

9th 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: TITAGARH

Dear Madam/Sir,

Sub: Intimation of Voting Results of the Extra-Ordinary General Meeting & Scrutinizer's Report in terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details of the Voting Results and the Consolidated Scrutinizers Report of the business transacted at the Extra Ordinary General Meeting (EGM) of the Company held on Friday, 8th August 2025 at 11:30 AM (IST), through Video Conferencing/Other Audio Visual Means (VC/OAVM).

The Resolution placed in the EGM was passed with requisite majority. The resolution is deemed as passed on the date of EGM, i.e. Friday, 8th August, 2025. We enclose herewith:

- a. Voting Results in the format prescribed under Regulation 44 (3) of Listing Regulations.
- b. Report of the Scrutinizer dated 8th August, 2025.

The voting results along with Scrutinizer's Report are also being made available on the website of the Company at www.titagarh.in.

This is for your information and 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, 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

General information about company	
Scrip code	532966
NSE Symbol	TITAGARH
MSEI Symbol	NOTLISTED
ISIN	INE615H01020
Name of the company	TITAGARH RAIL SYSTEMS LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	08-08-2025
Start time of the meeting	11:30 AM
End time of the meeting	12:03 PM

Scrutinizer Details	
Name of the Scrutinizer	SUSHIL KUMAR GOYAL
Firms Name	SUSHIL GOYAL & CO.
Qualification	CS
Membership Number	3969
Date of Board Meeting in which appointed	09-07-2025
Date of Issuance of Report to the company	08-08-2025

Voting results	
Record date	01-08-2025
Total number of shareholders on record date	622507
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	7
b) Public	55
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				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				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	54486861	54454810	99.9412	54454810	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	54486861	54454810	99.9412	54454810	0	100	0
Public- Institutions	E-Voting	29050685	25982091	89.4371	15981541	10000550	61.5098	38.4902
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	29050685	25982091	89.4371	15981541	10000550	61.5098	38.4902
Public- Non Institutions	E-Voting	51136222	266239	0.5206	255302	10937	95.892	4.108
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	51136222	266239	0.5206	255302	10937	95.892	4.108
Total		134673768	80703140	59.9249	70691653	10011487	87.5947	12.4053
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014 as amended]

Date: 8th August, 2025

To,

The Chairman

Extra-ordinary General Meeting (EGM) of the Equity Shareholders of Titagarh Rail Systems Limited

Held through video conferencing ('VC')/other audio visual means ('OAVM') [Deemed venue: Titagarh Towers, 756 Anandapur, E.M. Bypass, Kolkata-700107] on Friday, the 8th August, 2025 at 11:30 A.M.

Dear Sir,

We, Sushil Goyal & Co., Company Secretaries, were appointed as Scrutinizers by the Board of Directors of Titagarh Rail Systems Limited (the Company), vide Company's letter dated 9th July, 2025, in terms of section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules), for the purpose of scrutinizing the e-voting process (remote e-voting) and e-voting at EGM in respect of the resolutions contained in the Notice dated 9th July, 2025 proposed at the Extra-ordinary General Meeting (EGM) of the Company held through video conferencing ('VC')/other audio visual means ('OAVM'), in terms of the applicable provisions of the Companies Act, 2013 ("Act"), MCA Circular No. 09/2024 dated 19 September 2024 read with other previous MCA General Circulars No. 09/2023 dated 25 September 2023, 10/2022 dated 28 December 2022, 02/2022 Dated 05 May 2022, No. 20/2020 dated 05 May 2020, 14/2020 dated 08 April, 2020, No. 17/2020 dated 13 April, 2020 (collectively referred to as "MCA Circulars") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), on 8th August, 2025 at 11.30 A.M.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules read with MCA Circulars and SEBI Circulars referred above relating to voting through electronic means (i.e. by remote e-voting) and e-voting at the EGM of the Shareholders conducted through video conference in respect of the resolution contained in the Notice dated 9th July, 2025 (Notice), read with Corrigendum to the Notice dated 29th July, 2025. Our responsibility as Scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) and e-voting at the EGM of the Equity Shareholders conducted through video conferencing is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution, based on the report generated from electronic voting system provided by the National Securities Depository Limited (NSDL), engaged by the Company to provide such electronic voting facility (remote e-voting) and e-voting at the platform provided during the EGM, arrangements for which were made by the Company.

