

22<sup>nd</sup> February, 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**

Madam/Sir,

**Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Postal Ballot Notice**

In continuation of the outcome of Meeting of the Board of Directors of the Company dated 13<sup>th</sup> February, 2025 and pursuant to Regulation 30 read with Part A of Schedule III of the Listing Regulations we enclose a copy of Notice of Postal Ballot dated February 13, 2025 ('Postal Ballot Notice').

In compliance with MCA Circulars, the Company has sent the Postal Ballot Notice today i.e. 22<sup>nd</sup> February, 2025 in electronic mode to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **Friday, 14<sup>th</sup> February, 2025 ('Cut-Off Date')**, for seeking their approval to the Resolutions set out in the Postal Ballot Notice.

Further, in compliance with Section 108 of the Companies Act, 2013 (the 'Act') and other applicable provisions of the Act, read with the applicable Rules, Listing Regulations, the provisions of relevant MCA Circulars and other law(s) as applicable, the Company is providing e-voting facility to the shareholders, as on the Cut-Off Date, to cast their votes electronically on the Resolutions as set forth in the Postal Ballot Notice, using remote e-voting process ('e-voting'). The Company has engaged the services of NSDL for this purpose.

The facility of e-voting will be available for the following period:

<b>Date and time of commencement of Remote e-voting</b>	<b>Sunday, 23<sup>rd</sup> February, 2025 at 9:00 A.M (IST)</b>
<b>Date and time of conclusion of Remote e-voting</b>	<b>Monday, 24<sup>th</sup> March, 2025 at 5:00 P.M (IST)</b>

CIN: L27320WB1997PLC084819

Registered Office: Poddar Point, 10<sup>th</sup> 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](mailto:corp@titagarh.in); Web: [www.titagarh.in](http://www.titagarh.in)



The Postal Ballot Notice is also available on the website of the Company, at [www.titagarh.in](http://www.titagarh.in) and on the websites of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) as well as on the website of NSDL at the weblink [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Please take the above information on record.

Thanking you,  
yours faithfully,  
**for TITAGARH RAIL SYSTEMS LIMITED**  
(formerly TITAGARH WAGONS LIMITED)

**Dinesh Arya**  
**Company Secretary & Chief Compliance Officer**  
**FCS 3665**

**Encl: as above**

CIN: L27320WB1997PLC084819

Registered Office: Poddar Point, 10<sup>th</sup> 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](mailto:corp@titagarh.in); Web: [www.titagarh.in](http://www.titagarh.in)



## TITAGARH RAIL SYSTEMS LIMITED

(formerly Titagarh Wagons Limited)

CIN: L27320WB1997PLC084819

Regd. Office: Poddar Point, 10<sup>th</sup> Floor, 113 Park Street, Kolkata 700016, India

Tel: +91 33 40190800; Fax: +91 33 40190823

Email: [corp@titagarh.in](mailto:corp@titagarh.in); Website: [www.titagarh.in](http://www.titagarh.in)

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

**Notice** is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), pursuant to other laws and regulations read with the General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions set out in this Notice are proposed to be passed through postal ballot by remote e-voting process ("e-voting").

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. This Notice along with Explanatory Statement is also available on the Company's website at [www.titagarh.in](http://www.titagarh.in).

In compliance with Regulation 44 of Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with rules framed thereunder and MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting, i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent through electronic mode to those Members who have registered their email addresses with the Company or depository / depository participants or Maheshwari Datamatics Private Limited ('MDPL'), the Company's Registrar and Share Transfer Agents (RTA). Physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. The details of the procedure to cast the vote forms part of the "Notes" to this Notice.

In accordance with the MCA Circulars, the Company has made arrangements for the members to register their e-mail addresses. Therefore, those members who have not yet registered their e-mail addresses are requested to register the same by following the procedure as set out in the Notes to this Postal Ballot Notice.

The **e-voting period commences from 9:00 a.m. (IST) on Sunday, 23<sup>rd</sup> February, 2025 and ends at 5.00 p.m. (IST) on Monday, 24<sup>th</sup> March, 2025**. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through e-voting. The results of the Postal Ballot will be announced on or before Wednesday, 26<sup>th</sup> March, 2025 and the same along with the Scrutinizer's Report shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.titagarh.in](http://www.titagarh.in), the stock exchanges' viz, [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## Special Business

### Item No. 1:

**To approve amendment(s) to Titagarh Rail Systems Limited – Employees Stock Option Scheme 2023 (“TRSL ESOP - 2023/ESOP Scheme 2023”):** To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

#### “RESOLVED THAT

- I. in partial modification of the special resolutions passed by the members of the Company approving the Titagarh Rail Systems Limited – Employees Stock Option Scheme 2023 (“**TRSL ESOP - 2023/ESOP Scheme 2023**”) and grant of stock options to the eligible employees of the Company and that of its group company(ies) including subsidiary company(ies) or its associate company(ies) in India or outside India under the Plan, through Postal Ballot on 26<sup>th</sup> April, 2023 and at the 26<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2023;
- II. in accordance with the provisions of Section 62 of the Companies Act, 2013 (“Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions of the Act, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Memorandum of Association and Articles of Association of the Company, and other rules and regulations, as applicable and;
- III. subject to such other approval(s), permission(s) and sanction(s) including Foreign Exchange Management Act (FEMA)/RBI guidelines as may be applicable/necessary, in-principle approvals of the stock exchanges, as may be required and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions including such condition(s) and modification(s) as may be prescribed or imposed by the above authorities and;
- IV. pursuant to the recommendation of Nomination and Remuneration Committee (“**NRC**”), and the Board of the Company at their respective meetings held on 13<sup>th</sup> February, 2025, approval of the members of the Company be and is hereby accorded:
  1. to increase the number of Employee Stock Options (“**Options**”) that can be granted from time to time to eligible employees from 5,00,000 (Five Lakhs) Options of face value of Rs. 2/- (Rupees Two) each fully paid-up to 15,00,000 (Fifteen Lakhs) Options, convertible into not more than 15,00,000 (Fifteen Lakhs) Shares of face value of Rs. 2/- (Rupees Two) each fully paid-up, taking on record that 5,00,000 (Five Lakhs) Options pursuant to TRSL ESOP - 2023 have already been granted to the eligible employees prior to the proposed modification and post modification of TRSL ESOP - 2023 pursuant to this Resolution, additional 10,00,000 (Ten Lakhs) Options shall be granted;
  2. to the Board (including NRC which the Board has constituted to be the Compensation Committee as required under the Act and the rules made thereunder) to create, offer, issue and allot stock options not exceeding the revised limit of 15,00,000 (Fifteen Lakhs) i.e. 10,00,000 (Ten Lakhs) Options in addition to 5,00,000 (Five Lakhs) Options already granted which upon exercise shall be convertible into equivalent equity shares to the eligible employees of the Company (including employees of subsidiary/group/associate companies, if any, as may be allowed under the prevailing laws, rules and regulations) as determined by the NRC or the Board in its sole and exclusive discretion at such price(s) and terms as the Board/NRC may deem appropriate in the interest of the employees;
  3. to the amendments in the TRSL ESOP - 2023, details whereof are furnished in the Explanatory Statement to this Notice and the same shall be deemed to be incorporated herein;
  4. to all other terms and conditions of TRSL ESOP - 2023, and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the members and/or the Board, with regard to implementation and administration of the TRSL ESOP - 2023, shall remain unchanged and continue to be in force;
  5. to vesting upon meeting such criteria and exercise of Options at such price and on such terms and conditions, as may be fixed or determined by the NRC or the Board in its sole and exclusive discretion including providing financial assistance to the eligible employees to enable them to acquire, purchase or subscribe to the securities under ESOP Scheme 2023 on such terms and conditions in accordance with the policies of the Company and/or as may be decided by the Board or NRC;

6. the new equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari-passu* in all respects with the existing Equity Shares of the Company;
7. the proposed amendments to the TRSL ESOP - 2023 are not detrimental to the interests of the Option holders or employees;
8. the Board be and is hereby authorized to make modifications in the amended TRSL ESOP - 2023 including in any ancillary documents thereto, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the Memorandum of Association and Articles of Association of the Company and any other applicable laws;
9. in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger, buyback, scheme of arrangement or other re-organisation of capital, etc; of the Company, the number of abovementioned Options shall be appropriately adjusted under the TRSL ESOP – 2023;
10. for the purpose of giving effect to these Resolutions including any creation, offer, issue, allotment or listing of shares allotted under TRSL ESOP - 2023, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to sign any documents, deeds including Stock Option Agreements/Grant Letters etc., settle any issues, questions, difficulties or doubts that may arise in this regard and delegate all or any powers conferred herein to NRC with power to further delegate to any executive/officer of the Company.”

