Form No. MGT-7

Annual Return (other than OPCs and Small Companies)
[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

सत्यमेव जयते

Form language

(●) English ( ) Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN) — L27320WB1997PLC084819

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY) — 01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY) — 31/03/2026

(c) *Type of Annual filing — (●) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	TITAGARH RAIL SYSTEMS LIMITED	TITAGARH RAIL SYSTEMS LIMITED
Registered office address	Poddar Point, 10th Floor, 113 Park Street, Kolkata - 700016,Park Street,Kolkata,Kolkata,West Bengal,India,700016	Poddar Point, 10th Floor, 113 Park Street, Kolkata - 700016,Park Street,Kolkata,Kolkata,West Bengal,India,700016
Latitude details	88.35735	88.35735
Longitude details	22.549094	22.549094

(a) *Photograph of the registered office of the Company showing external building and name prominently visible — Photograph of the registered office.pdf

(b) *Permanent Account Number (PAN) of the company — AA******7P

(c) *e-mail ID of the company — *****titagarh.in

(d) *Telephone number with STD code — 91********00

(e) Website | www.titagarh.in

iv *Date of Incorporation (DD/MM/YYYY) | 03/07/1997

v (a) *Class of Company (as on the financial year end date) | Public company
(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date) | Company limited by shares
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) | Indian Non-Government company
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)

vi *Whether company is having share capital (as on the financial year end date) (●) Yes ( ) No

vii (a) Whether shares listed on recognized Stock Exchange(s) (●) Yes ( ) No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent | 1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U20221WB1982PTC034886	MAHESHWARI DATAMATICS PVT LTD.	23, R.N. Mukherjee Road 5th Floor, Kolkata,Kolkata,West Bengal,India,700001	INR000000353

ix * (a) Whether Annual General Meeting (AGM) held ( ) Yes (●) No

(b) If yes, date of AGM (DD/MM/YYYY)

(c) Due date of AGM (DD/MM/YYYY) | 30/09/2026

(d) Whether any extension for AGM granted ( ) Yes (●) No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

NA

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	23	Manufacture of other non-metallic mineral products	82.84
2	C	Manufacturing	29	Manufacture of motor vehicles, trailers and semi-trailers	17.16

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given: 5

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	U29309WB2018PTC227080		TITAGARH MERMEC PRIVATE LIMITED	Joint Venture	50
2	U25910WB2023PLC262716		RAMKRISHNA TITAGARH RAIL WHEELS LIMITED	Joint Venture	49
3	U30204TS2023FTC177212		TITAGARH FIREMA ENGINEERING SERVICES PRIVATE LIMITED	Subsidiary	66
4	U30200WB1997PTC082919		SHIVALIKS MERCANTILE LIMITED	Joint Venture	44.63
5	U30110WB2024PLC274908		TITAGARH NAVAL SYSTEMS LIMITED	Subsidiary	100

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	1290500000.00	134673768.00	134673768.00	134673768.00
Total amount of equity shares (in rupees)	2581000000.00	269347536.00	269347536.00	269347536.00

Number of classes: 1

Class of shares 1	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	1290500000	134673768	134673768	134673768
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	2581000000.00	269347536.00	269347536	269347536

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	127000000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	1270000000.00	0.00	0.00	0.00

Number of classes: 1

Class of shares 1	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares	127000000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	1270000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	212390	134461378	134673768.00	269347536	269347536	
Increase during the year	0.00	2569.00	2569.00	5138.00	5138.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
x Others, specify Demat of Physical Shares/IEPF	0	2569	2569.00	5138	5138	
Decrease during the year	2569.00	0.00	2569.00	5138.00	5138.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Demat of physical Shares	2569	0	2569.00	5138	5138	
At the end of the year	209821.00	134463947.00	134673768.00	269347536.00	269347536.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify Others	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Others	0	0	0.00			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

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		
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)
(a) Non-convertible debentures

*Number of classes | 0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes | 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes | 0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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 8844

ii * Net worth of the Company 24829324453.13

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	10304911	7.65	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00

	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	25980075	19.29	0	0.00
10	Others Society/Trust	18201875	13.52	0	0.00
	Total	54486861.00	40.46	0.00	0

