

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]



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

(iv)	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
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 27/08/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ☐ Yes ☒ No

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	U25910WB2023PLC262716	Joint Venture	49
5	TITAGARH FIREMA ENGINEERING	U30204TS2023FTC177212	Joint Venture	49
6	SHIVALIKS MERCANTILE PRIVATE	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	1,290,500,000	134,673,768	134,673,768	134,673,768
Total amount of equity shares (in Rupees)	2,581,000,000	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	1,290,500,000	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)	2,581,000,000	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
Equity shares	Physical	DEMAT	Total			
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

INE615H01020

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

0

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 type="text"/>
---	----------------------

Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
---	----------------------	---	----------------------

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
--	---------	-------------	------------

Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
---	----------------------	---	----------------------

Ledger Folio of Transferor <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferor's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name
Ledger Folio of Transferee <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferee's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	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					

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)

8

(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)

292,387

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

292,395

(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	3	1	0.11	9.51
B. Non-Promoter	3	6	2	6	0.07	0
(i) Non-Independent	3	0	2	0	0.07	0
(ii) Independent	0	6	0	6	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	7	0.18	9.51

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

14

(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 Ch	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 Chowdhary	00313652	Managing Director	77,530	
Shri Anil Kumar Agarwal	01501767	Whole-time director	100,000	
Shri Prithish Chowdhary	08509158	Whole-time director	0	
Shri Saket Kandoi	02308252	Whole-time director	0	
Smt. Rashmi Chowdhary	06949401	Director	12,816,105	
Shri Atul Joshi	03557435	Director	0	
Shri Krishan Kumar Jaiswal	01767702	Director	0	
Shri Sushil Kumar Roop	00309302	Director	0	
Ms. Nayantara Palchoudhary	00581440	Director	0	
Shri Bontha Prasada Ray	01705080	Director	0	
Shri Debanjan Mandal	00469622	Director	0	
Shri Dinesh Arya	ADDP8583C	Company Secretary	40,000	
Shri Saurav Singhania	AQYPS3646N	CFO	39,500	

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

4

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 Ray	01705080	Director	04/09/2023	Appointment
Shri Debanjan Mandal	00469622	Director	04/09/2023	Appointment
Shri Manoj Mohankar	00128593	Director	31/03/2024	Cessation
Shri Sunirmal Talukder	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 GENER	04/07/2023	140,653	90	21.93
ANNUAL GENERAL MEETI	29/09/2023	197,755	50	45.06
EXTRAORDINARY GENER	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
1	AUDIT COMM	23/05/2023	3	3	100

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
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
		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	27/08/2024
								(Y/N/NA)
1	Shri Jagdish P	15	14	93.33	6	6	100	Yes
2	Shri Umesh C	15	14	93.33	8	8	100	Yes
3	Shri Anil Kuma	15	14	93.33	4	4	100	Yes
4	Shri Prithish C	15	14	93.33	2	1	50	Yes
5	Shri Saket Kar	15	15	100	0	0	0	No
6	Smt. Rashmi C	15	14	93.33	2	2	100	Yes
7	Shri Atul Joshi	15	15	100	20	19	95	Yes
8	Shri Krishan K	15	15	100	6	6	100	Yes
9	Shri Sushil Ku	15	14	93.33	6	6	100	Yes
10	Ms. Nayan tara	15	15	100	3	3	100	Yes
11	Shri Bontha P	10	9	90	3	3	100	No
12	Shri Debanjan	10	3	30	0	0	0	No

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 KAND	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
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

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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

PRITHISH
CHOWDHARY
Digitally signed by
PRITHISH
CHOWDHARY
Date: 2024.10.26
15:03:53 +05'30'

DIN of the director

To be digitally signed by

Dinesh
Arya
Digitally signed by
Dinesh Arya
Date: 2024.10.26
15:05:14 +05'30'

- ☒ 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

List of attachments

Attachment for MGT 7 Board committees.
TRSL_MGT_8_2023-24_Final.pdf
Note to MGT-7.pdf

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



Form No. MGT-8

CERTIFICATE

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of
Companies (Management and Administration) Rules, 2014]