**Item No. 2:**

**To approve grant of stock options to the employees of group company(ies) including subsidiary company(ies) or its associate company(ies), in India or outside India:** To consider and if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT**

- I. further to the special resolutions passed by the members of the Company on 26<sup>th</sup> April, 2023, through postal ballot approving the Titagarh Rail Systems Limited – Employees Stock Option Scheme 2023 (“**TRSL ESOP - 2023/ESOP Scheme 2023**”) and in partial modification of the approval given by the members at the 26<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2023, and;
- II. pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof), Regulation 6(3) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and;
- III. subject further to such other approval(s), consent(s), permission(s), and/or sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s) and;
- IV. pursuant to the recommendation of Nomination and Remuneration Committee (“**NRC**”), and the Board of the Company at their respective meetings held on 13<sup>th</sup> February, 2025 consent of the members of the Company be and is hereby given:
  1. to extend the benefits of TRSL ESOP – 2023 including the grant of Employee Stock Options (“**Options**”) as per the increased quantum of Options from 5,00,000 (Five Lakhs) to 15,00,000 (Fifteen Lakhs) Options, exercisable into equivalent equity shares, subject to approval of Item No.1 by the members of the Company, that can be granted, to eligible Employees and Directors of the Group Company(ies) including Subsidiary Company(ies) or its Associate Company(ies) (present or future), in India or outside India, (as permitted under the applicable laws) and to such other persons as the Board (including NRC which the Board has constituted to be the Compensation Committee as required under the Act and the rules made thereunder) may decide from time to time, in compliance with the applicable law;
  2. to the Board or NRC to create, offer, issue and allot stock options not exceeding the revised limit of 15,00,000 (Fifteen Lakhs) including the 5,00,000 (Five Lakhs) Options already granted pursuant to TRSL ESOP – 2023, which upon exercise as per the abovementioned Scheme, shall be convertible into equivalent equity shares to the eligible employees of the Company including

subsidiary/group/associate companies, if any, as may be allowed under the prevailing laws, rules and regulations) as determined by the NRC or the Board in its sole and exclusive discretion;

3. the new Equity Shares, if any, to be issued and allotted by the Company under the TRSL ESOP - 2023 shall rank *pari-passu* in all respects with the prevailing existing Equity Shares of the Company;
4. for the purpose of giving effect to this Resolution, the Board including NRC, be authorized to determine terms and conditions of issue of the equity shares and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company.”

**Item No. 3:**

**To approve alteration of the Main Object Clause of Memorandum of Association of the Company:** To consider and if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), and subject to necessary approvals as may be required in this regard from appropriate authorities, the approval of the members of the Company be and is hereby accorded to alteration of Main Object Clause (III)A in Memorandum of Association (MOA) of the Company, due to enhancement in the product portfolio of the Company to carry on several other business activities under freight rolling stock, passenger rolling stock and maritime and others which can be advantageously combined with the existing products of the Company, as follows:

A. Addition of new clause no. 10

*“10. To carry on in India or elsewhere either directly or indirectly or by means of subsidiary companies or joint venture or associates, the business of design, development, manufacture, sell, trade, import or export or otherwise deal in all types of:*

- (a) *freight rolling stock including wagons, castings of any configuration, bogies, couplers, springs, airbrakes, any materials, parts or components, systems, subsystems, depots, required for any kind of freight rolling stock, fabrication, processes for foregoing, ancillary products and services and maintenance, or anything related thereto,*
- (b) *passenger rolling stock including metro coaches, train sets of various speeds, interiors of trains, propulsion systems, traction converters, railway safety and signaling systems, parts, components, systems, subsystems, materials, processes for foregoing, ancillary products and services, maintenance and anything related thereto,*
- (c) *maritime business including setting up or construction of shipyards, dry docks, vessels, boats, ships of any configurations, war ships, ship repair, materials, parts, components, systems, subsystems, required for any kind of shipbuilding and/or maritime business, processes for foregoing, ancillary products and services, maintenance and anything related thereto, and*
- (d) *any other engineering products, mobility solutions, materials, parts, components, subcomponents, systems, subsystems in railway, maritime, shipbuilding, bridges, defense or any other sector or segment.”*

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised to do all such acts, to sign all required documents, papers and writings and take all such steps including but not limited to signing and filing such documents, papers or forms with Registrar of Companies or such other Authorities as may be necessary, proper or expedient to give effect to this resolution.”

