

July 04, 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: TITAGARH

Dear Madam/ Sir,

Sub: Summary of proceedings of Extra-Ordinary General Meeting of the Company held today, the 4th day of July, 2023 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 Extra-Ordinary General Meeting of the Company held today, the 4th of July, 2023 through Video Conferencing / Other Audio Visual Means.

Kindly take the same on record.

Thanking You.

Yours faithfully,

For Titagarh Rail Systems Limited
(formerly Titagarh Wagons Limited)

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

Enclosure: As stated above

SUMMARY OF THE PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE COMPANY

The Extra-Ordinary General Meeting (“EGM”) of the Members of **Titagarh Rail Systems Limited** (formerly Titagarh Wagons Limited) (“**the Company**”) was held today, 4th July, 2023 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 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 AM and concluded at 11.40 A.M.

At the outset, Mr. Dinesh Arya, Company Secretary extended a warm welcome to the Shareholders present at the meeting. He informed that Shri J P Chowdhary had joined the meeting, however, his video was taking time to become active due to some technical glitch, so pursuant to the provisions of Article 17(3) of the Articles of Association of the Company, Shri Umesh Chowdhary, Vice Chairman & Managing Director, is going to chair the meeting. The requisite quorum of members being present, Shri Umesh Chowdhary took the Chair and called the meeting to order.

The Chairman welcomed the members to the Extra-Ordinary General Meeting of the Company. 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 SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company had engaged the services of National Securities Depository Limited (“**NSDL**”), to provide remote e-voting facility which commenced on Friday, the 30th June, 2023 (09:00 A.M. IST) and ended on Monday, the 3rd July, 2023 (05:00 P.M. IST) and e-voting facility during the EGM 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, 27th June, 2023 to enable them to cast their votes electronically in respect of the business transacted at the Meeting. It was also announced by him 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 EGM and the first corrigendum dated June 17, 2023 issued by the Company on June 19, 2023, the second corrigendum dated June 23, 2023 issued by the Company on June 24, 2023 and the third corrigendum dated June 30, 2023 issued by the Company on July 01, 2023 to the EGM Notice 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 same newspapers in English and Vernacular dailies, were taken as read.

The following item of business, as per Notice of EGM dated 10th June, 2023 was transacted at the meeting:

Sl. No.	Particulars	Resolution Type
Special Business		
1.	Approval for Issue of upto 76,00,000 Equity Shares of the Company on Preferential Basis to a Non-Promoter entity	Special

Further, the Chairman informed the meeting that National Stock Exchange of India Limited (NSE) had pursuant to processing of the Company's application in terms of the applicable provisions of the SEBI Regulations, for In-Principle listing of the Equity Shares proposed to be issued, asked the Company to include the fact that the corrigendum as stated above had been issued, in the extract forming part of the Resolution to be passed without altering the substance of the Resolution, which was with permission of the members, considered duly approved by them.

The members who had registered themselves as speakers, addressed the meeting through VC/OAVM, and their views/queries were noted/duly dealt with by the Chairman.

Voting by electronic means was conducted by Shri Sushil Goyal of Sushil Goyal & Co., Practising Company Secretaries, appointed by the Board as the Scrutinizer, supervised the e-voting process. 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 Chairman then informed that the consolidated results of e-voting along with Scrutinizer's Report on the resolution contained in the Notice would be declared and submitted to the Stock Exchanges as per the requirements under the SEBI Regulations within the stipulated time, and will also be available on the website of the Company, the Stock Exchanges and the website of NSDL.

The Item of business mentioned in the Notice of EGM 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 Meeting, and declared the meeting as concluded.

The resolution as listed above shall be deemed to have been passed on the date of EGM i.e. Tuesday, 4th July, 2023.

For Titagarh Rail Systems Limited
(formerly Titagarh Wagons Limited)

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