I have examined the registers, records, books and papers of **Titagarh Rail Systems Limited** (formerly Titagarh Wagons Limited) CIN: L27320WB1997PLC084819 ('the Company') as required to be maintained under the Companies Act, 2013 (hereinafter referred to as 'the Act') and the rules made thereunder for the financial year ended on **31.03.2024**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the financial year **31.03.2024** correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made thereunder in respect of:
1. Its status is active under the Companies Act, 2013 being a Listed Public Limited Company, limited by shares;
 2. Maintenance of registers/records as per the provisions and the rules made thereunder and all entries therein have been duly recorded within the time prescribed therefor;
 3. Filing of forms and returns as stated in the Annual Return with the Registrar of Companies, Regional Director, Central Government, Tribunal, Court or other authorities within/beyond the prescribed time, wherever required;
 4. Calling/convening/holding meetings of Board of Directors, its committees and the meetings of the members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including circular resolutions and resolutions passed by postal ballot, have been properly recorded in the Minutes Book/Registers maintained for the purpose and the same have been signed;
 5. Closure of the Register of Members/Security Holders as the case may be, as per provisions of the Act;
 6. The Company has given advances to its whole-time director in compliance with the provisions of Section 185 of the Act; However, no loans and advances were granted to any other Directors and/or persons or firms or companies referred in section 185 of the Act;
 7. All contracts/arrangements entered into with Related Parties as defined under Section 188 of the Companies Act, 2013 during the relevant financial year. Details of related party disclosures are provided elaborately in the Notes to the Financial Statements of the Audited Financial Statements for the year ended **31.03.2024**;
 8. During the reporting period, the Company has issued and allotted 76,00,000 Equity Shares of Rs. 2/- each at a premium of Rs. 380/- per share aggregating Rs. 28,880.00 lakhs on Preferential basis to Smallcap World Fund Inc. and 75,02,679 fresh Equity Shares of Rs. 2/- each at a premium of Rs. 931/- per share aggregating Rs. 69,999.99 lakhs by way of Qualified Institutions Placement (QIP). There was no buy back of securities, alteration/reduction of share capital or conversion of shares/securities. There are no preference shares or debentures in the Company. Further, share transfer/transmission of shares were done by the Registrar and Share transfer Agent M/s. Maheshwari Datamatics Private Limited and share certificate(s) issued in all instances, wherever required;



9. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares, and bonus shares pending registration of transfer of shares;
10. The Company has transferred unpaid/unclaimed dividends/other amounts to Investor Education & Protection Fund related to unpaid/unclaimed dividend as per the provisions of the Act;
11. Signing of audited financial statement was as per the provisions of section 134 of the Companies Act, 2013 and report of Directors is as per sub-sections (3), (4) and (5) thereof;
12. Constitution, appointment, re-appointments, retirement, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; However, the Company was not required to fill any casual vacancies;
13. Appointment of auditors was as per the provisions of Section 139 and other applicable Sections of the Companies Act, 2013.
14. Approval(s) wherever required taken from the Central Government, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company has not accepted/renewed/re-paid any deposits from public;
16. Borrowings from banks and creation/modification/satisfaction of charges in that respect, wherever applicable; However, the Company has not borrowed from its Directors, members, public financial institutions and others;
17. Loans, investments or guarantees given or providing of securities made to other bodies corporate or persons falling under the provisions of section 186 of the Companies Act, 2013;
18. The Company's name was changed from Titagarh Wagons Ltd. to Titagarh Rail Systems Ltd. vide Certificate of Incorporation dated 19.05.2023 received from the Registrar of Companies, West Bengal, which was effected in the Memorandum & Articles of Association of the Company during the year under review. Further, the Articles of Association of the Company were altered by deletion of Article 29 in terms of approval of Shareholders of the Company at the Annual General Meeting held on 29/09/2023.

Place: Kolkata
Date: 7th October, 2024

**SUMANTRA
SINHA**

(CS Sumantra Sinha)
Practising Company Secretary
ACS 11247/CP No.:15245
PR: 1421/2021

UDIN: A011247F001459661



ATTACHMENT FOR MGT-7

CONTINUATION OF BOARD MEETINGS HELD IN THE FY 2023-24

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			No. of directors attended	% of Attendance
13.	02/02/2024	14	12	85.71
14.	05/03/2024	14	10	71.42
15.	15/03/2024	14	13	92.86