Kolkata  
February 13, 2025

Registered office:  
Poddar Point, 10<sup>th</sup> Floor,  
113, Park Street Kolkata - 700016

**By Order of the Board of Directors  
For Titagarh Rail Systems Limited**

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

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules made thereunder and Secretarial Standards on General Meetings (SS-2) stating material facts and reasons for the proposed resolutions is annexed hereto.
2. In compliance with MCA Circulars, the Company is sending this Notice only in electronic mode to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours of **Friday, 14<sup>th</sup> February, 2025 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/ RTA/ Depositories/ Depository Participants (in case of electronic shareholding).

Accordingly, in line with the MCA Circulars, Members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.

3. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail addresses. Members who have not registered their e-mail addresses are requested to register the same:
  - (i) For shares held in electronic form: with the Depository Participant(s);
  - (ii) For shares held in physical form: to the Company/ RTA in prescribed Form ISR-1 and other forms, if any pursuant to SEBI Master Circular No. SEBI/HO/ MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023.

Members may note that this Postal Ballot Notice is also be available on the Company's website at [www.titagarh.in](http://www.titagarh.in), and on the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com) . All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process as specified in this Notice.

4. All documents referred to in the Postal Ballot Notice will be available for inspection electronically. Members seeking to inspect such documents can send an e-mail to [investors@titagarh.in](mailto:investors@titagarh.in) mentioning his / her / its folio number / DP ID and Client ID.
5. Members whose names appear on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 14<sup>th</sup> February, 2025 will be considered for the purpose of remote e-voting and Postal Ballot.
6. The Resolution, if passed by requisite majority of the members through postal ballot, will be deemed to have been passed on the last date of e-voting i.e., **Monday, 24<sup>th</sup> March, 2025**, as if they have been passed at a General Meeting of the members.
7. Shareholders are requested to carefully read the instruction for e-voting forming part of this Notice.
8. **The Instructions for Members for e-voting are as under:**
  - i. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, read with the relevant rules made thereunder, the MCA Circulars and Listing Regulations, the Company has provided e-voting facility, for its members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.
  - ii. Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on "e- Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process.
  - iii. Individual demat account holders would be able to cast their votes without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also providing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile numbers and e-mail IDs with their DPs to access e-Voting facility.
  - iv. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on cut-off date i.e., Friday, 14<sup>th</sup> February, 2025 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners

maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.

- v. The remote e-voting period commences from 9:00 a.m. (IST) on **Sunday, 23<sup>rd</sup> February, 2025** and ends at 5.00 p.m. (IST) on **Monday, 24<sup>th</sup> March, 2025**. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- vi. The Board of Directors has, at its meeting held on February 13, 2025, appointed Shri Sushil Goyal of Sushil Goyal & Co; Company Secretaries, having Certificate of Practice No. 8289, as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vii. The Scrutinizer shall, after conclusion of remote e-voting period, scrutinise the votes casted through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same. The result of e-voting will be declared within the prescribed timeline as specified under the Act and Listing Regulations and the same, along with the consolidated Scrutiniser's Report will be placed on the Company's website at [www.titagarh.in](http://www.titagarh.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
- viii. **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected</li> </ol>



	<p>to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911</p>

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csskgoyal@gmail.com](mailto:csskgoyal@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@titagarh.in](mailto:investors@titagarh.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@titagarh.in](mailto:investors@titagarh.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item Nos. 1 & 2

To motivate its key work force for their contribution to the corporate growth, to foster a spirit of entrepreneurial mindset, to attract new talents and to retain them for ensuring sustained growth, the Company introduced and implemented ESOP Scheme namely Titagarh Rail Systems Limited – Employees Stock Option Scheme 2023 (“**TRSL ESOP - 2023/ ESOP Scheme 2023**”) based on the approval of the members by a special resolution passed on 26<sup>th</sup> April, 2023 through postal ballot and at the 26<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2023 and authorized the Nomination & Remuneration Committee (NRC) to implement and administer the same in accordance with the provisions applicable thereto.

The NRC at its meeting held on 3<sup>rd</sup> February, 2025 pursuant to the Clause 3.1 of the TRSL ESOP - 2023 and the authority given by the Board of Directors, approved grant of 5,00,000 (Five Lakhs) Employee Stock Options convertible upon exercise in accordance with the Scheme, into not more than 5,00,000 (Five Lakh) Equity Shares of face value of Rs. 2/- (Rupees Two) each fully paid-up to eligible employee of the Company, based on the parameters *inter alia* including performance of the eligible employees as well as that of the business unit and the Company as a whole. Brief particulars of the 500,000 Options granted are as follows:

1. The exercise price was fixed at Rs. 860/- per Option, representing a discount of about 10% on the closing price of the equity shares of the Company on NSE on 1<sup>st</sup> February i.e., Rs. 956/-
2. The vesting of Options granted will be as follows:

Dates of Vesting	Vesting Options
1 <sup>st</sup> Anniversary from the date of Grant	10% of the Options granted
2 <sup>nd</sup> Anniversary from the date of Grant	15% of the Options granted
3 <sup>rd</sup> Anniversary from the date of Grant	20% of the Options granted
4 <sup>th</sup> Anniversary from the date of Grant	25% of the Options granted
5 <sup>th</sup> Anniversary from the date of Grant	30% of the Options granted

3. The Options shall vest one year after the date of grant.
4. Vesting of Options shall be linked to the parameters mentioned hereinabove.
5. The eligible employee shall exercise the Options vested while in employment, within six months of the date of vesting.
6. Each Option when exercised shall entitle the employee concerned to one equity share of Rs. 2/- each fully paid up.

With the recent grant made by the Company, the entire aforesaid limit has been utilized.

In line with the philosophy of promoting the culture of employee ownership, create long term wealth in their hands, reward them for their association, dedication and contribution to the goals of the Company and to help the Company attract and motivate the best available talent in competitive environment, the Board has at its meeting held on 13<sup>th</sup> February, 2025, decided to increase the number of Options by 10,00,000 (Ten lakhs) by modifying the ESOP Scheme 2023, based on the recommendation of the NRC, subject to consent of the members of the Company. The increase of 10,00,000 (Ten Lakhs) Options will enable the Board to extend the benefit of ESOP Scheme 2023 to a wider section of eligible employees. The Options upon exercise in conformity with the Scheme shall be convertible into equivalent number of Equity Shares of 2/- (Rupees Two) each fully paid-up. However, there will be no change in the terms, benefits and conditions of the 5,00,000 (Five Lakhs) Options granted to the eligible employees under the TRSL ESOP – 2023, prior to this proposed amendment.

The TRSL ESOP - 2023 and the said amendments are in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEBS Regulations”) and along with the amendment for increase in limits as aforesaid, approval is being sought for some other changes intended only to bring the language of certain clauses in uniformity with necessary updation required since the approval of the original Scheme in the year 2023 viz. change in name of the Company, name of the Scheme, address of registered office of the Company, etc., and aims to bring more clarity.

The Board also recommends to the members for their consideration grant of stock options under this proposed amended TRSL ESOP - 2023 to the employees of group company(ies) including subsidiary company(ies) or its associate company(ies), present or future, in India or outside India.

The details of said amendments and revised clauses are provided below:

