [Din No: 06510376] for a term of two years w.e.f. 25th February, 2017 on the terms and conditions, including payment of minimum remuneration, as recommended by the Nomination and Remuneration Committee, and as set out in the service agreement entered into with Shri Tiwari and the Company, a gist whereof is mentioned in the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT Shri Tiwari as Director (Works) shall be liable to retire by rotation and the Board of Directors be and is hereby authorised to alter or vary the remuneration of Shri Tiwari including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time, as may be considered appropriate, subject to the overall limits specified by this resolution and the Act and to take all action as may be required in this regard."

6. To consider and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and pursuant to the requirements of Regulation 23

NOTICE OF ANNUAL GENERAL MEETING

of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') and other enabling/applicable provisions of law as may be applicable, consent of the Company be and is hereby accorded to the Board of Directors to enter into a contract or arrangement or Continuing Contract/Arrangement for purchase/sale of materials and/or supply of services between Titagarh Wagons Limited (TWL), holding company and the Company from time to time during three financial years ending on the 24th May, 2020 with an estimated ceiling of Rs. 60 crores per financial year and on the terms and conditions as may be mutually agreed upon between the Board of Directors of TWL and the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To ratify the remuneration of Cost Auditor and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the consent of the members be and is hereby accorded to payment of Rs. 1 Lakh (Rupees One Lakh only) as remuneration plus taxes as may be applicable and reimbursement of reasonable out of pocket expenses as may be incurred by the firm, payable to M/s. M.R. Vyas and Associates; Cost Accountants (Registration No: 2032) of D-219, Vivek Vihar, Phase -I, New Delhi- 110095 appointed by the Board as Cost Auditors of the Company for the financial year 2017-18 be and is hereby ratified."

Registered Office :
756 Anandapur,
E M Bypass, Kolkata -700107
Place : Kolkata
Date : May 18, 2017

By Order of the Board of Directors
Dipankar Ganguly
Company Secretary

Important Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL, ON HIS BEHALF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Members/Proxies/Authorised Representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on

behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- Proxies in order to be effective must be received by the Company at the registered office address not less than 48 hours before the commencement of the AGM. A Proxy Form for the AGM is enclosed.
- The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, the 24th July, 2017 to Monday, the 31st July, 2017 (both days inclusive), for the purpose of holding the AGM.
- The Company shall also display full text of these communications/ documents/ reports at its website www.cimmco.in.

Please note that as a member of the Company upon receipt of request, you will be entitled to receive free of cost, copy of such communications/documents/Annual Reports and all other documents required to be attached thereto.

- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
- Details under LODR in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- Electronic copy of the Annual Report for FY 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2016-17 is being sent in the permitted mode.
- Electronic copy of the Notice of the 72nd AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the

NOTICE OF ANNUAL GENERAL MEETING

72nd AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

10. Members may also note that the Notice of the 72nd AGM and the Annual Report for FY 2016-17 will also be available on the Company's website www.cimmco.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
11. **Voting through electronic means:**
- A. In compliance with provisions of Section 108 of the Companies Act, 2013 (the Act) and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of LODR, the Company is pleased to provide members facility to exercise their right to vote at the 72nd AGM by electronic means and the business may be transacted through e-voting Services provided by Karvy Computershare Private Limited.
- B. **The remote e-voting period commences at 9:00 a.m. on Thursday, the 27th July, 2017 and ends at 5:00 p.m. on Sunday, the 30th July, 2017. The remote e-voting module shall be disabled by Karvy for voting thereafter.**
- C. During the remote e-voting period, members of the Company holding shares either in physical form or dematerialized form as on the cut-off date i.e. Monday, the 24th July, 2017 may cast their vote electronically.
- D. **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**
- E. **Voting rights of the members shall be in proportion to their respective shareholding as on the cut-off date i.e. Monday, the 24th July, 2017.**
- F. The facility for voting through polling papers shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be eligible to exercise their right to vote at the meeting through polling paper.
- G. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
- H. Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of this Notice and holds shares as on the cut-off date i.e. Monday, the 24th July, 2017 should follow the instructions for e-voting as mentioned below for FIRST TIME USER. In case of any queries, the shareholder may also contact the Registrar & Share Transfer Agent.
- I. The Board of Directors has, at its meeting held on 18th May, 2017 appointed M/s. Sushil Goyal & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- J. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at AGM through ballot paper.
- K. The instructions for Shareholders voting electronically are as under:
- a) In case a member receiving an email of the AGM Notice from Karvy [for members whose email IDs are registered with the Depository Participant(s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e., User ID and password). Event No. followed by Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, Click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., CIMMCO LIMITED.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should

NOTICE OF ANNUAL GENERAL MEETING

not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not cast your vote on any specific item it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution.
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at the email ID: csskgoyal@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
- xiii. In case a person has become a Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. Monday, the 24th day of July, 2017, he may write to the Karvy on the email ID: evoting@karvy.com or to Ms. Shobha Anand Contact No. 040-67162222., at [Unit: Cimmco Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, , requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case of Members receiving physical copy of the AGM Notice by Post/Courier [for Members whose email IDs are not registered with the Depository Participant(s)]:
- i. User ID and initial password as provided at the bottom of the Attendance Slip:

EVEN (E-Voting/ Event Number)	USER ID	PASSWORD/PIN

ii. Please follow all steps from Sr. No. (i) to (xi) as mentioned in (A) above, to cast your vote.

- L. The e-voting period commences at 9:00 a.m. on Thursday, the 27th July, 2017 and ends at 5:00 p.m. on Sunday, the 30th July, 2017. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Monday, the 24th day of July, 2017 may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.
- M. In case of any query pertaining to e-voting, please visit Help & FAQ's section of [https:// evoting.karvy.com](https://evoting.karvy.com). (Karvy's website).
- N. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being Monday, the 24th day of July, 2017. The Company has appointed M/s. Sushil Goyal & Co. Practicing Company Secretaries as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, after the conclusion of the AGM, first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. The Scrutinizer shall, within a period of not more than three working days from the conclusion of the AGM, prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit it to the Chairman or any person authorised by him in writing, who shall countersign the same and declare the results of the voting.
- O. The results so declared along with Scrutinizer's Report shall be placed on the website link: <https://evoting.karvy.com> and subject to the receipt of requisite number of votes, the resolution set out in the Notice shall be deemed to be passed on the date of the AGM. The results shall also be forwarded to the BSE, NSE and other stock exchanges whereat the Company's shares are listed.
12. Members are requested to preferably send their queries to the registered office of the company atleast 7 days before the date of AGM.
13. The documents pertaining to all the special businesses set out in the Notice and the Register of Directors & KMP and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts

NOTICE OF ANNUAL GENERAL MEETING

or Arrangements in which directors are interested maintained under Section 189 of the Act are available for inspection at the Registered office of the Company during 10:30 A.M. to 1:00 P.M. on all working days.

14. The explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Special Businesses at the meeting is annexed hereto.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Shri Anil Kumar Agarwal has been designated as Wholetime Director of Cimmco Limited w.e.f. 01/01/2017. The Board at its meeting held on 14.12.2016 has approved his change in designation for a term of five years pursuant to the recommendation of the Nomination and the Remuneration Committee (NRC).

Shri Anil Kumar Agarwal at 41 years has rich experience in of over twenty years in the finance, accounts, and other corporate functions and been awarded the best CFO award by the then Finance Minister – Shri Pranab Mukherjee. He has been associated with the Company since 2010 as a nominee director.

The Board and the NRC has approved the terms and conditions of Shri Agarwal's appointment and payment to him of Consolidated remuneration aggregating Rs 12,00,059/- per annum. He does not hold any shares in the Company. In the event of inadequacy or loss during the tenure of Shri Agarwal as Wholetime Director, he will be paid minimum remuneration equivalent to monthly fixed remuneration or such other higher amount as may be permitted by the provisions of the Act.