We submit herewith the Consolidated Scrutinizer's Report and relevant details on the results of voting through electronic means (i.e., remote e-voting) and voting by e-voting at the EGM as under:

- 1 . The remote e-voting services were provided by the National Securities Depository Limited (NSDL).
- 2 . As per information/confirmations provided by the Company:
 - (a) Advertisements confirming despatch of notices and specifying that business will be transacted through voting by electronic means (remote e-voting) with other particulars related thereto were published in the Financial Express, all Editions and Ekdin, Kolkata edition on 17th July, 2025. In terms of Section 108 of the Act and MCA Circulars, electronic copies of Notice were sent only to those Equity Shareholders whose Email address were registered with Registrar and Transfer Agent or Depository Participants and soft copies were made available at Company's Website at www.titagarh.in. and also on the website of National Securities Depository Limited (NSDL), ie., www.evoting.nsdl.com and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Company are listed.
 - (b) Advertisements confirming despatch of Corregendum to the Notices were published in the Financial Express, all Editions and Ekdin, Kolkata edition on 31st July, 2025. In terms of Section 108 of the Act and MCA Circulars, electronic copies of Notice were sent only to those Equity Shareholders whose Email address were registered with Registrar and Transfer Agent or Depository Participants and soft copies were made available at Company's Website at www.titagarh.in. and also on the website of National Securities Depository Limited (NSDL), ie., www.evoting.nsdl.com and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Company are listed.
 - (c) The voting period for remote e-voting commenced on 4th August, 2025 at 9.00 a.m. and ended on 7th August, 2025 at 5.00 p.m.
 - (d) The Shareholders of the Company holding shares as on the "cut-off" date of 1st August, 2025, were entitled to vote on the proposed resolution(s) as set out in the Notice of the EGM of the Company.
 - (e) In terms of the aforesaid MCA Circulars, facility for appointment of Proxies was not available at the EGM.
 - (f) Equity Shareholders holding shares in physical form were also allowed to cast their vote through e-voting at the EGM.
 - (g) In terms of the applicable provisions of the Companies Act, 2013 and MCA Circulars, arrangements were made by the Company for e-voting at the EGM.
 - (h) Equity Shareholders who had cast their votes through remote e-voting were also allowed to attend the EGM. However, if they cast their vote again by e-voting at the EGM, the same was treated as invalid.
 - (i) After the process of e-voting at the EGM was completed, the votes cast under remote e-voting facility as well as under e-voting facility at EGM were unblocked, on 8th August, 2025 at around 12.28 p.m. in the presence of two witnesses not being in the employment of the Company.
 - (j) Voting rights of Equity Shareholders has been reckoned in proportion to their shareholding in the Company on the cut-off date, i.e., 1st August, 2025.

- (k) On the basis of reports of remote e-voting and e-voting at EGM, downloaded from NSDL's e-voting Website www.evoting.nsdl.com, we give below the summary of votes cast "in favour" or "against" the resolutions:

Item No. 1 : Special Resolution [Issuance of up to 21,16,402 Warrants convertible into Equity Shares of the Company to members of Promoter Group of the Company on preferential basis.]

(i) Remote e-voting

Votes in favour of the Resolution				Votes against the Resolution			
No. of Equity Shareholders voted through remote e-voting	% tage of total number of Equity Shareholders voted through remote e-voting	No. of valid Votes cast by them (in terms of equity shares held)	% tage of total number of valid votes (in terms of number of equity shares held)	No. of Equity Shareholders voted through remote e-voting	% tage of total number of Equity Shareholders voted through remote e-voting	No. of valid Votes cast by them (in terms of equity shares held)	% tage of total number of valid votes (in terms of number of equity shares held)
754	82.58	70500955	87.565	159	17.42	10011487	12.435

Invalid/Abstain Votes

Total number of Equity Shareholders whose votes cast through remote e-voting were found to be invalid/who abstained from voting	Total number of votes cast by them
3	8816

(ii) E-voting at EGM

Votes in favour of the Resolution				Votes against the Resolution			
No. of Equity Shareholders voted through e-voting at the EGM	% tage of total number of Equity Shareholders voted through e-voting at the EGM	No. of valid Votes cast by them (in terms of equity shares held)	% tage of total number of valid votes (in terms of number of equity shares held)	No. of Equity Shareholders voted through e-voting at the EGM	% tage of total number of Equity Shareholders voted through e-voting at the EGM	No. of valid Votes cast by them (in terms of equity shares held)	% tage of total number of valid votes (in terms of number of equity shares held)
11	100	190698	100.00	0	0.00	0	0.00

Invalid/Abstain Votes

Total number of Equity Shareholders whose votes cast through e-voting at the EGM were found to be invalid/who abstained from voting	Total number of votes cast by them
0	0

(iii) Consolidated results of the remote -evoting and e-voting at the EGM are as follows:

Particulars	Remote e-voting		E-voting at the EGM		Total	
	No. of Equity Shareholders	No. of votes cast by them	No. of Equity Shareholders	No. of Votes cast by them	No. of Equity Shareholders	No. of votes cast by them
Total valid votes	913	80512442	11	190698	924	80703140
Total votes cast in favour of the Resolution	754	70500955	11	190698	765	70691653
% tage of votes cast in favour	82.58	87.565	100	100.00	82.792	87.595
Total votes cast against the Resolution	159	10011487	0	0.00	159	10011487
% tage of votes cast against the Resolution	17.42	12.435	0	0.00	17.208	12.405

The electronic data and all other relevant records relating to voting are under our safe custody until the Chairman considers, approves and signs the Minutes of the EGM and the same will be returned to the Company for safe keeping.

For SUSHIL GOYAL & CO.



(Sushil Kumar Goyal)

Proprietor

CP No. 8289

Membership No. FCS-3969

UDIN: F003969G000965094

Countersigned by the Chairperson: