

27th August, 2024

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

Dear Sir/Madam,

Sub: Summary of proceedings of 27th Annual General Meeting of the Company held today, 27th August, 2024 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 27th Annual General Meeting of the Company held today, 27th August, 2024 through Video Conferencing / Other Audio Visual Means.

This is for your information and records.

Thanking you,
yours faithfully,
**for Titagarh Rail Systems Limited,
(formerly Titagarh Wagons Limited)**

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

SUMMARY OF THE PROCEEDINGS OF THE 27TH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY

The 27th Annual General Meeting (“AGM”) of the Members of Titagarh Rail Systems Limited (formerly Titagarh Wagons Limited) (“the Company”) was held today, 27th August, 2024 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 11.00 A.M. and concluded at 12:20 P.M.

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

The requisite quorum of members being present, Shri J.P. Chowdhary, Chairman, took the Chair and called the meeting to order. The Chairman extended a warm welcome to the members present at the 27th Annual General Meeting of the Company. He then requested the Directors including the Chairman of Audit Committee and Stakeholders Relationship Committee who had also joined the meeting from different locations through Video Conferencing to introduce themselves.

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

At the request of the Chairman, Shri Umesh Chowdhary, Vice Chairman and Managing Director addressed the Meeting. He welcomed the shareholders and briefed them on the operational and financial performance of the Company for the financial year ended 31st March, 2024. He placed on record his appreciation towards the shareholders, the employees and the investors for their continued support and cooperation.

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 Friday, the 23rd August, 2024 (09:00 A.M. IST) and ended on Monday, the 26th August, 2024 (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., Tuesday, 20th August, 2024 to enable them to cast their votes electronically in respect of the businesses as 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 despatched individually to all the members by email and also the notices to that effect had also been duly published in the newspapers in English and Vernacular dailies, were taken as read.

As requested, Shri Dinesh Arya, Company Secretary informed that there were no qualifications, observation or comments in the Statutory Auditors Report and the Secretarial Audit Report, hence the auditors’ reports were not required to be read.

Thereafter, Shri Umesh Chowdhary read out the following Ordinary & Special items of business, as set out in the Notice of AGM dated 30th July, 2024, transacted at the meeting:

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

Sl. No.	Particulars	Resolution Type
1.	Adoption of Annual Financial Statements (Standalone and Consolidated), Report of the Board of Directors and Auditors for the Financial Year ended 31st March, 2024.	Ordinary Resolution
2.	Appointment of a Director in place of Shri. Umesh Chowdhary (DIN: 00313652) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution
3.	Declaration of Final Dividend of Re. 0.80 (40%) per equity share of Rs. 2/- (Rupees two only) each for the Financial Year ended 31st March, 2024.	Ordinary Resolution
4.	Reappointment of Shri Anil Kumar Agarwal (DIN: 01501767), Executive Director, designated as Deputy Managing Director & CEO (Freight Rail Systems) of the Company.	Special Resolution
5.	Revision in remuneration of Shri Prithish Chowdhary (DIN: 08509158), Deputy Managing Director of the Company for the remaining period of his existing term.	Special Resolution
6.	Continuation of directorship of Shri Sushil Kumar Roongta (DIN: 00309302) as Independent Director of the Company who shall attain the age of 75 years during his current tenure	Special Resolution
7.	Ratification of the remuneration to be paid to the Cost Auditor.	Ordinary Resolution

On the invitation of Shri J.P. Chowdhary, the members who had registered themselves as speakers, addressed the meeting through VC/OAVM, and their views/queries were noted/duly dealt with by him.

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 informed 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.

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 as listed above shall be deemed to have been passed on the date of AGM i.e. Tuesday, 27th August, 2024.

**For Titagarh Rail Systems Limited
(formerly Titagarh Wagons Limited)**

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