

7<sup>th</sup> April, 2025

**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  
**Symbol: TITAGARH**

Madam/Sir,

**Sub: Outcome of meeting of Board of Directors of Titagarh Rail Systems Limited (“the Company”) held on 7<sup>th</sup> April, 2025 in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’)**

Pursuant to provisions of the Regulations 17, 25, 30 and other applicable regulations read with Schedule III of the Listing Regulations, we wish to inform that based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held today i.e., 7<sup>th</sup> April, 2025, has:

1. Approved re-appointment of Ms. Nayantara Palchoudhuri, (DIN: 00581440) as Non-Executive Independent Director of the Company for a second term of five years w.e.f. 22<sup>nd</sup> June, 2025, subject to approval of the shareholders of the Company.
2. Approved re-appointment of Shri. Krishan Kumar Jalan (DIN: 01767702) as Non-Executive Independent Director of the Company for a second term of five years w.e.f. 13<sup>th</sup> August, 2025, subject to approval of the shareholders of the Company.
3. Approved re-appointment of Shri. Mr. Sushil Kumar Roongta (DIN: 00309302) as Non-Executive Independent Director of the Company for a second term of five years w.e.f. 1<sup>st</sup> January, 2026, subject to approval of the shareholders of the Company.
4. Approved re-appointment of Shri. Umesh Chowdhary (DIN: 00313652), Vice Chairman & Managing Director & CEO of the Company for a term of five years, w.e.f. 1<sup>st</sup> October, 2025.
5. Taken on record retirement of Shri Dinesh Arya, Company Secretary and Chief Compliance Officer w.e.f. the close of business hours on 31<sup>st</sup> May, 2025.
6. Approved appointment of Shri Aditya Purohit (ICSI Membership No. ACS 27825) as Company Secretary and Compliance Officer w.e.f. 1<sup>st</sup> June, 2025.
7. Approved appointment of Shri Vijay Subramanian as Chief Transformation Officer, Senior Management Personnel of the Company with effect from today, i.e., 7<sup>th</sup> April, 2025. As CTO, he will work with cross functional teams with the objective of greater efficiency in day to day operations, engineering and design processes, business development and other management functions under the guidance and supervision of Vice Chairman & Managing Director.
8. Approved Notice of Postal Ballot for seeking approval of the shareholders of the Company for the above said special business items as may be applicable. The said Notice of Postal Ballot will be sent to the shareholders and Stock Exchanges in due course.

Brief profile and details as required under Regulation 30 read with Schedule III of the Listing Regulations, and SEBI Circulars are enclosed herewith as **Annexure 1**.

The meeting commenced at 12 Noon and concluded at 8.00 P.M.

CIN: L27320WB1997PLC084819

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Corporate Office: Titagarh Towers, 756 Anandapur, E.M Bypass, Kolkata 700107, India

Phone: +91 33 40190800 Fax: +91 33 40190823 Email: [corp@titagarh.in](mailto:corp@titagarh.in); Web: [www.titagarh.in](http://www.titagarh.in)

The said disclosure is also being made available on the website of the Company at [www.titagarh.in](http://www.titagarh.in).

Please take the above on record.

Thanking you,  
yours faithfully,  
**for TITAGARH RAIL SYSTEMS LIMITED**

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

**Encl.: as above**

**Annexure 1**

Disclosure in terms of Regulation 30 of the SEBI Listing Regulations read with SEBI Circulars

| Sl. No. | Particulars  | Details  |
|---------|--|--|
| 1.      | Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise;         | Re-appointment of Ms. Nayantara Palchoudhuri as Non-Executive Independent Director of the Company.   |
| 2.      | Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/re-appointment; | Re-appointment for a second term of five years w.e.f. 22 <sup>nd</sup> June, 2025.   |
| 3.      | Brief profile (in case of appointment);  | She is a Non-Executive Independent Director of TRSL since June, 22, 2020. She has more than 26 years' experience in the operations and management of the tea estates in North Bengal. Apart from being a member of the board of several other companies and serving as the Honorary Consul for Norway in Eastern Region, she is Vice Chairman Indian Tea Association and Vice Chairman (Additional) and Council Member of Tea Research Association. She is B.A. (HONS) in Political Science from University of Jadavpur with a First Class First and was awarded the University Gold Medal and the National Scholarship. She also holds a M.A. in Development Studies from the School of Oriental and African Studies (University of London), M. Phil (Research Degree) from the London School of Economics & Political Science (LSE) and was awarded the Metcalfe Scholarship Served as a member of the Senate of University of Calcutta. |
| 4.      | Disclosure of relationships between directors (in case of appointment of a director).                | Not applicable.  |

