

TITAGARH RAIL SYSTEMS LIMITED
(formerly TITAGARH WAGONS LIMITED)

CIN: L27320WB1997PLC084819

Regd. Off: Titagarh Towers, 756 Anandapur, E.M. Bypass, Kolkata 700107

Phone: (033) 40190800, Fax: (033) 40190823, Email: investors@titagarh.in; Website: www.titagarh.in

CORRIGENDUM TO NOTICE OF EXTRA-ORDINARY GENERAL MEETING (EGM)

An Extra-Ordinary General Meeting (“EGM”) of the Members of Titagarh Rail Systems Limited (“the Company”) is scheduled to be held on Tuesday, July 04, 2023 at 11.00 A.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”). The Notice of the EGM (“EGM Notice”) was dispatched to the Shareholders of the Company on June 12, 2023 in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. Capitalized words and expressions used but not defined herein shall have the same meaning as assigned to them in the EGM Notice.

Pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and applicable provisions of the Companies Act, 2013 and rules made thereunder read with the MCA Circulars, this Corrigendum is being issued to give notice to amend/ provide additional details as mentioned herein

1. In the Explanatory Statement Item No. 1 point p) is modified to state the following:

“Sumantra Sinha, Practicing Company Secretary have certified that the Equity Shares through Preferential Issue on private placement basis is being made in accordance with the requirements contained in SEBI ICDR Regulations and shall be placed before the shareholders in the meeting and the said report can be found on the website of the Company at the following link https://titagarh.in/storage/report/actual/1686981922_fserb_pcs-certificate-for-preferential-issuepdf.pdf as per Regulation 163 (2) of SEBI ICDR Regulations. Members seeking to inspect the certificate may also send an email to investors@titagarh.in requesting a copy of the same.”

2. In the Explanatory Statement Item No. 1, following information will be added as point q):

“Nitish Chaturvedi, Independent Registered Valuer with IBBI Registration No. IBBI/RV/03/2020/12916 have issued a valuation report dated June 17, 2023 using all the methods of valuation viz. Income approach, Asset Approach and Market approach for the proposed Preferential Issue and the said report can be found on the website of the Company at the following link https://titagarh.in/storage/report/actual/1687061896_IX5TK_valuationreportpdf.pdf as per Regulation 166 (A) of SEBI ICDR Regulations.”

3. In the Notes to the Notice of EGM, following information will be added as Point 19:

The Board of Directors has, at its meeting held on June 10, 2023, appointed Sushil Goyal & Co; Company Secretaries, having Certificate of Practice No. 8289, as the scrutinizer to scrutinize the voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser’s Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same. The result of e-voting will be declared within the prescribed timeline as specified under the Act and SEBI Listing Regulations and the same, along with the consolidated Scrutiniser’s Report will be placed on the Company’s website at www.titagarh.in and on the website of NSDL at <https://www.evoting.nsdl.com>. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

4. In the Notes to the Notice of EGM, following information will be added as Point 20:

Members holding shares in physical mode who have not yet registered/ updated their email addresses with the Company/ Depository Participant can obtain Notice of the EGM and/ or login details for joining the EGM through VCA/ OAVM facility including e-voting, by email to investors@titagarh.in or the Company's Registrar and Share Transfer Agent i.e. Maheshwari Datamatics Private Limited at mdpldc@yahoo.com by submission of ISR-1 duly filled and signed and other relevant forms and supporting documents.

This Corrigendum to the EGM Notice shall form an integral part of the EGM Notice, which has already been circulated to the Shareholders of the Company and on and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum. Accordingly, all concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes. All other contents of the EGM Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

This Corrigendum is also being published in the Financial Express (English Language) and Dainik Statesman (Bengali Language) and will also be made available on website of both the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, on the website of the Company at <https://titagarh.in/shareholder-meeting> and on the website of NSDL at www.evoting.nsdl.com.

**By Order of the Board
For TITAGARH RAIL SYSTEMS LIMITED**

**Date: June 17, 2023
Place: Kolkata**

**Dinesh Arya
Company Secretary & Chief Compliance Officer
M. No. FCS 3665**