

BSE Limited (BSE)

The Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Scrp 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 Sir/Madam,

Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Outcome of Board Meeting held today i.e., 9th July, 2025

In furtherance to our intimation dated 4th July, 2025 and in accordance with Regulation 30 of the Listing Regulations read with Schedule - III thereto, we wish to inform you that the Board of Directors of the Company at its meeting held today i.e., Wednesday, 9th July, 2025 have considered and approved the following:

- A. Raising of funds through issuance of up to 21,16,402 warrants convertible into 21,16,402 Equity Shares of Face Value of Rs. 2/- each at a price of Rs. 945/- per Warrant aggregating to Rs. 199.99 Crores to the Promoter Category on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), subject to the approval of regulatory/ statutory authorities and the shareholders of the Company at the ensuing Extra-Ordinary General Meeting and such other permissions, sanctions and statutory approvals, as may be required.

The Relevant Date in terms of SEBI ICDR Regulations is Thursday, 9th July, 2025.

- B. Convening of Extra-Ordinary General Meeting (EGM) of the shareholders of the Company on Friday, 8th August, 2025, through video conferencing or other audio-visual means, for seeking necessary approval of the Members for the aforesaid matter.

*A detailed disclosure in adherence to Listing Regulations read with SEBI Circulars No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November, 2024 and No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December, 2024 is disclosed in **Annexure - A**.*

The meeting commenced at 5.15 p.m. and concluded at 9.00 p.m.

A copy of this disclosure is being uploaded 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, 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

Disclosure in terms of Regulation 30 of the Listing Regulations read with SEBI Circulars
Preferential Issue

Sl. No.	Particulars	Details																		
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Warrants convertible or exchangeable into Equity Shares of Rs. 2/- each, i.e., 1 equity share for 1 warrant																		
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Allotment of Warrants, on a private placement basis in accordance with Chapter V of the SEBI ICDR Regulations and other applicable laws.																		
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	The Company will issue and allot upto 21,16,402 Warrants, convertible or exchangeable into equivalent number of fully paid-up equity shares having Face Value of Rs. 2/- each at a price of Rs. 945/- per Warrant aggregating up to Rs. 199.99 Crores to Mrs. Rashmi Chowdhary and Mr. Prithish Chowdhary (Promoter Group category)																		
4.	Additional Information in case of Preferential Issue:																			
i.	Name of the Investors	a) Mrs. Rashmi Chowdhary and b) Mr. Prithish Chowdhary (Promoter Group category)																		
ii.	Post allotment of securities - outcome of the subscription	<table border="1"> <thead> <tr> <th>Name of Proposed Allottees</th> <th>Pre-Issue holding (no. of shares as on 30/06/2025)</th> <th>Pre Issue holding (%)</th> <th>No. of warrants to be issued</th> <th>Post-Issue holding (no. of shares)*</th> <th>Pre Issue holding (%)**</th> </tr> </thead> <tbody> <tr> <td>Rashmi Chowdhary</td> <td>1,01,22,630</td> <td>7.52%</td> <td>15,87,301</td> <td>117,09,931</td> <td>8.56%</td> </tr> <tr> <td>Prithish Chowdhary</td> <td>0</td> <td>0.00</td> <td>5,29,101</td> <td>5,29,101</td> <td>0.39%</td> </tr> </tbody> </table> <p>*The number of shares mentioned in this column have been calculated assuming all the Warrants issued to the proposed allottees will be converted fully. **Assuming full conversion of 21,16,402 Warrants into equivalent number of Equity Shares under present Preferential Issue.</p>	Name of Proposed Allottees	Pre-Issue holding (no. of shares as on 30/06/2025)	Pre Issue holding (%)	No. of warrants to be issued	Post-Issue holding (no. of shares)*	Pre Issue holding (%)**	Rashmi Chowdhary	1,01,22,630	7.52%	15,87,301	117,09,931	8.56%	Prithish Chowdhary	0	0.00	5,29,101	5,29,101	0.39%
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	issue price / allotted price (in case of convertibles),	Rs. 945/- per Warrant (i.e. Warrant Exercise Price), being the floor price as per the provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations.																		
	number of investors;	2 (two)																		
iii.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	<p>Each Warrant will be convertible into 1 equity share of Rs. 2/- each and the rights attached to the Warrants can be exercised in one or more tranches at any time within the period of 18 (eighteen) months from the date of allotment of the Warrants, subject to other terms and conditions as applicable.</p> <p>An amount equivalent to 25% of the consideration of the Warrants shall be payable at the time of application and the balance 75%</p>																		

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		<p>of the total consideration shall be payable at the time of conversion of the Warrants into Equity Shares.</p> <p>In case the Warrant holder fails to exercise the Warrant within a period of 18 (eighteen) months from date of allotment of Warrants, the unexercised Warrants shall lapse and the 25% of the consideration paid will be forfeited by the Company.</p>
5.	any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not applicable

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