

December 31, 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,

Subject: Outcome of the Meeting of Board of Directors of Titagarh Rail Systems Limited (the “Company”) held on 31st December, 2025 in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

In accordance with Regulation 30 of the Listing Regulations read with Schedule - III thereto:

1. Further to our letter dated 11th August, 2025, intimating you of the in-principle approval accorded by the Board of Directors of the Company (the Board) to the transfer of Shipbuilding and Maritime Systems (SMS) Business including the undertaking thereunder of the Company to its wholly owned subsidiary - Titagarh Naval Systems Limited (formerly Titagarh Naval Systems Private Limited) (TNSL) as a going concern on slump sale basis, by way of Business Transfer Agreement (BTA) subject to compliances/approvals applicable thereto, we wish to inform that the Board at its meeting held today i.e., Wednesday, 31st December, 2025 has approved the said BTA for transfer of SMS Business to TNSL w.e.f. 1st January, 2026.

The details required as per the SEBI Circular No. Sebi/Ho/Cfd/Pod2/Cir/P/0155 dated 11th November, 2024 And SEBI Circular No. SEBI/Ho/Cfd/Cfd-Pod-2/Cir/P/2024/185 dated 31 December, 2024 in attached as **Annexure-1**.

2. Further to our letters dated 3rd February, 2025 and 30th May, 2025, regarding the grant of 5,00,000 stock options to the eligible employees under Titagarh Rail Systems Limited – Employee Stock Option Plan 2023 (‘TRSL ESOP Scheme 2023’), we wish to inform you that out of the said 5,00,000 stock options, 1,24,500 stock options are lying in the pool upon events, in accordance with the TRSL ESOP Scheme 2023. Nomination & Remuneration Committee (NRC) of the Board, duly empowered in this regard, has today approved grant of the said 124,500 stock options to the eligible employees, who will be entitled to equivalent number of equity shares of the Company at Rs. 860/- per share, upon exercise of the respective options and post vesting of the respective Options, in accordance with the TRSL ESOP Scheme 2023. Vesting schedules remain same as reported earlier.

The details as required under Regulation 30 of the Listing Regulations, read with SEBI Circulars earlier submitted remain unchanged.

3. Following our intimation dated 21st June, 2025, regarding amendment of the TRSL ESOP Scheme 2023 for increasing the number of stock options from 5,00,000 to 15,00,000, the NRC duly empowered by the Board, has at its meeting held today approved grant of 7,50,000 stock options out of the additional 10,00,000 stock options, to the eligible employees under TRSL ESOP Scheme 2023, who will be entitled to equivalent number of equity shares of the Company at Rs. 750/- per share, upon exercise of the respective options and post vesting of the respective Options, in accordance with the TRSL ESOP Scheme 2023.

The details required as per the SEBI Circular No. Sebi/Ho/Cfd/Pod2/Cir/P/0155 dated 11th November, 2024 And SEBI Circular No. Sebi/Ho/Cfd/Cfd-Pod-2/Cir/P/2024/185 dated 31 December, 2024 in attached as **Annexure-2**.

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



The meeting commenced at 1.00 P.M. and concluded at 5.00 P.M.

We request you to take the same on record.

Thanking you
yours faithfully,
For Titagarh Rail Systems Limited

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

Enclosure: As stated above

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ANNEXURE-1

Details as required under Regulation 30 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, and SEBI Circular No. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023

Sl. No.	Particulars of Disclosure	Disclosure
a.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year.	<p>The Revenue of the SMS Business of the Company for the financial year 2024-25 is approximately INR 129.44 Crores representing approximately 3.35% of the total revenue of the Company on a standalone basis.</p> <p>Net-worth of the SMS Business as on March 31, 2025, is approximately INR 122.22 Crores representing 4.85% of net worth of the Company on a standalone basis.</p>
b.	Date on which the agreement for sale has been entered into	The agreement has been entered into on 31 st December, 2025
c.	The expected date of completion of sale/disposal	The expected date of completion is 1 st January, 2026
d.	Consideration received from such sale/disposal	In consideration for transfer of the SMS business, TNSL shall discharge the consideration by way of issuance and allotment of the securities at par to the Company aggregating Rs. 114.88 Crore
e.	Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof.	Titagarh Naval Systems Limited (TNSL), a wholly owned subsidiary of the Company
f.	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Yes, the transaction is done at arm's length.
g.	whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations	<p>The proposed transaction does not form part of any Scheme of Arrangement. The transaction involves transfer of Shipbuilding and Maritime Systems (SMS) Business including the undertaking thereunder of the Company to TNSL, a wholly owned subsidiary, as a going concern on slump sale basis, by way of Business Transfer Agreement (BTA).</p> <p>Accordingly, the provisions of Regulation 37A of SEBI Listing Regulations are not applicable in the present case.</p>
h.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale	Not Applicable
h (i)	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover etc	Not Applicable
h (ii)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Refer point f. above
h (iii)	Area of business of the entity(ies)	<p>The Company is involved in the manufacturing of freight wagons and passenger rolling stock ranging from metro coaches to Vande Bharat sleeper trains and EMU train sets.</p> <p>TNSL is engaged in the business of ship building and maritime systems.</p>