CONTINUATION OF COMMITTEE MEETINGS HELD IN THE FY 2023-24

S. No.	Type of meeting	Date of meeting	Total Number of members as on the date of the meeting	Attendance	
				No. of members attended	% of Attendance
11.	Audit Committee	24/01/2024	3	3	100
12.	Audit Committee	02/02/2024	3	3	100
13.	Audit Committee	21/02/2024	3	3	100
14.	Audit Committee	15/03/2024	3	3	100
15.	Stakeholders' Relationship Committee	16/03/2024	4	4	100
16.	Nomination and Remuneration Committee	24/05/2023	4	4	100
17.	Nomination and Remuneration Committee	04/09/2023	4	4	100
18.	Nomination and Remuneration Committee	20/12/2023	4	4	100
19.	Nomination and Remuneration Committee	15/03/2024	4	4	100
20.	Corporate Social Responsibility Committee	24/05/2023	4	4	100
21.	Corporate Social Responsibility Committee	04/09/2023	4	4	100

CIN: L27320WB1997PLC084819

Registered Office: Poddar Point, 10th Floor, 113 Park Street, Kolkata 700016, India
Corporate Office: Titagarh Towers, 756 Anandapur, E.M Bypass, Kolkata 700107, India
Phone: +91 33 40190800 Fax: +91 33 40190823 Email: corp@titagarh.in; Web: www.titagarh.in

22.	Risk Management Committee	04/09/2023	4	4	100
23.	Risk Management Committee	02/03/2024	4	3	75
24.	Talent and Leadership Pipeline Development Committee	07/11/2023	4	4	100
25.	Talent and Leadership Pipeline Development Committee	08/11/2023	4	4	100
26.	Talent and Leadership Pipeline Development Committee	19/12/2023	4	4	100
27.	Qualified Institutions Placement Committee	27/11/2023	4	3	75
28.	Qualified Institutions Placement Committee	07/12/2023	4	4	100
29.	Qualified Institutions Placement Committee	12/12/2023	4	4	100
30.	Qualified Institutions Placement Committee	13/12/2023	4	4	100

CIN: L27320WB1997PLC084819

Registered Office: Poddar Point, 10th Floor, 113 Park Street, Kolkata 700016, India
Corporate Office: Titagarh Towers, 756 Anandapur, E.M Bypass, Kolkata 700107, India
Phone: +91 33 40190800 Fax: +91 33 40190823 Email: corp@titagarh.in; Web: www.titagarh.in

25th October, 2024

To,
MINISTRY OF CORPORATE AFFAIRS
OFFICE OF THE REGISTRAR OF COMPANIES

Sub: Clarification for Form MGT-7 for the FY 2023-24

Dear Sir/ Madam,

At "Point VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS" of the Form MGT-7, the number of Promoters at the end of the year has been entered as 8. However, the number of Promoters/ Promoter Group at the end of the year is 11, out of which 3 members of Promoter Group have NIL shareholding. The said status is in line with the disclosures submitted to Stock Exchanges for quarterly shareholding pattern wherein 8 Promoters/ Promoter Group entities appear. For your ready reference, we set out below the details of Promoter/ Promoter Group along with their shareholding:

Sl. No.	Name of Promoter	Number of shares held
1	Rashmi Chowdhary	12816105
2	Umesh Chowdhary	77530
3	Jagdish Prasad Chowdhary	70700
4	Vinita Bajoria	32051
5	Bimla Devi Kajaria	2000
6	Gaurav Kajaria	0
7	Savitri Devi Chowdhary	0
8	Sumita Kandoi	0
9	Titagarh Capital Management Services Private Limited	24071588
10	Titagarh Logistics Infrastructures Private Limited	1908487
11	Jagdish Prasad Chowdhary (TRUSTEE OF CHOWDHARY FOUNDATION)	18201875

We request you to take the same on record.

Thanking you
yours faithfully
For Titagarh Rail Systems Limited
(formerly Titagarh Wagons Limited)


Dinesh Arya
Company Secretary & Chief Compliance Officer
FCS 3665

CIN: L27320WB1997PLC084819

Registered Office: Poddar Point, 10th Floor, 113 Park Street, Kolkata 700016, India
Corporate Office: Titagarh Towers, 756 Anandapur, E.M Bypass, Kolkata 700107, India
Phone: +91 33 40190800 Fax: +91 33 40190823 Email: corp@titagarh.in; Web:
www.titagarh.in