

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF TRANSRAIL LIGHTING LIMITED AT THEIR BOARD MEETING HELD ON TUESDAY, 10TH DECEMBER, 2024 AT 6:00 P.M. THROUGH VIDEO CONFERENCING (DEEMED PLACE OF MEETING AT 501 A,B,C,E FORTUNE 2000, BLOCK-G, BANDRA KURLA COMPLEX, BANDRA EAST, MUMBAI – 400 051.)

APPROVAL AND ADOPTION OF THE RED HERRING PROSPECTUS IN RELATION TO THE INITIAL PUBLIC OFFER BY THE COMPANY

“RESOLVED THAT in furtherance of the resolutions of the Board dated March 8, 2024 approving the draft red herring prospectus, and IPO Committee Meeting dated November 6, 2024 approving the updated draft red herring prospectus and the in-principle approvals each dated July 9, 2024 received from BSE Limited and the National Stock Exchange Limited, the final SEBI observation letter bearing reference no. SEBI/HO/CFD/RAC-DIL1/P/OW/2024/27768/1 dated August 30, 2024 received from the Securities and Exchange Board of India, subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, and applicable provisions of the Companies Act, 1956, if any, the applicable provisions of the SEBI Act, 1992, as amended, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), and other regulations issued by the SEBI, the red herring prospectus dated December 6, 2024 (the “**RHP**”), in respect of the initial public offer of equity shares of face value of ₹2 each (the “**Equity Shares**”) comprising of fresh issuance of Equity Shares by the Company (“**Fresh Issue**”) and an offer for sale of Equity Shares by Ajanma Holdings Private Limited, (“**Promoter Selling Shareholder**”) (“**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”) by the Company, at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as agreed to by the Company in consultation with the book running lead managers to the Offer (“**BRLMs**”), within the price band to be decided by the Company in consultation with the BRLMs, as placed before the Board and containing the requisite information as prescribed by applicable laws and regulations, be and is hereby approved for filing with the RoC (pursuant to Section 32 of the Companies Act, 2013 and the rules made thereunder, each as amended), the SEBI, the Stock Exchanges and such other authorities or persons as may be required under the applicable laws.

RESOLVED FURTHER THAT Mr. Digambar Bagde – Executive Chairman, Mr. Randeep Narang – Managing Director & Chief Executive Officer, Mr. Ajit Pratap Sing – Chief Financial Officer, Gandhali Upadhye – Company Secretary & Compliance Officer and Mr. Rajesh Neelakantan – Chief Operating Officer, Civil Division be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, and to finalise the RHP and to submit the same with the RoC, SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution.

RESOLVED FURTHER THAT each of the directors of the Company and the chief financial officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company.

RESOLVED FURTHER THAT Mr. Digambar Bagde – Executive Chairman, Mr. Randeep Narang – Managing Director & Chief Executive Officer, Mr. Ajit Pratap Sing – Chief Financial Officer and Mr. Rajesh Neelakantan – Chief Operating Officer, Civil Division be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect

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: U31506MH2008PLC179012.

to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the BRLMs appointed in this respect.

RESOLVED FURTHER THAT the allotment letters shall be offered or application money shall be refunded within the time specified by SEBI failing which the application money shall be refunded or unblocked from the ASBA Accounts (as applicable) to the applicants forthwith and failing which interest shall be due to be paid to the applicants in the event of any delay in such allotment and/or refund or unblocking as per applicable laws.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account maintained with a scheduled bank as per the provisions of Companies Act, 2013, as amended.

RESOLVED FURTHER THAT, any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the RHP that may be filed with the RoC, SEBI, the Stock Exchanges or any other regulatory authority, be and is hereby approved in accordance with applicable law.

RESOLVED FURTHER THAT a copy of the above resolutions, certified by any director or the Company Secretary of the Company, be forwarded to the concerned authorities for necessary action.”

//Certified True Copy//

For Transrail Lighting Limited



Gandhali Upadhye
Company Secretary & Compliance Officer



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