

15<sup>th</sup> September, 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**

Dear Madam/Sir,

**Sub: Summary of proceedings of 28<sup>th</sup> Annual General Meeting of the Company held today, 15<sup>th</sup> September, 2025 in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the summary of proceedings of the 28<sup>th</sup> Annual General Meeting of the Company held today, the 15<sup>th</sup> September, 2025 through Video Conferencing / Other Audio Visual Means.

This is for your information and records.

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

**Aditya Purohit**  
**Company Secretary & Compliance Officer**  
**M. No. ACS 27825**

Encl. as above

CIN: L27320WB1997PLC084819

Registered Office: Poddar Point, 10<sup>th</sup> 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](mailto:corp@titagarh.in); Web: [www.titagarh.in](http://www.titagarh.in)

## **SUMMARY OF THE PROCEEDINGS OF THE 28<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE COMPANY**

The 28<sup>th</sup> Annual General Meeting ("AGM") of the Members of Titagarh Rail Systems Limited ("the Company") was held today, i.e. 15<sup>th</sup> September, 2025 through Video Conferencing / Other Audio Visual Means, without the physical presence of the members at a common venue, in conformity with the provisions of Companies Act, 2013 read with the Rules issued thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"). The meeting commenced at 11.30 A.M. and concluded at 12:30 P.M.

The statutory registers and other relevant documents as required under the Act were available electronically for inspection by the members interested during the AGM.

Shri Umesh Chowdhary, Vice Chairman & Managing Director (VCMD) being so authorized in accordance with the Article 17(3) of the Articles of Association (AoA), after confirmation from Company Secretary informed the members that the requisite quorum of members was present and that the Chairman was also in attendance and would preside over once VCMD extended a warm welcome to the members present at the AGM and greeted the Board members who had also joined the meeting from different locations through Video Conferencing.

The representatives of the Price Waterhouse & Co., Chartered Accountants LLP, and M/s Salarpuria & Partners, Chartered Accountants, Statutory Auditors and Shri. Prateek Kohli, Secretarial Auditor of the Company, also joined the meeting through Video Conferencing.

The Chairman of the Board, pursuant the Article 17(2) of the AoA took the Chair and called the meeting to order. He addressed the shareholders and briefed them on certain key developments during and post the financial year ended 31<sup>st</sup> March, 2025. He placed on record his appreciation for the continued support and cooperation of the shareholders, employees, investors, government and all other stakeholders.

Thereafter, he informed the Members that in compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder and amendments thereto, read together with the relevant MCA Circulars and Regulation 44 of the Listing Regulations, the Company had engaged the services of National Securities Depository Limited ("NSDL"), to provide remote e-voting facility which commenced on Thursday, the 11<sup>th</sup> September, 2025 (09:00 A.M. IST) and ended on Sunday, the 14<sup>th</sup> September, 2025 (05:00 P.M. IST) and e-voting facility during the AGM to all the eligible Members, whose names appear in the Register of Members / List of Beneficial Owners, as on the 'cut-off' date i.e., Monday, 08<sup>th</sup> September, 2025 to enable them to cast their votes electronically in respect of the businesses being transacted at the Meeting. It was announced by him that there is no requirement of proposing and seconding the motion (resolutions) as the AGM was being held virtually. It was also announced that the e-voting will be open for 15 (Fifteen) minutes post conclusion of the meeting.

With the consensus of the members the Notice of the AGM and the Annual Report which had been dispatched individually to all the members by email and also the notices to that effect also duly published in the newspapers in English and Vernacular dailies, were taken as read.

As requested by the Chairman, Shri Aditya Purohit, Company Secretary read out the qualifications in the report of Statutory Auditors.

Thereafter, the Chairman read out the following Ordinary & Special items of business, as set out in the Notice of AGM dated 11<sup>th</sup> August, 2025, transacted at the meeting, except the items No. 2 and 3 which were read out by Shri K K Jalan, Independent Director & Chairman of Nomination and Remuneration Committee, since Shri Jagdish Prasad Chowdhary was deemed interested therein:

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Resolution No.	Particulars	Resolution type
1.	To receive, consider and adopt:  (a) The Audited <b>Standalone</b> Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and (b) The Audited <b>Consolidated</b> Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2025, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary Resolution
2.	To appoint a Director in place of Shri Jagdish Prasad Chowdhary (DIN: 00313685), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.	Ordinary Resolution
3.	To appoint a Director in place of Shri Prithish Chowdhary (DIN: 08509158), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.	Ordinary Resolution
4.	To declare final dividend of Re. 1 (Rupee One only) (50%) per equity share of Rs. 2/- (Rupees Two only) each for the financial year ended 31 <sup>st</sup> March, 2025.	Ordinary Resolution
5.	To approve Payment of Remuneration to Independent/ Non-Executive Directors of the Company.	Special Resolution
6.	To ratify the remuneration of Cost Auditors.	Ordinary Resolution
7.	To appoint Secretarial Auditor of the Company for a term of 5 (five) consecutive years.	Ordinary Resolution

On the invitation of the Chairman, the members who had registered themselves as speakers, addressed the meeting through VC/OAVM, and their views/queries were noted. With the permission of the Chair, the said queries were duly dealt with by Shri Umesh Chowdhary, Vice Chairman & Managing Director.

He further informed that Shri Sushil Goyal of Sushil Goyal & Co., Practising Company Secretaries appointed as the Scrutinizers by the Board is present at the meeting for scrutinizing the resolutions passed by e-voting process in a fair and transparent manner.

The Chairman then announced that the consolidated results of e-voting along with Scrutinizer's Report on the resolutions contained in the Notice of AGM would be declared and submitted to the Stock Exchanges in terms of the Listing Regulations within stipulated time and will also be available on the website of the Company, the Stock Exchanges and the website of NSDL.

The Chairman authorized the Company Secretary to declare the voting results, intimate the Stock Exchanges and place the same on the website of the Company and the website of NSDL.

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The Items of business mentioned in the Notice of AGM having been transacted, a vote of thanks to the Chair was proposed by one of the members.

Thereafter, the Chairman thanked the members for attending and participating in the AGM, and declared the meeting as concluded.

The resolutions listed above shall be deemed to have been passed on the date of AGM i.e. Monday, 15<sup>th</sup> September, 2025.

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

**Aditya Purohit**  
**Company Secretary & Compliance Officer**  
**M. No. ACS 27825**

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