Clause No.	Existing Provision	Proposed amendment
1.3	<p><b>Name, Objective and Term of the Scheme</b>            TWL ESOP 2023 will be effective on approval by the shareholders by the way of special resolution passed through Postal Ballot on 26.04.2023 (results on 28.04.2023) and shall continue to be in force until (i) its termination by the Board, in accordance with Companies Act, and rules made thereunder and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (ii) the date on which all of the Employee Stock Options available for issuance under the - TWL ESOP 2023 have been issued and exercised, whichever is earlier.</p>	<p><b>Name, Objective and Term of the Scheme</b>            TRSL ESOP 2023 is effective since approval by the shareholders by the way of special resolution passed through Postal Ballot on 26.04.2023 and the amendments to the TRSL ESOP 2023 will be effective on approval by the shareholders by way of special resolution passed through Postal Ballot on 24.03.2025 and shall continue to be in force until (i) its termination by the Board, in accordance with Companies Act, and rules made thereunder and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (ii) the date on which all of the Employee Stock Options available for issuance under the - TRSL ESOP 2023 (as amended) have been issued and exercised, whichever is earlier.</p>
2.2	<p><b>Definitions</b>  <b>"Grant"</b> means the process by which the Company issues options, Shares under TRSL ESOP 2023</p> <p><b>"Market Price"</b> means the latest available closing price, immediately prior to the date of grant of Options by the Committee, on the recognized Stock Exchange on which the Shares of the Company are listed. In case Shares are listed on more than one Stock Exchange, then the closing price on the Stock Exchange where the highest trading volume on the said date shall be considered.</p>	<p><b>Definitions</b>  <b>"Grant"</b> means the process by which the Company issues options under TRSL ESOP 2023</p> <p><b>"Market Price"</b> means the latest available closing price on the recognized Stock Exchange on which the Shares of the Company are listed on the date immediately prior to the relevant date. In case Shares are listed on more than one Stock Exchange, then the closing price on the Stock Exchange where the highest trading volume on the said date shall be considered.</p>
3.1	<p><b>Authority</b>            The Board of the Company through a resolution dated 21<sup>st</sup> March, 2023 and the Shareholders of the Company through special resolution passed by postal ballot on 26.04.2023 (result of postal on 28.04.2023), have authorized the issue to the Employees under TWL ESOP 2023, not exceeding 5,00,000 (Five Lakhs) Employee Stock Options convertible into not more than 5,00,000 (Five Lakhs) Shares of face value of Rs. 2/- (Rupees Two) each fully paid-up, with each such Option conferring a right upon the Employee to be issued one Share of the Company, in accordance with the terms and conditions of such issue. Further, the maximum number of Options to be granted per Employee per grant and in aggregate shall not exceed such number as may be decided by the Committee.</p>	<p><b>Authority and Ceiling</b>            The Board of the Company through a resolution dated 13<sup>th</sup> February, 2025 (in <b>partial</b> modification of its earlier resolution dated 21<sup>st</sup> March, 2023) and the Shareholders of the Company through special resolution passed by postal ballot on 24.03.2025 (in <b>partial</b> modification of its earlier special resolution passed through postal ballot on 26.04.2023), have authorized the issue to the Employees under TRSL ESOP 2023, not exceeding 15,00,000 (Fifteen Lakhs) Employee Stock Options convertible into not more than 15,00,000 (Fifteen Lakhs) Shares of face value of Rs. 2/- (Rupees Two) each fully paid-up, with each such Option conferring a right upon the Employee to be issued one Share of the Company, in accordance with the terms and conditions of such issue. Further, the maximum number of Options to be granted per Employee per grant and in aggregate shall not exceed such number as may be decided by the Committee.</p>
6.1	<p><b>Vesting Schedule and Vesting Conditions</b>            The Options granted shall vest so long as an Employee continues to be in the employment of the Company or the Holding Company, Associate Company, Group Company or its Subsidiary Company as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which Options</p>	<p><b>Vesting Schedule and Vesting Conditions</b>            The Options granted shall vest so long as an Employee continues to be in the employment of the Company or the Holding Company, Associate Company, Group Company or its Subsidiary Company as the case may be (except in case of cessation of employment due to retirement or superannuation). The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating</p>

	granted would vest subject to the minimum vesting period of 1 (one) year.  Provided further that in the event of Death or Permanent Incapacity of an Employee, the minimum Vesting Period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the Death or Permanent Incapacity in favour of the legal heir(s) of the Employee duly intimated by the said employee prior to such instances in writing to the Company.	to such vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 (one) year.  Provided further that in the event of Death or Permanent Incapacity of an Employee, the minimum Vesting Period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the Death or Permanent Incapacity in favour of the employee or legal heir(s) of the Employee, as the case may be duly intimated by the said employee prior to such instances in writing to the Company.
11.3	<b>Variation of Terms of the Scheme</b> A Company may reprice the Options, or Shares, as the case may be, which are not exercised, whether or not they have been vested, if the Schemes were rendered unattractive due to fall in the price of the Shares in the stock market:	<b>Variation of Terms of the Scheme</b> The Company may reprice the Options, as the case may be, which are not exercised, whether or not they have been vested, if the Schemes were rendered unattractive due to fall in the price of the Shares in the stock market:
22.2	<b>Foreign Exchange Laws</b> In case any Employee Stock Options are granted to any Employee being resident outside India belonging to the Company working outside India, the provisions of the Foreign Exchange Management Act, 1999 and Rules or Regulations made thereunder as amended and enacted from time to time shall be applicable and the Company has to comply with such requirements as prescribed from time to time in connection with Grant, Vest, Exercise of Employee Stock Options and allotment of Equity Shares thereof.	<b>Foreign Exchange Laws</b> In case any Employee Stock Options are granted to any Employee being resident outside India belonging to the Company working outside India, the provisions of the Foreign Exchange Management Act, 1999 and Rules or Regulations made thereunder as amended and enacted from time to time shall be applicable and the Company has to comply with such requirements as prescribed from time to time in connection with Grant, Vest, Exercise of Employee Stock Options and allotment of Equity Shares thereof. Any loss that may occur on account of fluctuations in the foreign exchange rate will be solely borne by the Grantee.
<b>Other amendments</b>		
	Reference of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 defined as ('SEBI (SBEB and Sweat Equity) Regulations') throughout the Scheme.	