Total number of shareholders (promoters): 8

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	**Percentage**	**Number of shares**	**Percentage**
1	Individual/Hindu Undivided Family				
	(i) Indian	44050598	32.71	0	0.00
	(ii) Non-resident Indian (NRI)	259	0.00	0	0.00

	(iii) Foreign national (other than NRI)	1437603	1.07	0	0.00
2	Government				
	(i) Central Government	13477	0.01	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	4155972	3.09	0	0.00
4	Banks	482	0.00	0	0.00
5	Financial institutions	10	0.00	0	0.00
6	Foreign institutional investors	14454084	10.73	0	0.00
7	Mutual funds	12565140	9.33	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	2839679	2.11	0	0.00
10	Others AIF,IEPF,Trust,Other	669603	0.50	0	0.00
	Total	80186907.00	59.55	0.00	0

Total number of shareholders (other than promoters) 573371

Total number of shareholders (Promoters + Public/Other than promoters) 573379.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	**Category**	
1	Individual - Female	150811
2	Individual - Male	296250
3	Individual - Transgender	0
4	Other than individuals	126318
	Total	573379.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company 135

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AADHYAA INTERNATIONAL DMCC	ICICI BANK LIMITED 1ST FLOOR, SMS DEPT, EMPIRE COMPLEX 414, S. B. MARG, LOWER PAREL (WEST) MUMBAI, MAHARASHTRA 400013	01/01/2026	United Arab Emirates	500	0.0004
ABU DHABI INVESTMENT AUTHORITY - MONSOON	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ EAST, MUMBAI 400098	01/01/2026	United Arab Emirates	364499	0.2707
ALASKA PERMANENT FUND - DIMENSIONAL FUND ADVISORS LP - EMERGING MARKETS SMALL CA	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	01/01/2026	United States	989	0.0007
ALL COUNTRY EX US EQUITY MARKET SUBTRUST OF DFA GROUP TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	01/01/2026	United States	9751	0.0072
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	01/01/2026	United States	181755	0.135
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS SMALL CAP EQUITY ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	01/01/2026	United States	4701	0.0035
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS VALUE ETF	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	01/01/2026	United States	25526	0.019

AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	01/01/2026	United States	4401	0.0033
AMUNDI ETF ICAV - AMUNDI MSCI INDIA IMI UCITS ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	01/01/2026	Ireland	244	0.0002
AMX UCITS CCF - STOREBRAND - EMERGING MARKETS PLUS	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	01/01/2026	Ireland	4730	0.0035
ARCOT A DWARAKANATHA N	1504 TINALANE FLOSSMOOR ILLINOS 60422 U S A 0	01/01/2026	United States	2	0.0001
ARDAN ENTERPRISES - FZCO	ORBIS FINANCIAL CORPORATION LTD 4 A, OCUS TECHNOPOLIS SECTOR 54, GOLF CLUB ROAD GURGAON 122002	01/01/2026	United Arab Emirates	29360	0.0218
BNP PARIBAS FINANCIAL MARKETS - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI 400051	01/01/2026	France	165217	0.1227
BNYM MELLON DB SL ACWI EX-U.S. SMALL CAP FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	01/01/2026	United States	1331	0.001
BOFA SECURITIES EUROPE SA	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	01/01/2026	France	625	0.0005
BOFA SECURITIES EUROPE SA - ODI	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	01/01/2026	France	2810	0.0021

BVK PERSONALVORSORGE DES KANTONS ZURICH	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ EAST, MUMBAI 400098	01/01/2026	Switzerland	17474	0.013
C WORLDWIDE ASIA	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	01/01/2026	Luxembourg	247791	0.184
C WORLDWIDE INDIA	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	01/01/2026	Luxembourg	50592	0.0376
CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	01/01/2026	United States	57630	0.0428
CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM - GLOBAL EX-US STRATEGY - MANAGED	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	01/01/2026	United States	4967	0.0037
CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM - NORTHERN TRUST INVESTMENTS, INC.	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	01/01/2026	United States	39592	0.0294
CITADEL SECURITIES SINGAPORE PTE. LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ EAST, MUMBAI 400098	01/01/2026	Singapore	530	0.0004
CITY OF NEW YORK GROUP TRUST	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	01/01/2026	United States	3279	0.0024
OTHERS	OTHERS	01/01/2026	United States	1218296	0.9046