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h (iv)	Rationale for slump sale	It is envisaged that transfer of the SMS business of the Company into TNSL, wholly owned subsidiary will enable the Company to focus on its core activity of Railway systems and allow TNSL to pursue growth in the Shipbuilding sector under the various initiatives and schemes announced by the Government of India for this sector and TNSL will pursue this growth opportunity independently.
h (v)	In case of cash consideration – amount or otherwise share exchange ratio	Refer point d. above
h (vi)	Brief details of change in shareholding pattern (if any) of listed entity	There would be no change in the shareholding of the Company consequent to the proposed transaction.

Sl. No.	Particulars of Disclosure	Disclosure
a.	Name(s) of parties with whom the agreement is entered	Titagarh Rail Systems Limited (TRSL) and Titagarh Naval Systems Limited (TNSL)
b.	Purpose of entering into the agreement	The Company has executed a Business Transfer Agreement (“BTA”) with TNSL
c.	Shareholding, if any, in the entity with whom the agreement is executed	Wholly Owned Subsidiary
d.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc	Significant terms of BTA include the following: In consideration for transfer of the SMS business, TNSL shall discharge the consideration by way of issuance and allotment of the securities at par to the Company aggregating Rs. 114.88 Crore. Other terms are standard terms/ covenants of the BTA.
e.	Whether the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship	TNSL is a wholly owned subsidiary of TRSL
f.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	The transaction is a related party transaction with a wholly owned subsidiary company of the Company and is being done at arm’s length.
g.	In case of issuance of shares to the parties, details of issue price, class of shares issued	In consideration of the transfer of SMS business and vesting of the Undertaking by TRSL to TNSL pursuant to BTA, TNSL shall pay the consideration by way of issuance and allotment of the securities at par.
h.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	No potential conflict of interest arises out of the BTA.

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Disclosures in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circulars

Sl. No.	Particulars	Details													
1.	Brief details of options granted;	7,50,000 Stock Options (out of the additional 10,00,000 Stock Options), granted to eligible employees of the Company as determined by the Nomination & Remuneration Committee.													
2.	Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable);	Yes													
3.	Total number of shares covered by these options;	Not more than the number of Options granted.													
4.	Pricing formula;	The exercise price Rs. 750/- per option.													
5.	Options vested;	<table><tr><th>Vesting Period</th><th>Percentage of Options Vesting</th></tr><tr><td>Upon completion of 15 months</td><td>15% of the options granted</td></tr><tr><td>Upon completion of 27 months</td><td>25% of the options granted</td></tr><tr><td>Upon completion of 39 months</td><td>20% of the options granted</td></tr><tr><td>Upon completion of 51 months</td><td>20% of the options granted</td></tr><tr><td>Upon completion of 63 months</td><td>20% of the options granted</td></tr></table> <p>Vesting shall commence from the financial year ending 31 March 2027, being the first vesting year, and shall occur within 30 (thirty) days from the date of publication of the audited financial results of the respective financial year.</p>	Vesting Period	Percentage of Options Vesting	Upon completion of 15 months	15% of the options granted	Upon completion of 27 months	25% of the options granted	Upon completion of 39 months	20% of the options granted	Upon completion of 51 months	20% of the options granted	Upon completion of 63 months	20% of the options granted	
Vesting Period	Percentage of Options Vesting														
Upon completion of 15 months	15% of the options granted														
Upon completion of 27 months	25% of the options granted														
Upon completion of 39 months	20% of the options granted														
Upon completion of 51 months	20% of the options granted														
Upon completion of 63 months	20% of the options granted														
6.	Time within which option may be exercised;	The vested options shall be exercised by the employees concerned while they are in employment, within a period of six months from the date of vesting.													
7.	Options exercised;	Not applicable													
8.	Money realized by exercise of options;														
9.	The total number of shares arising as a result of exercise of option;														
10.	Options lapsed;														
11.	Variation of terms of options;														
12.	Brief details of significant terms;														
13.	Subsequent changes or cancellation or exercise of such options;														
14.	Diluted earnings per share pursuant to issue of equity shares on exercise of options.														

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