Shri Anil Kumar Agarwal is the Chief Financial Officer of the Holding Company : Titagarh Wagons Limited (TWL). TWL has consented to his appointment in the Company pursuant to the provisions of Section 203(3) of the Act.

Disclosures pursuant to Part II of the Schedule V of the Act and applicable provisions of LODR are appended to this Notice.

None of the KMP or their relatives or Directors except Shri Anil Kumar Agarwal is concerned or interested in the aforesaid Resolution.

The Directors Recommend passing of this Resolution as an Ordinary Resolution.

ITEM NO. 5

Following the end of his tenure of two years on February 25, 2017 and selected by the Nomination and Remuneration Committee (NRC) and approved by the Board Shri R N Tiwari has been reappointed as Director

(Works) for another term of two years. Shri Tiwari, M.Com, LLB & DLL aged about 66 years has 45 years of experience in the industry in various fields like Finance & Accounts, Commercial, Legal, Marketing, Personnel and Administration, manufacturing operations and real estate etc. He has been involved in the day to day operations at Bharatpur plant of the Company during the past many years. The Board and the NRC has approved the remuneration of Shri Tiwari as per the gist below:

Salary : Rs. 93,100/- (Rupees Ninety Three Thousand One Hundred only) per month as Basic Pay; House Rent Allowance (HRA) : Rs. 46,550/- (Rupees Forty Six Thousand Five Hundred and Fifty Only) per month; Conveyance Allowance: Rs. 18,620/- (Rupees Eighteen Thousand Six Hundred and Twenty Only) per month; Special Allowance: Rs. 13,965 (Rupees Thirteen Thousand Nine Hundred and Sixty Five Only) per month; Medical Allowance: Rs. 8,844.50 (Rupees Eight Thousand Eight Hundred and Forty Four and Fifty Paise Only) per month; Leave Travel Allowance: Equivalent to one month's Basic Pay per annum.; Leave Encashment : As per the Rules of the Company. Other perquisites as may be applicable in accordance with the rules of the Company. Shri Tiwari does not hold any shares in the Company.

In the event of inadequacy or Loss during the tenure of Shri R N Tiwari as Director (Works), he will be paid minimum remuneration equivalent to monthly fixed remuneration or such other higher amount as may be permitted by the provisions of the Act.

Disclosures pursuant to Part II of Schedule V of the Act and applicable provisions of LODR are appended to this Notice.

None of the Directors or KMP except Shri Tiwari are concerned or interested in the aforesaid Resolution.

The Directors Recommend passing of this Resolution as an Ordinary Resolution.

ITEM NO. 6

Titagarh Wagons Limited (TWL) and the Company (Cimmco Limited) propose to enter into transactions of sale/purchase of certain materials and/or provide services related thereto for manufacture of Wagons/products in the ordinary course of business under a continuing contract/arrangement. As TWL is a 'related party' within the meaning of Section 2(76) of the Act and aggregate value of the transaction may reach the threshold qualifying it as a material transaction as prescribed by the LODR, the transaction requires the approval of members by a resolution under Regulation 23 of LODR and other enabling/applicable provisions of law. The particulars of such contract/arrangement are as under:

NOTICE OF ANNUAL GENERAL MEETING

(a) Name of the related party and Relationship	Titagarh Wagons Limited (TWL)	Remark
(b) the nature, duration of the contract and particulars of the contract or arrangement	TWL is holding company of Cimmco Limited Continuous/recurring contract for sale/purchase of goods/materials/ provision of services related thereto for three years w.e.f. May 24, 2017	
(c) material terms of the contract or arrangement including the value, if any;	TWL supplies to Cimmco bogies, couplers and steel castings etc. used in manufacture of Wagons and provides related services from time to time and Cimmco supplies steel plates and/or other raw materials/components as and when requisition/ Purchase order is placed by the purchaser, of such value or amount as specified in the requisition/ Purchase order broadly on the following terms and conditions: a) Delivery terms: Ex-works of supplier b) Freight charges: To be paid by purchaser c) Packing and Loading charges: To be paid by supplier d) Payment: Within 30 days e) Amount payable will include all applicable taxes. f) Other terms and conditions as may be mutually agreed by TWL and Cimmco g) The terms and conditions stated above are standard in nature and subject to mutually agreed modifications in accordance with purchase order/requisition.	The aggregate value of transaction may exceed the threshold of 10% of annual turnover of Cimmco and therefore, approval of the shareholders pursuant to Section 188 of the Companies Act, 2013 and Regulation 23 of LODR is being hereby obtained.
(d) any advance paid or received for the contract;	No	
(e) the manner of determining the pricing and other commercial terms, both included as part of the contract and not considered as part of contract;	Price and other terms of contract for the materials/services are fixed after obtaining generally three quotations from unrelated parties/manufacturer/supplier and are included as part of the contract. Commercial terms not as part of contract: not applicable.	
(f) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering	All factors have been considered	
(g) any other information relevant or important to take a decision on the proposed transaction	As both the parties viz. TWL and Cimmco have the expertise in the area of manufacture of materials/services involved in the contract and their respective strengths/relevant aspects are known, as long as the pricing is competitive and in sync with market conditions, the transaction works in their mutual interests.	

The Board recommends the resolution set forth in Item No. 2 above for approval of the members. None of the Directors or Key Managerial Personnel (KMP) or their relatives except Shri J P Chowdhary, Shri Umesh Chowdhary and Shri Anil Kumar Agarwal, is in any way concerned or interested in the Resolution.

NOTICE OF ANNUAL GENERAL MEETING

ITEM NO.7

The Company with the recommendation of the Audit Committee and approval of the Board at its meeting held on 18th May, 2017 has appointed M/s. M. R. Vyas and Associates; Cost Accountants as Cost Auditor of the Company for the Financial Year 2017-18 at a remuneration of Rs. 1 Lakh (Rupees One Lakh only). Pursuant to the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration of the Cost Auditor is to be ratified by the shareholders.

The Board recommends the resolution set forth at this item for approval of the members.

None of the Directors or KMP or their relatives are concerned or interested in the aforesaid Resolution.

Registered Office :
756 Anandapur,
E M Bypass, Kolkata -700107
Place : Kolkata
Date : May 18, 2017

By Order of the Board of Directors
Dipankar Ganguly
Company Secretary

Details pursuant to Schedule V of the Companies Act, 2013 of Item Nos. 4 & 5:

I. GENERAL INFORMATION				
Name	Shri Anil Kumar Agarwal		Shri R N Tiwari	
Nature of industry	Rolling Stock manufacturing, Heavy Engineering Products and products for Defence Existing Company, already commenced on 08/09/1943.			
Date or expected date of commencement of commercial production In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Existing Company - Not Applicable			
Financial performance based on given indicators		2016-17	2015-16	2014-15
	Sales	12281.70	6718.82	3210.42
	Net Profit	(1054.85)	(1183.09)	(2577.97)
Foreign investments or collaborators, if any	The Company does not have foreign investment			
II. INFORMATION ABOUT TWO MANAGERIAL PERSONNEL				
Name	Shri Anil Kumar Agarwal		Shri R N Tiwari	
Background details	Shri Anil Kumar Agarwal aged about 41 years has 20 years' experience in finance, accounts, and other corporate functions.		Shri R N Tiwari, aged 66 years, has 45 years' experience in Finance & Accounts, Commercial, Legal, Marketing, Personnel and Administration, manufacturing operations and real estate.	
Past remuneration	As non-executive Director, he was being paid the applicable sitting fees only for attending the meetings of Board/Committees.		Rs.18,04,572/- (CTC) per annum	
Recognition or awards	He has been awarded the best CFO award by the then Finance Minister – Shri Pranab Mukherjee.		He has been recognized for his administrative skills.	
Job profile and his suitability	Subject to superintendence and control of the Board to manage the day to day affairs of the Company including power to sign documents, deeds, agreements and other papers and to do and perform related acts on behalf of the Company in the ordinary course of business and in the interest of the Company.		Subject to superintendence and control of the Board to look after the day to day affairs having control, management and superintendence of the Company's factory at Bharatpur, with power to sign documents, deeds, agreements and other papers and to do and perform related acts, deeds and things on behalf of the Company in the ordinary course of business and in the interest of the Company.	

NOTICE OF ANNUAL GENERAL MEETING

Name	Shri Anil Kumar Agarwal	Shri R N Tiwari
Remuneration proposed	Rs. 12,00,059/- per annum	Rs. 24,00,108/- per annum
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is comparable with the remuneration drawn by the peers and is necessitated due to complexities of business	
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Shri Anil Kumar Agarwal and Shri R N Tiwari do not have any pecuniary relationship with the Company or with the managerial personnel.	
Minimum Remuneration	In the event of inadequacy or loss during the tenure of Shri Anil Agarwal as Wholetime Director, he will be paid minimum remuneration equivalent to monthly fixed remuneration or such other higher amount as may be permitted by the provisions of the Act.	In the event of inadequacy or loss during the tenure of Shri R N Tiwari as Director (Works), he will be paid minimum remuneration equivalent to monthly fixed remuneration or such other higher amount as may be permitted by the provisions of the Act.
III. OTHER INFORMATION		
Reasons of loss or inadequate profits	Apart from the impact of irregular procurement orders placed by the Indian Railways and at a low price due to predatory pricing resorted to by some of the manufacturers in the industry, the significant finance cost inter alia was a major reason for the loss during the financial year ended March 31, 2017. Further, the Exceptional Item represents the payment of arrears from the period prior to lock out of the Company's operations in 2000, pursuant to Sales Tax Amnesty Scheme, 2016 of the State Government, to amicably settle all the past liabilities.	
Steps taken or proposed to be taken for improvement	Implementation of the Company's plan to achieve growth in other segments after pursuing the order for defence products for which the Company has been issued Industrial License by the Government of India. Cost efficiency and improvement in productivity for optimisation of resources are consistently practiced in order to achieve further improvement in performance while simultaneously de-risking the Company's business from predominant dependence on wagons procurement by Indian Railways.	
Expected increase in productivity and profits in measurable terms	Productivity improvement is assured but the increase in production will depend upon orders for other segments. Efforts are being made to improve the financials and expected to succeed provided Wagons procurement of orders awarded in time by the Indian Railways.	
IV. DISCLOSURES		
<p>The following disclosures are given in the Board of Director's report under the heading "Corporate Governance Report" of the Company in the Annual Report 2016-17:</p> <ul style="list-style-type: none"> (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors; (ii) Details of fixed component and performance linked incentives along with the performance criteria; (iii) Service contracts, notice period, severance fees; (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable. 		

NOTICE OF ANNUAL GENERAL MEETING

Details of directors seeking Appointment/Re-appointment at the Annual General Meeting:

Particulars	Shri Anil Kumar Agarwal	Shri R N Tiwari
Date of Birth	05/07/1975	20/07/1951
Date of Appointment as director	14/03/2010	25/02/2013
Qualifications	Chartered Accountant	LLB and DLL
Expertise in Specific Functional Areas	Shri Anil Kumar Agarwal at 41 years has rich experience in of over twenty years in the finance, accounts, and other corporate functions and been awarded the best CFO award by the then Finance Minister – Shri Pranab Mukherjee.	44 years of experience in the industry in various fields viz. Finance & Accounts, Commercial, Legal, Marketing, Personnel & Administration, Manufacturing operations and real estate etc.
Directorship held in other companies (excluding foreign Companies)	<ul style="list-style-type: none"> • Titagarh Agrico Private Limited • Titagarh Capital Private Limited 	<ul style="list-style-type: none"> • Titagarh Agrico Private Limited
Memberships/Chairmanships of Committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Member of Audit Committee of Titagarh Capital Private Limited	NIL
No. of shares held in the Company	NIL	NIL

