

TITAGARH RAIL SYSTEMS LIMITED

(Formerly Titagarh Wagons Limited)

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Board of Directors

The Board presently consists of twelve Directors and as per the Articles of Association, the Company shall not have less than three Directors and more than 15 Directors.

Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires that at least half of the Board of Directors should comprise of non-executive directors. In addition, it also requires that if the chairman is a non-executive director, at least one-third of the Board of Directors should comprise independent directors and in case he is an executive director, at least half of the Board of Directors should be comprised of independent directors. Further, as per the section 149 of the Companies Act, 2013 (the Act) and aforesaid Regulation 17, there should be at least one woman independent director on the Board of Directors.

The composition of the Board of Directors as on date is as follows:

Sr. No.	Name, Address, Occupation, DIN, Term and Nationality	Age	Designation
1.	Mr. J. P. Chowdhary Occupation: Industrialist DIN: 00313685 Term: Upto January 7, 2027 Nationality: Indian	82	Executive Chairman
2.	Mr. Umesh Chowdhary Occupation: Industrialist DIN: 00313652 Term: Upto September 30, 2025 Nationality: Indian	49	Vice Chairman and Managing Director & CEO
3.	Mr. Anil Kumar Agarwal Occupation: Service DIN: 01501767 Term: Upto May 28, 2024 Nationality: Indian	47	Director (Finance) & Chief Financial Officer
4.	Mr. Saket Kandoi Occupation: Service DIN: 02308252 Term: upto 16 th March 2028. Nationality: Indian	35	Director (Freight Rolling Stock)

5.	Mrs. Rashmi Chowdhary Occupation: Service DIN: 06949401 Term: Liable to retire by rotation Nationality: Indian	50	Non-Executive Director <i>[w.e.f. 14/08/2014]</i>
6.	Mr. Atul Joshi Occupation: Professional DIN: 03557435 Term: Upto January 23, 2028 Nationality: Indian	55	Independent Director
7	Mr. Manoj Mohanka Occupation: Business DIN: 00128593 Term: Upto March 31, 2024 Nationality: Indian	60	Independent Director
8	Mr. Sunirmal Talukdar Occupation: Professional DIN: 00920608 Term : Upto March 31, 2024 Nationality: Indian	71	Independent Director
9	Ms. Nayantara Palchoudhuri Occupation: Professional DIN: 00581440 Term : Upto June 21, 2025 Nationality: Indian	61	Independent Director
10	Mr. Krishan Kumar Jalan Occupation: Professional DIN: 01767702 Term : Upto August 12, 2025 Nationality: Indian	66	Independent Director
11	Mr. Sushil Kumar Roongta Occupation: Professional DIN: 00309302 Term : Upto December 31, 2025 Nationality: Indian	72	Independent Director
12	Mr. Prithish Chowdhary Occupation: Professional DIN: 08509158 Term : Upto 12 th August, 2026 Nationality: Indian	22	Director (Marketing & Business Development)

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has the following whole-time key managerial personnel—

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time director;
- (ii) Company Secretary; and
- (iii) Chief Financial Officer

Titagarh Wagons Limited has the following whole-time Key Managerial Personnel (KMP):

- (i) Mr. Jagdish Prasad Chowdhary, Executive Chairman,
- (ii) Mr. Umesh Chowdhary, Vice Chairman & Managing Director,
- (iii) Mr. Saket Kandoi, Director (Freight Rolling Stock)
- (iv) Mr. Anil Kumar Agarwal, Director (Finance) & Chief Financial Officer
- (v) Mr. Saurav Singhania, Group Finance Controller & Joint CFO.
- (vi) Mr. Dinesh Arya, Company Secretary and Chief Compliance Officer

The following is a brief profile of the KMPs of the Company:

Mr. Jagdish Prasad Chowdhary

Mr. Jagdish Prasad Chowdhary, aged 82 years, is the Executive Chairman of the Company. Mr. J. P. Chowdhary has been the President of the Confederation of Indian Industry (CII) and has been presented with a token of appreciation for his outstanding leadership and contribution towards Indian industry and CII by Mr. Pranab Mukherjee, the then President of India. Mr. J. P. Chowdhary was also a member of Central Board of Trustees, Employees' Provident Fund Organization. He has promoted Titagarh Group of companies including Titagarh Wagons Limited which was incorporated in 1997 and is flagship company of the Group. Mr. J. P. Chowdhary was appointed as the executive chairman of the Company with effect from January 8, 2007. His vision and astute leadership have enabled the Group to become the leading manufacturer of Rail Rolling Stock in India.

Mr. Umesh Chowdhary

Mr. Umesh Chowdhary is the Vice Chairman and Managing Director of Titagarh Wagons Limited. With about 28 years of experience, Mr. Chowdhary at 49 years of age is recognized as a dynamic industrialist. The Italian Republic bestowed upon him the honor of **"CAVALIERE ORDINE DELLA STELLA D'ITALIA"** (Knight of the Order of the Star of Italy) which is one of the highest civilian orders awarded to any foreign national, as a recognition of his outstanding and zealous contribution to the bilateral ties between India and Italy. Has held the office of the Chairman-Confederation of Indian Industry, Eastern Region, Chairman, National Committee of Railways, CII. He is also a committee member of Indian Chamber of Commerce, and a Director on the Board of WBIDC and WBSIEDCL. Mr. Chowdhary is the Honorary Consul of Switzerland in Kolkata since 2010. He has been instrumental in the remarkable growth of the Company as a provider of mobility to billions and has ensured that the Company has become a significant participant in the Atma Nirbhar and Make in India initiatives of the Government of India.

Mr. Anil Kumar Agarwal

Mr. Anil Kumar Agarwal, aged 48 years, is Director (Finance) and Chief Financial Officer of the Company. He began his career with the Company and has now 25 years of association including as CFO since 8th December, 2006. He holds a Bachelor's degree in Commerce from Calcutta University and is a qualified Chartered Accountant from The Institute of Chartered Accountants of India and a Cost Accountant from The Institute of Cost Accountants of India. He has rich experience of over twenty years in finance, accounts, and other corporate functions and been bestowed the best CFO award by the then Finance Minister – Shri Pranab Mukherjee.

He was appointed as Director (Finance) of the Company on 29th May, 2019 and designated Director (Finance) and Chief Financial Officer.

Mr. Saket Kandoi

Mr. Saket Kandoi aged 35 years holds B.A (Hons) in Business Management from University of Kent and has about 16 years experience starting his career with the Company in 2007. He is dynamic, young and energetic leader with knowledge and experience in operations and business development. He is a member of Standing Committee (Transport, Logistics & Water ways) of Bharat Chamber of Commerce.

He has been appointed as Whole Time Director (Director -Freight Rolling Stock) with effect from 17th March 2023.

Mr. Dinesh Arya

Mr. Dinesh Arya at 66 years of age, has about 36 years of post- professional qualification experience and is a Fellow member of the Institute of Company Secretaries of India and Associate Member of the Institute of Cost Accountants of India. He also holds a degree in PGDBA (Finance). He was the Company Secretary and Compliance Officer of the Company for 13 years since 1st February, 2008 before taking a break in 2021.

He has been appointed as Company Secretary & Chief Compliance Officer with effect from 17th March 2023.

Mr. Saurav Singhania

Mr. Saurav Singhania aged about 39 years is a Fellow Member of Institute of Chartered Accountants of India and He has rich experience of over 15 years in finance, accounts, and other corporate functions such as strategy, planning, and fund raising.

He was appointed Group Finance Controller of the Company on 27.06.2015 and has been assigned additional role of Joint CFO with effect from 28.11.2022.