Note:

1. Reference of name of the Company - "Titagarh Wagons Limited" substituted with "Titagarh Rail Systems Limited" pursuant to approval of the members of the Company by way of Postal Ballot on 26<sup>th</sup> April, 2023 and a fresh Certificate of Incorporation issued by the ROC on 19<sup>th</sup> May, 2023 and;
2. In terms of approval of the members at the 26<sup>th</sup> AGM held on 29<sup>th</sup> September, 2023:
  - a. Reference of Name of Scheme – "Titagarh Wagons Limited – Employee Stock Option Scheme 2023" substituted with "Titagarh Rail Systems Limited – Employee Stock Option Scheme 2023 ("TRSL ESOP – 2023")" and;
  - b. Reference of registered office address of the Company substituted with "Poddar Point, 10<sup>th</sup> Floor, 113 Park Street, Kolkata, West Bengal -700016."

Exercise of all the 15,00,000 (Fifteen Lakhs) Options into equivalent number of equity shares will result in 1.1% dilution of post issue total paid-up equity share capital of the Company.

In terms of SBEB Regulations, the Company affirms that eligible employees as mentioned in serial no. (c) below will be beneficiaries of the aforesaid variations to the TRSL ESOP - 2023.

The salient features of the Scheme are as under:

**(a) Brief Description of the Scheme**

The Scheme shall be called Titagarh Rail Systems Limited Employee Stock Option Scheme 2023 (TRSL ESOP - 2023) and shall be implemented directly by the Company. It applies only to the Employees and Directors of the Company, its subsidiaries, group companies and associate companies, excluding Promoters & members of Promoter group, Independent Directors and Directors holding more than 10% of equity in the Company directly or indirectly. It shall be deemed to have come into force on the date of receipt of shareholders' approval. It shall continue in effect till all the Options granted under the Scheme/Plan are exercised or have been extinguished or unless the Scheme is terminated in accordance with the regulations.

**(b) Total number of options to be granted**

15,00,000 (Fifteen Lakh Only) options in aggregate would be available for being granted to eligible employees of the Company, its subsidiaries and associate company(ies) under the Scheme. Each option when exercised would be converted into one Equity share of Rs. 2/- each fully paid-up. Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, split, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, the abovementioned limit of maximum number of options to be granted under the scheme shall automatically include within its ambit, such expansion or reduction as taken place on account of corporate action(s) including issue of bonus shares, split, rights issue, buy-back or scheme of arrangement.

**(c) Identification of class of employees entitled to participate in the Scheme**

All eligible employees and Directors of the Company, its subsidiaries and associate company(ies), excluding Promoters & members of Promoter group, Independent Directors and Directors holding more than 10% of equity in the Company directly or indirectly, as may be decided by the Board of Directors (hereinafter referred as 'the Board' which term shall include Nomination and Remuneration Committee from time to time), would be entitled to be granted Options under the Scheme.

**(d) Requirements of vesting, period of vesting and maximum period within which options shall be vested:**

The Options would vest at such intervals from the date of grant of Options as the Board/Nomination and Remuneration Committee (NRC) may, at its discretion, decide based on the criteria including certain performance metrics for each round of grant, subject to the minimum vesting period permitted under the regulations, as amended from time to time.

**(e) Exercise Price/Pricing formula**

Exercise Price is the price, payable by the employee for exercising the Option. Pursuant to SBEB Regulations, the Company granting Options to its employees pursuant to Employee Stock Option Scheme will have the freedom to determine the exercise price subject to conforming to the accounting policies specified in Regulation 15 of the said Regulations.

*Regulation 15 provides as below:*

- Any company implementing any of the share-based schemes shall follow the requirements of the 'Guidance Note on Accounting for employee share-based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.
- Where the existing Guidance Note or Accounting Standards do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under these regulations then the company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time. Hence, the Exercise Price will be accordingly determined by the Nomination and Remuneration Committee and disclosed appropriately. Shareholders may kindly note that all the grants under the ESOP scheme 2015 were at the market price prevailing at the time of grant.

**(f) Exercise Period and the process of Exercise:**

The Exercise period would commence from the date of vesting and will expire at the end of such period(s) and/or in such manner, and/ or on execution of such documents, as may be prescribed by the NRC from time to time and upon payment of exercise money and/or tax as may be applicable. The Options will lapse if not exercised within the specified exercise period.

**(g) The appraisal process for determining the eligibility of employees for the scheme(s):**

The appraisal process for determining the eligibility of the employees shall be decided by the NRC and be based on criteria viz. grade of the employee, past performance, future potential and such other criteria determined by the NRC at its sole discretion.

