

4<sup>th</sup> September, 2023

**BSE Limited (BSE)**

The Department of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400 001  
**Scrip Code: 532966**

**National Stock Exchange of India Limited (NSE)**

The Listing Compliance Department  
Exchange Plaza Bandra-Kurla Complex  
Bandra (E), Mumbai – 400 051  
**Scrip Code: TITAGARH**

Madam/Sir,

**Sub: Outcome of Board Meeting held today i.e., 4<sup>th</sup> September, 2023**

Pursuant to provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), this is to inform that the Board of Directors of the Company at its meeting held today i.e., 4<sup>th</sup> September, 2023, *inter alia*, considered and approved the following, subject to approval of the shareholders at the ensuing Annual General Meeting:

1. Appointment of Shri. B. Prasada Rao (DIN: 01705080) as an Additional Director in the category of Non-Executive Independent Director of the Company.
2. Appointment of Shri. Debanjan Mandal (DIN: 00469622) as an Additional Director in the category of Non-Executive Independent Director of the Company.
3. Appointment of M/s. Salarpuria & Partners, Chartered Accountants (Firm Registration No. 302113E) as the Joint Statutory Auditors of the Company for a period of 5 years, from the conclusion of the ensuing 26<sup>th</sup> Annual General Meeting of the Company, based on recommendation of the Audit Committee.

The details as required under Regulation 30 of Listing Regulations read with SEBI Circular dated 9<sup>th</sup> September, 2015 & and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023 in this regard is given below in **Annexure- I**.

The meeting commenced at 12:45 P.M. and concluded at 1.45 P.M.

Please take the above on record.

Thanking you,

Yours faithfully,

**For TITAGARH RAIL SYSTEMS LIMITED**  
(Formerly TITAGARH WAGONS LIMITED)

**Dinesh Arya**  
**Company Secretary & Chief Compliance Officer**  
**M. No. 3665**

CIN: L27320WB1997PLC084819

**ANNEXURE I**

Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Circulars No. CIR/CFD/CMD/4/2015, dated 9<sup>th</sup> September, 2015 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023.

Sl. No.	Particulars	Details
1.	Name of the Director	B. Prasada Rao
2.	Reason for change viz. appointment	Appointment of Shri. B. Prasada Rao (DIN: 01705080) as an Independent Director of the Company.
3.	Date of Appointment & Terms of Appointment	4 <sup>th</sup> September, 2023  Appointment of Shri. B. Prasada Rao (DIN: 01705080) as an Additional Director in the category of Non-Executive Independent Director of the Company for a period of 5 (five) years w.e.f. 4 <sup>th</sup> September, 2023 to 3 <sup>rd</sup> September, 2028, not liable to retire by rotation.
4.	Brief Profile (in case of appointment)	Shri. B. Prasada Rao aged 69 years has served as the Chairman & Managing Director of Bharat Heavy Electricals Limited till 31 <sup>st</sup> December, 2015. He is a Mechanical Engineering Graduate from Jawaharlal Nehru Technological University, Kakinada and a Post Graduate in Industrial Engineering from NITIE, Mumbai. During a career spanning more than 37 years in BHEL, Mr. Rao handled a variety of assignments and has diversified, versatile and varied experience both in Strategic as well as operational areas in all business segments of BHEL. He was elevated to the Board of BHEL in 2007 and as its Chairman & Managing Director in 2009.  Mr. Rao served as member of the Studies Group of World Energy Council for two terms. He was the Chairman of CII Public Sector Enterprises Council, is a Fellow of the Institution of Engineers (India) and Indian National Academy of Engineering. He has to his credit a number of awards and accolades, both institutional and individual.  Post retirement from BHEL, he was Managing Director of Steag Energy Services India, a 100% owned subsidiary of Steag Energy Services Germany.
5.	Disclosure of relationship between Directors	Shri. B. Prasada Rao is not related to any other Director of the Company.
6.	Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20th June 2018	Shri. B. Prasada Rao is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.



# TITAGARH

RAIL SYSTEMS LIMITED

formerly Titagarh Wagons Limited

Sl. No.	Particulars	Details
1.	Name of the Director	Debanjan Mandal
2.	Reason for change viz. appointment	Appointment of Shri Debanjan Mandal (DIN: 00469622) as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. 4 <sup>th</sup> September, 2023
3.	Date of Appointment & Terms of Appointment	4 <sup>th</sup> September, 2023  Appointment of Shri Debanjan Mandal (DIN: 00469622) as an Additional Director in the category of Non-Executive Independent Director of the Company for a period of 5 (five) years w.e.f. 4 <sup>th</sup> September, 2023 to 3 <sup>rd</sup> September, 2028, not liable to retire by rotation.
4.	Brief Profile (in case of appointment)	Shri Debanjan Mandal, aged 50 years, is the Partner of Fox & Mandal, a premier multi-disciplinary law firm in Kolkata established in 1896. He enrolled as an advocate in 1999 and became the youngest partner of Fox & Mandal at the age of 30 in 2004. The St. Xavier's alumnus has over 20 years of post-qualification experience in the fields of corporate and commercial laws, real estate, infrastructure and dispute resolution and mergers and acquisitions.  He is a member of Incorporated Law Society, High Court at Calcutta, Supreme Court Bar Association and International Bar Association, U.K. Presently he serves on the Boards of several companies in an array of sectors including in tea, retail, plywood and hospitality like CESC Limited, Century Plyboards (India) Limited, Spencer's Retail Limited and is also a member of Indian Chamber of Commerce, Kolkata and Chairman of ICC National Expert Committee on Corporate and Legal Affairs.  He was conferred the Forbes Legal Powerlist 2022 by Forbes India as Top Managing Partner (2022) and 'A-List-Top 100 Lawyers' by India Business Law Journal (2022).
5.	Disclosure of relationship between Directors	Shri Debanjan Mandal is not related to any other Director of the Company.
6.	Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/ CML/ 2018/ 24, dated 20th June 2018	Shri Debanjan Mandal is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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Registered & Corporate Office: Titagarh Towers, 756, Anandapur, E. M. Bypass, Kolkata 700 107, India  
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# TITAGARH

RAIL SYSTEMS LIMITED

formerly Titagarh Wagons Limited

Sl. No.	Particulars	Details
1.	Name of the Firm	M/s Salarpuria & Partners, Chartered Accountants (Firm Registration No. 302113E)
2.	Reason for change viz. appointment	Appointment of M/s Salarpuria & Partners, Chartered Accountants (Firm Registration No. 302113E) as Joint Statutory Auditors of the Company
3.	Date of Appointment & Terms of Appointment	Appointment of M/s Salarpuria & Partners, Chartered Accountants (Firm Registration No. 302113E) as Joint Statutory Auditors, to hold office from the conclusion of 26 <sup>th</sup> AGM until the conclusion of the 31 <sup>st</sup> Annual General Meeting of the Company. They shall hold office jointly with Price Waterhouse & Co Chartered Accountants LLP (Firm Registration No. 302113E), the Statutory Auditors of the Company.
4.	Brief Profile (in case of appointment)	M/s Salarpuria & Partners, Chartered Accountants (Firm Registration No. 302113E) was founded in 1975 and has 12 partners and 60 plus qualified and semi qualified personnel having rich experience ranging from 10 to 25 years with global exposure to meet client specific requirements across several sectors. The firm has the expertise and experience in providing various professional services apart from audit of books of accounts and offers range of services in the field of financial, auditing, accounting, consultancy, and other auxiliary services.

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