

8th August, 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 Code: TITAGARH

Dear Madam/ Sir,

Sub: Summary of proceedings of the Extra-Ordinary General Meeting of the Company held today, the 8th day of August, 2025 in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Pursuant to Regulation 30 of the Listing Regulations, we enclose herewith the summary of the Proceedings of the Extra-Ordinary General Meeting of the Company held today, i.e. Friday, 8th of August, 2025 at 11:30 A.M. (IST), through Video Conferencing/Other Audio Visual Means (VC/OAVM).

The Scrutinizer's Report along with the Voting Results will be submitted to the Stock Exchanges within the statutory timelines.

Copy of the same is also made available on the website of the Company at www.titagarh.in

We request you to kindly take the same on record.

Thanking you.

yours faithfully,

For Titagarh Rail Systems Limited

Aditya Purohit

Company Secretary & Compliance Officer

M. No. ACS 27825

Encl. as above

CIN: L27320WB1997PLC084819

Registered Office: Poddar Point, 10th Floor, 113 Park Street, Kolkata – 700016, WB, India

Corporate Office: Titagarh Towers, 756, Anandapur, E. M. Bypass, Kolkata - 700107, WB, India

Phone: +91 33 4019 0800 | Fax: +91 33 4019 0826 | Email: corp@titagarh.in | Web: www.titagarh.in

SUMMARY OF THE PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY

The Extra-Ordinary General Meeting (“**EGM**”) of the Members of **Titagarh Rail Systems Limited** (“**the Company**”) was convened on Friday, 8th August, 2025 at 11:30 A.M. (IST), through Video Conferencing /Other Audio Visual Means (VC/OAVM), without the physical presence of the members at a common venue, in conformity with the provisions of Companies Act, 2013, (‘Act’) read with the Rules issued thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and the Circulars issued by the Ministry of Corporate Affairs (“**MCA**”) and the Securities and Exchange Board of India (“**SEBI**”), in this regard. The meeting commenced at 11.30 AM and concluded at 12.03 PM.

At the outset, Mr. Aditya Purohit, Company Secretary extended a warm welcome to the Shareholders present at the meeting and informed that in accordance with the provisions of Article 17(2) of the Articles of Association of the Company, Shri J P Chowdhary, the Chairperson of the Board shall preside as Chairperson at the EGM of the Company. The requisite quorum of members being present, Shri J P Chowdhary took the Chair and called the meeting to order.

The Chairman addressed the meeting, welcomed the members to the Extra-Ordinary General Meeting of the Company and requested the Directors to introduce themselves. He informed the Members that in compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act and rules framed thereunder and amendments thereto, read together with the relevant MCA Circulars and Regulation 44 of the Listing Regulations, the Company had engaged the services of National Securities Depository Limited (“**NSDL**”), to provide remote e-voting facility which commenced on Monday, the 4th August, 2025 (09:00 A.M. IST) and ended on Thursday, the 7th August, 2025 (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., Friday, 1st August, 2025 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 Act, 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. The e-voting will be open for another 15 (Fifteen) minutes post conclusion of the meeting. With the consensus of the members the Notice of the EGM and corrigendum dated 29th July, 2025 issued by the Company on 30th July, 2025, 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 9th July, 2025 was read by the Chairman and transacted at the meeting:

Sl. No.	Particulars	Resolution Type
Special Business		
1.	ISSUANCE OF UP TO 21,11,932 WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY TO MEMBERS OF PROMOTER GROUP OF THE COMPANY ON PREFERENTIAL BASIS	Special Resolution

On the invitation of the Chairman, the members who had registered themselves as speakers, addressed the meeting through VC/OAVM, and their views/queries were noted. With the permission of the Chair, the said queries were duly dealt with by Shri Umesh Chowdhary, Vice Chairman & Managing Director of the Company.

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.

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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 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 their continued support and association with the Company. He also thanked the Directors and members for attending and participating in the meeting virtually 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. Friday, 8th August, 2025.

This is for your information and record.

For Titagarh Rail Systems Limited

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