**(h) Maximum number of options to be issued per employee and in aggregate:**

The maximum number of options that may be granted to any specific employee in aggregate in a year shall not exceed such other number as the Committee may decide, provided the total options granted to him/her does not exceed 1% of the paid up capital of the Company, subject to adjustment to the above number with regard to various corporate actions viz. split, consolidation, bonus issue etc. if any which the Company may give effect to.

**(i) Maximum quantum of benefits to be provided per employee under a Scheme:**

No benefit other than grant of Options is envisaged under the scheme. Maximum benefit shall accordingly refer to the maximum number of Options that may be issued per employee.

- (j) **Manner of implementation and administration of the Scheme (directly by the Company or through a Trust):**  
The Scheme will be implemented directly by the Company.
- (k) **Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:**  
The Scheme involves only new issue of equity shares by the Company.
- (l) **The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:**  
As the TRSL ESOP - 2023 is being directly implemented by the Company, the above requirement does not arise.
- (m) **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s):**  
As the TRSL ESOP - 2023 is being directly implemented by the Company, the above requirement does not arise.
- (n) **Transferability of Employee Stock Options and lock-in of shares:**  
The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. There will be no lock-in for the shares transferred pursuant to exercise of options.
- (o) **Disclosure and Accounting Policies:**  
The Company shall conform to the applicable provisions of the SBEB Regulations, including the disclosure and the accounting policies as specified in guidelines/rules and regulations, as may be applicable from time to time.
- (p) **Method of option valuation:**  
Method of Valuation will be as prescribed under relevant / applicable Regulations, Rules/ Laws.
- (q) **The following statement, if applicable:**  
In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.
- (r) **Any interest of key managerial personnel, directors or promoters in the scheme and effect thereof:**  
None of the Key Managerial Personnel, Directors or Promoters of the Company are in any way, concerned or interested in the scheme, except to the extent of the securities that may be offered to them under the said Scheme.
- (s) **The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised:**  
Options would not carry any voting rights. However, once the Options are exercised, shares issued in lieu thereof will carry voting rights which will be exercised by the holder of such shares.
- (t) **Terms & conditions for buyback, if any, of specified securities covered under these regulations:**  
Not Applicable.

The Board accordingly recommends the passing of the Resolutions set out at items No. 1 & 2 in this Postal Ballot Notice.

A copy of the Scheme, along with the proposed amendments and other relevant documents, shall be available for inspection by the Members through electronic mode as provided in this Notice.

None of the Directors and Key Managerial Personnel of the Company are in any way, concerned or interested in the resolution, except to the extent of the securities that may be offered to them under the said Scheme.

### **Item No. 3**

The Company's product portfolio and spectrum of business interests has expanded over the years. Businesses viz., components of freight rolling stock and passenger rolling stock, variety of products under maritime business



and other engineering products have come under the ambit of the Company's operations and therefore, it is proposed to also carry on the following activities by addition of the two business verticals:

1. "Shipbuilding and Maritime Systems" wherein the Company will undertake maritime business including shipbuilding, ship repair and other maritime business activities.
2. "Signalling and Safety Systems" consisting of the applicable activities relating to railway signalling and safety including but not limited to train control & condition monitoring, vehicular & train mounted solutions etc. with the focus on railway operations, particularly in ensuring safety and efficiency and will involve development and installation of products that enable smooth and secure train operations.

Notwithstanding some of the items already appearing elsewhere in the Objects set out in the Memorandum of Association of the Company, the proposed addition of a clause therein seeks to appropriately map the expanded scope of various business activities.

The Board of Directors at its meeting held on 13<sup>th</sup> February, 2025 approved the above and recommended to the members for their consideration the alteration of the Memorandum of Association of the Company by adding the clause no.10 as set out in the Item No. 3 of this Notice by way of special resolution.

Copies of the existing and amended Memorandum and Articles of Association and other relevant documents shall be available for inspection by the Members through electronic mode as provided in this Notice.

None of the Directors and Key Managerial Personnel of the Company are in any way, concerned or interested in the resolution.

**Kolkata**  
**February 13, 2025**

**Registered office:**  
**Poddar Point, 10<sup>th</sup> Floor,**  
**113, Park Street Kolkata - 700016**

**By Order of the Board of Directors**  
**For Titagarh Rail Systems Limited**

**Sd/-**  
**Dinesh Arya**  
**Company Secretary & Chief Compliance Officer**  
**M. No. FCS 3665**