



September 23, 2025

To Sr. General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001 Scrip Code: 544317	To Sr. General Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai - 400 051 Scrip Symbol: TRANSRAILL
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Sub.: Proceedings of the Annual General Meeting held on September 23, 2025, pursuant to Regulation 30 read with Schedule III part - A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)

Dear Sir / Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 18th Annual General Meeting (AGM) of the Company was held on September 23, 2025 at 03:10 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

In this regard, we enclose herewith the proceedings of the 18th Annual General Meeting (AGM).

You are requested to take the above information on record.

Yours faithfully,

For Transrail Lighting Ltd

Monica Gandhi
Company Secretary & Compliance Officer

Encl: As above

TRANSRAIL LIGHTING LIMITED

Corporate & Registered Office:

501 A, B, C, E, Fortune 2000, Block-G, Bandra Kurla Complex, Bandra East, Mumbai - 400051, Maharashtra, India
Tel: +91 22 61979600 | Web: www.transrail.in | CIN: L31506MH2008PLC179012



Gist of proceedings of the 18th Annual General Meeting of Transrail Lighting Limited

The 18th Annual General Meeting (AGM) of the Members of the Company was held on Tuesday, September 23, 2025, at 03:10 p.m. (IST) through Other Audio Visual Means (OAVM) facility.

As the requisite quorum was present as per the records of attendance, Ms. Monica Gandhi, Company Secretary, read out instructions for the meeting to be held through OAVM.

The shareholders were informed that the Company had appointed Mr. Mitesh Shah, Practicing Company Secretary, as a Scrutinizer to scrutinize the remote e-voting that commenced at 9.00 a.m. IST on Friday, September 19, 2025 and ended at 5.00 p.m. IST on Monday, September 22, 2025 and the e-voting during the AGM.

Further, the register of the Company's Directors and Key Managerial Personnel ("KMP") and their shareholdings, Register of Contracts or Arrangements in which Directors are interested were open for inspection of the Members present in the Meeting.

Mr. Digambar C. Bagde, Executive Chairman thereafter called the meeting to order and proceeded with the same. He also introduced the directors present during the meeting.

The Chairman delivered Chairman's Speech giving an overview of the performance of the Company for the financial year ended 31st March, 2025 and the way forward.

Further, it was announced that there were no qualifications, observations or comments on the financial transactions or matters which have adverse effect on the functioning of the Company as per the Statutory Audit Report on the Financial Statements and Secretarial Audit Report for the year ended on 31st March, 2025.

The speaker shareholders were invited to ask any queries that they may have on the Company's financial accounts or business operations of the Company. Mr. Digambar C. Bagde, Executive Chairman, Mr. Randeep Narang, Managing Director & CEO and Mr. Deepak Khandelwal, Chief Financial Officer then provided satisfactory response to the queries raised by speaker shareholders.

The Chairman then requested the Members present who had not cast their vote earlier, to vote through e-voting systems during the Meeting.

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The Chairman informed that the details of the voting results (remote e-voting and e-voting at the AGM) on all the resolutions as set out in the Notice of AGM along with the Scrutinizer's Report will be communicated by the Company Secretary to BSE Ltd. and National Stock Exchange of India Ltd. and will be simultaneously uploaded on the website of the Company within two working days of the conclusion of the meeting.

The resolutions briefly related to:

1. Adoption of the Audited Standalone & Consolidated Financial Statements together with the reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2025 **(Ordinary Resolution)**.
2. Declaration of Final dividend 40% i.e. 0.80 paise per equity share of the Company having face value of Rs.2 each for the financial year 2024-25 **(Ordinary Resolution)**.
3. Appointment of a Director in place of Mr. Srikant Chaturvedi (DIN: 00651133), who retires by rotation and being eligible, offers himself for re-appointment **(Ordinary Resolution)**.
4. Ratification of the remuneration payable to the Cost Auditor for FY 2025-26 **(Ordinary Resolution)**.
5. Appointment of M/s. Mitesh Shah & Co., Practicing Company Secretaries, Mumbai as Secretarial Auditors and fix their remuneration **(Ordinary Resolution)**.
6. Re-appointment of Mr. Randeep Narang (DIN: 07269818) as a Managing Director & CEO of the Company and fix his remuneration **(Ordinary Resolution)**.
7. Appointment of Mr. Raman Rajagopalan (DIN: 11210732) as a Director and Whole-time Director of the Company designated as "Dy. Managing Director" and fix his remuneration **(Ordinary Resolution)**.
8. Appointment of Mr. Dhulipala Suryanarayana (DIN: 07304786) as a Director and Whole-time Director of the Company and fix his remuneration **(Ordinary Resolution)**.
9. Appointment of Dr. Dharmendra Singh Gangwar IAS (Retd.) (DIN: 08299862) as an Independent Director of the Company **(Special Resolution)**.
10. Alteration of Articles of Association of the Company **(Special Resolution)**.
11. Ratification of the Transrail Lighting Employee Stock Option Plan 2023 **(Special Resolution)**.

The Meeting concluded at 4.02 p.m (IST) (including 15 minutes of e-voting time given during the AGM.)

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