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	602016	573371
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	3	1	3	1	0.11	7.51
B Non-Promoter	2	6	1	6	0.14	0.00
i Non-Independent	2	0	1	0	0.07	0
ii Independent	0	6	0	6	0.07	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	4	7	0.25	7.51

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 13

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
PRITHISH CHOWDHARY	08509158	Whole-time director	0	
ADITYA PUROHIT	BBFPP9968R	Company Secretary	0	
JAGDISH PRASAD CHOWDHARY	00313685	Managing Director	70700	
UMESH CHOWDHARY	00313652	Managing Director	77530	
ANIL KUMAR AGARWAL	01501767	Whole-time director	100000	
SAURAV SINGHANIA	AQYPS3646N	CFO	39500	
RASHMI CHOWDHARY	06949401	Director	10122630	
ATUL RAVISHANKER JOSHI	03557435	Director	0	
KRISHAN KUMAR JALAN	01767702	Director	0	
SUSHIL KUMAR ROONGTA	00309302	Director	0	
NAYANTARA PALCHOUDHURI	00581440	Director	0	
PRASADA RAO BONTHA	01705080	Director	0	
DEBANJAN MANDAL	00469622	Director	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
ADITYA PUROHIT	BBFPP9968R	Company Secretary	01/06/2025	Appointment
DINESH ARYA	ADDPA8583C	Company Secretary	31/05/2025	Cessation
SAKET KANDOI	AFUPK6137P	Whole-time director	13/02/2026	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

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extraordinary General Meeting	08/08/2025	622507	52	50
Annual General Meeting	15/09/2025	623122	95	50

B BOARD MEETINGS

*Number of meetings held

13

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/04/2025	12	10	83.33
2	30/05/2025	12	11	91.67
3	07/07/2025	12	12	100
4	09/07/2025	12	11	91.67
5	11/08/2025	12	11	91.67
6	23/08/2025	12	10	83.33
7	05/09/2025	12	10	83.33
8	13/11/2025	12	11	91.67
9	31/12/2025	12	11	91.67
10	13/02/2026	12	11	91.67
11	26/02/2026	11	10	90.91
12	19/03/2026	11	9	81.82
13	27/03/2026	11	10	90.91

C COMMITTEE MEETINGS

Number of meetings held	27

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	07/04/2025	3	3	100
2	AUDIT COMMITTEE	05/05/2025	3	3	100
3	AUDIT COMMITTEE	30/05/2025	3	3	100
4	AUDIT COMMITTEE	09/07/2025	3	3	100
5	AUDIT COMMITTEE	11/08/2025	3	3	100
6	AUDIT COMMITTEE	05/09/2025	3	3	100
7	AUDIT COMMITTEE	13/11/2025	3	3	100
8	AUDIT COMMITTEE	31/12/2025	3	3	100
9	AUDIT COMMITTEE	13/02/2026	3	3	100
10	AUDIT COMMITTEE	26/02/2026	3	3	100
11	AUDIT COMMITTEE	27/03/2026	3	3	100
12	NOMINATION AND REMUNERATION COMMITTEE	07/04/2025	4	4	100
13	NOMINATION AND REMUNERATION COMMITTEE	30/05/2025	4	4	100
14	NOMINATION AND REMUNERATION COMMITTEE	11/08/2025	4	4	100
15	NOMINATION AND REMUNERATION COMMITTEE	31/12/2025	4	4	100
16	NOMINATION AND REMUNERATION COMMITTEE	12/02/2026	4	4	100
17	STAKEHOLDERS RELATIONSHIP COMMITTEE	12/02/2026	3	3	100
18	RISK MANAGEMENT COMMITTEE	22/10/2025	4	4	100
19	RISK MANAGEMENT COMMITTEE	27/03/2026	4	3	75