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| Sl. No. | Particulars  | Details  |
|---------|--|--|
| 1.      | Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise;         | Re-appointment of Shri. Krishan Kumar Jalan as Non-Executive Independent Director of the Company.  |
| 2.      | Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/re-appointment; | Re-appointment for a second term of five years w.e.f. 13 <sup>th</sup> August, 2025.   |
| 3.      | Brief profile (in case of appointment);  | He is serving as an Independent Director on Company's Board since August 13, 2020. He holds Master of Philosophy degree in Mathematics and Public Administration. He is former Secretary to the Government of India and spent over three and half decades in the Indian Administrative Service, Haryana Cadre. He has held various senior positions including Additional Chief Secretary, Principal Secretary and Director of various departments of Haryana Government. During his initial career, he worked as the District Magistrate/Collector for five districts in Haryana namely Bhiwani, Sonapat, Rewari, Faridabad and Karnal. With Government of India, he had worked as Central Provident Fund Commissioner and major e-governance initiatives and activities were undertaken in the Employee Provident Fund Organization under his leadership. He has also worked as Joint Secretary in the Ministry of Textiles, Government of India. |
| 4.      | Disclosure of relationships between directors (in case of appointment of a director).                | Not applicable.  |

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| Sl. No. | Particulars  | Details  |
|---------|--|--|
| 1.      | Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise;         | Re-appointment of Shri. S.K. Roongta as Non-Executive Independent Director of the Company.   |
| 2.      | Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/re-appointment; | Re-appointment for a second term of five years w.e.f. 1 <sup>st</sup> January, 2026.   |
| 3.      | Brief profile (in case of appointment);  | He is a Non-Executive Independent Director of TRSL. An Electrical Engineer from BITS, Pilani and PG Diploma in Business Management (International Trade) from IIFT, Delhi he has about 50 years of experience in Industry. He was the Executive Chairman of SAIL (Steel Authority of India Limited) during 2006-2010. He has also served as the Chairman, Board of Governors, Indian Institute of Technology (IIT), Bhubaneswar and as Chairman of Panel of Experts on Reforms in the Central PSEs constituted by the then Planning Commission. 'Roongta Committee Report' is generally taken as a benchmark for CPSE reforms. He presently is Non-Executive Chairman of BALCO and also serves as director on the boards of several reputed companies. |
| 4.      | Disclosure of relationships between directors (in case of appointment of a director).                | Not applicable.  |

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| Sl. No. | Particulars  | Details   |
|---------|--|---|
| 1.      | Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise;         | Re-appointment of Shri. Umesh Chowdhary (DIN: 00313652), Vice Chairman & Managing Director & CEO of the Company for a term of five years, w.e.f. 1 <sup>st</sup> October, 2025.   |
| 2.      | Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/re-appointment; | Re-appointment for a term of five years, w.e.f. 1 <sup>st</sup> October, 2025   |
| 3.      | Brief profile (in case of appointment);  | <p>He is Vice Chairman &amp; Managing Director of TRSL. The Italian Republic has bestowed upon him the honour 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 contribution to the bilateral ties between India and Italy. He 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. He is also the Honorary Consul of Switzerland in Kolkata since 2010.</p> <p>He has been instrumental in the remarkable growth of the Company as a provider of mobility solutions 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.</p> |
| 4.      | Disclosure of relationships between directors (in case of appointment of a director).                | Not applicable.   |

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| Sl. No. | Particulars  | Details   |
|---------|--|---|
| 1.      | Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise;         | Shri Dinesh Arya, Company Secretary & Chief Compliance Officer of the Company is retiring w.e.f. the close of business hours on 31 <sup>st</sup> May, 2025. |
| 2.      | Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/re-appointment; | Not Applicable.   |
| 3.      | Brief profile (in case of appointment);  | Not applicable.   |
| 4.      | Disclosure of relationships between directors (in case of appointment of a director).                | Not applicable.   |

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| Sl. No. | Particulars  | Details  |
|---------|--|--|
| 1.      | Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise;         | Appointment of Shri Aditya Purohit (ICSI Membership No. ACS 27825)   |
| 2.      | Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/re-appointment; | 1 <sup>st</sup> June, 2025. Full time employee.  |
| 3.      | Brief profile (in case of appointment);  | Mr. Purohit at 41 years of age, is a qualified Company Secretary and associate member of the Institute of Company Secretaries of India since 2010. He has 19 years of experience of which 15 years post professional qualification. He was General Manager- Secretarial and Legal in Birla Group before joining the Company. |
| 4.      | Disclosure of relationships between directors (in case of appointment of a director).                | Not applicable.  |

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| Sl. No. | Particulars  | Details  |
|---------|--|--|
| 1.      | Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise;         | Appointment of Shri. Vijay Subramanian designated as Chief Transformation Officer of the Company.  |
| 2.      | Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/re-appointment; | 7 <sup>th</sup> April, 2025.<br><br>Terms of appointment: Full-time employment.  |
| 3.      | Brief profile (in case of appointment);  | Vijay Subramanian at 51 years has 29 years of rich experience in Rolling Stock/ Automotive, Chemical, Float glass and Process Industries, of which 18 years at senior level including 5 years at Alstom Transport as Managing Director. He is BE in Chemical engineering and holds PG diploma in operations management. Prior to joining the Company, he was CEO of Titagarh Firema SpA, Italy, associate company. |
| 4.      | Disclosure of relationships between directors (in case of appointment of a director).                | Not applicable.  |

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