

2nd December, 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 2nd day of December, 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 2nd of December, 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

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

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, 2nd December, 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 (“**SEBI Listing Regulations**”) 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 11.30 A.M.

The requisite quorum of members being present, Shri J. P. Chowdhary, Chairman, took the Chair and called the meeting to order. The Chairman extended a warm welcome to the members for participating at the EGM of the Company and briefed them on details relating to their participation at the Meeting through audio-visual means.

At the request of the Chairman, Shri Dinesh Arya, Company Secretary addressed the Meeting. He welcomed the shareholders and introduced the Directors of the Board. 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 Regulations, the Company had engaged the services of National Securities Depository Limited (“**NSDL**”), to webcast the proceedings of the Meeting on its website and provide remote e-voting facility which commenced on Tuesday, the 28th November, 2023 (09:00 A.M. IST) and ended on Friday, the 1st December, 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., Saturday, 25th November, 2023 to enable them to cast their votes electronically in respect of the business transacted at the Meeting. Members were informed, the Registers as required under the Companies Act, 2013 were available for inspection in electronic mode, should any Member request for the same.

It was also announced by him that there is no requirement of proposing and seconding the motion (resolution) in case of virtual meetings and 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 was taken as read.

The following item of business, as per Notice of EGM dated 8th November, 2023 was read by the Company Secretary and transacted at the meeting:

Sl. No.	Particulars	Resolution Type
Special Business		
1.	Approval for Issue of Equity Shares of the Company by way of Qualified Institutions Placement (“QIP”)	Special

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 Company Secretary, as authorised by the Chairman.

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The members were further informed that Shri Sushil Goyal of Sushil Goyal & Co., Practising Company Secretaries appointed as the Scrutinizer by the Board was present at the meeting for scrutinizing the resolution passed by e-voting process in a fair and transparent manner.

The Chairman then informed that the consolidated results of e-voting along with Scrutinizer's Report on the resolution contained in the Notice of EGM would be declared and submitted to the Stock Exchanges in terms of the SEBI Listing Regulations within stipulated time, and will also be available on the website of the Company, the Stock Exchanges and the website of NSDL.

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 item of special 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 EGM, and declared the meeting as concluded.

The resolution as listed above shall be deemed to have been passed with requisite majority on the date of EGM i.e., Saturday, 2nd December, 2023.

This is for your information and record.

For Titagarh Rail Systems Limited
(formerly Titagarh Wagons Limited)

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

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