



June 10, 2023

**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: TWL**

Dear Madam/ Sir,

**Reference: Our prior intimation dated June 7, 2023 under Regulation 29(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

**Subject: Outcome of the Meeting of Board of Directors of Titagarh Rail Systems Limited (the “Company”) dated June 10, 2023.**

In accordance with Regulation 30 of the SEBI Listing Regulations read with Schedule - III thereto, we wish to inform you that the Board of Directors of the Company at its meeting held today i.e., Saturday, June 10, 2023 have considered and approved the following:

- A. Raising of funds through issuance of upto 76,00,000 (Seventy Six Lakh) Equity Shares of face value Rs. 2/- each of the Company (“**Equity Shares**”) to SMALLCAP WORLD FUND INC. (“**Proposed Allottee**”), a part of Capital Group, one of the largest financial investors, on preferential basis at a price of Rs. 380/- per share as against floor price of Rs. 347.68 per share computed in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), for an aggregate amount of up to Rs. 288,80,00,000/- (Rupees Two Hundred and Eighty Eight Crore Eighty Lakh Only), subject to the approval of regulatory/ statutory authorities and the shareholders of the Company at the Extra-Ordinary General Meeting and such other permissions, sanctions and statutory approvals, as may be required.

*A detailed disclosure in adherence to SEBI Listing Regulations read with the circular dated September 09, 2015 bearing reference no. CIR/CFD/CMD/4/2015 issued by Securities and Exchange Board of India is disclosed in **Annexure– A**.*

- B. The Notice of Extra-Ordinary General Meeting (EGM) with Friday, the 9<sup>th</sup> June, 2023 fixed as the cut-off date for the purpose of dispatch of Notice and reckoning of E-Voting Rights for seeking necessary approval of the shareholders for the aforesaid issuance.

The meeting commenced at 3.00 p.m. and concluded at 4.45 p.m.

## **TITAGARH RAIL SYSTEMS LIMITED**

(formerly Titagarh Wagons Limited)

CIN: L27320WB1997PLC084819

Registered Office: Titagarh Towers, 756 Anandapur, E.M Bypass, Kolkata 700107, India  
Phone: +91 33 40190800 Fax: +91 33 41090823 E mail: [corp@titagarh.in](mailto:corp@titagarh.in); Web: [www.titagarh.in](http://www.titagarh.in)



A copy of this disclosure is being uploaded on the website of the Company at [www.titagarh.in](http://www.titagarh.in).

We request you to take the same on record and disseminate.

Thanking You.

Yours faithfully,  
**For Titagarh Rail Systems Limited**  
(formerly Titagarh Wagons Limited)

**Dinesh Arya**  
**Company Secretary**

**Enclosure:** As stated above

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**Annexure – A**

**Disclosures in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015.**

**PREFERENTIAL ISSUE**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>	
1.	Type of securities proposed to be issued ( <i>viz.</i> equity shares, convertibles, etc.)	Equity shares, having face value of ₹ 2/- each.	
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment on a private placement basis.	
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 76,00,000 (Seventy Six Lakh) Equity Shares of the face value of Rs. 2 (Rupees Two) each fully paid up of the Company at Rs. 380/- (Rupees Three Hundred and Eighty Only) per Equity Share to the Proposed Allottee aggregating to Rs. 2,88,80,00,000/- (Rupees Two Hundred and Eighty Eight Crore Eighty Lakh Only).	
4.	Issue Price	Rs. 380/- (Rupees Three Hundred and Eighty Only) per Equity Share	
5.	Number of Investors	1 (One)	
6.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Not applicable	
7.	Name of the Investors	SMALLCAP WORLD FUND INC.	
8.	Post allotment of securities – outcome of the subscription of the proposed allottee	Pre-Preferential Issue (No. of Shares & %)	Post-Allotment of Equity Shares pursuant to the Preferential Issue (No. of Shares & %)
		0 (0.00%)	76,00,000 (5.98%)

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