20	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	30/05/2025	4	4	100
21	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	11/08/2025	4	4	100
22	MANAGEMENT COMMITTEE	29/07/2025	4	4	100
23	MANAGEMENT COMMITTEE	18/08/2025	4	4	100
24	MANAGEMENT COMMITTEE	04/11/2025	4	4	100
25	INDEPENDENT DIRECTORS MEETING	12/02/2026	6	5	83.33
26	INDEPENDENT DIRECTORS MEETING	27/03/2026	6	5	83.33
27	FINANCE COMMITTEE	12/12/2025	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	(Y/N/NA)
1	PRITHISH CHOWDHARY	13	13	100	4	4	100	
2	JAGDISH PRASAD CHOWDHARY	13	12	92	5	5	100	
3	UMESH CHOWDHARY	13	12	92	2	2	100	
4	ANIL KUMAR AGARWAL	13	13	100	16	16	100	
5	RASHMI CHOWDHARY	13	13	100	21	21	100	
6	ATUL RAVISHANKER JOSHI	13	13	100	9	9	100	
7	KRISHAN KUMAR JALAN	13	13	100	5	5	100	
8	SUSHIL KUMAR ROONGTA	13	13	100	10	10	100	
9	NAYANTARA PALCHOUDHURI	13	13	100	5	5	100	

10	PRASADA RAO BONTHA	13	12	92	18	18	100	
11	DEBANJAN MANDAL	13	1	7	4	2	50	

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *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	JAGDISH PRASAD CHOWDHARY	Whole-time director	35728000	0	0	0	35728000.00
2	UMESH CHOWDHARY	Managing Director	35728000	0	0	0	35728000.00
3	ANIL KUMAR AGARWAL	Whole-time director	17691800	0	0	0	17691800.00
4	SAKET KANDOI	Whole-time director	6911879	0	0	0	6911879.00
5	PRITHISH CHOWDHARY	Whole-time director	12076760	0	0	0	12076760.00
	Total		108136439.00	0.00	0.00	0.00	108136439.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered: 2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SUARAV SINGHANIA	CFO	9854000	0	0	0	9854000.00
2	ADITYA PUROHIT	Company Secretary	2891204	0	0	0	2891204.00
	Total		12745204.00	0.00	0.00	0.00	12745204.00

C *Number of other directors whose remuneration details to be entered: 7

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	ATUL RAVISHANKER JOSHI	Director	13550000	1333333	0	0	14883333.00
2	RASHMI CHOWDHARY	Director	600000	0	0	0	600000.00

3	NAYANTARA PALCHOUDHURI	Director	775000	1000000	0	0	1775000.00
4	KRISHNAN KUMAR JALAN	Director	1625000	1333333	0	0	2958333.00
5	SUSHIL KUMAR ROONGTA	Director	1000000	1000000	0	0	2000000.00
6	BONTHA PRASADA RAO	Director	1550000	1333334	0	0	2883334.00
7	DEBANJAN MANDAL	Director	75000	0	0	0	75000.00
	Total		19175000.00	6000000.00	0.00	0.00	25175000.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder | 573379

XIV Attachments

(a) List of share holders, debenture holders | TITAGARH RAIL_MEMB PART 1.xlsm

(b) Optional Attachment(s), if any |

XV 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.

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 applicable provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of PRITHISH CHOWDHARY as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2026

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:
A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1 its status under the Act;
2 maintenance of registers/records & making entries therein 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, the Tribunal , Court or other authorities within/beyond the prescribed time;
4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, 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 the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5 closure of Register of Members / Security holders, as the case may be.
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7 contracts/arrangements with related parties as specified in section 188 of the Act;

8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name: Prateek Kohli

Date (DD/MM/YYYY): 30/08/2026

Place: kolkata

Whether associate or fellow:

○ Associate ● Fellow

Certificate of practice number: 1*4*7

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person: 08509158

*(b) Name of the Designated Person: PRITHISH CHOWDHARY

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* Prithish Chowdhary dated*

(DD/MM/YYYY)	06/06/2021	to sign this form and declare that all the requirements of 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.

***To be digitally signed by**	
*Designation *(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))*	Director
*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator	0*5*9*5*
***To be digitally signed by**	

○ Company Secretary ◉ Company secretary in practice

*Whether associate or fellow:

○ Associate ◉ Fellow

Membership number	
Certificate of practice number	1*4*7

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)	AC5709396
eForm filing date (DD/MM/YYYY)	30/08/2026

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