



9th July, 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: Notice of Postal Ballot

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice dated 10th June, 2025 along with the Explanatory Statement, seeking approval of the Members, by way of a Special Resolution, for appointment of Dr. Indu Shekhar Jha (DIN: 00015615) as an Independent Director of the Company.

In compliance with the applicable MCA Circulars, the Postal Ballot Notice has been dispatched only through electronic mode to all the Members, whose names appear in the list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited / Register of Members of the Company and whose email addresses are registered with the Depositories / Company as on Friday, 4th July, 2025 (Cut-off Date).

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for facilitating e-voting to enable the members to cast their votes electronically. The remote e-voting period commences from Friday, 11th July, 2025 at 9:00 a.m. IST and ends on Saturday 9th August, 2025 at 5:00 p.m. IST. The results of voting by postal ballot will be announced not later than two working days from the conclusion of the remote e-voting.

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



The Postal Ballot Notice can also be accessed from the website of the Company at <https://transrail.in/> and on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL at www.evotingindia.com.

We hereby request you to take the above information on your records.

For Transrail Lighting Limited

Monica Gandhi
Company Secretary and Compliance Officer

Encl: As above

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NOTICE OF POSTAL BALLOT

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

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, ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, and the latest one being General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs ('MCA Circulars') for holding general meetings / conducting postal ballot process through e-voting and any other applicable law, rules and regulations that the Resolution as set out hereunder is proposed as a Special Resolution for approval by the Members of the Company by means of Postal Ballot by voting through electronic means ('remote e-voting') only.

The e-voting commences on Friday, 11th July, 2025 at 09:00 A.M. IST and ends on Saturday, 9th August, 2025 at 05:00 P.M. IST. The assent or dissent received after such date and time shall be treated as if, reply from the Member has not been received. The Company has engaged the services of Central Depository Services Limited ('CDSL'), for providing remote e-voting facility to the Members, enabling them to cast their vote in a secure manner.

Mr. Saurabh Agrawal (Certificate of Practice No. 20907), failing him Mr. Omkar Dindorkar (Certificate of Practice No. 24580), Designated Partner(s) of M/s. MMJB & Associates LLP, Practicing Company Secretaries, have been appointed as scrutinizers to scrutinize the remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast by way of remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Chairman. The results of voting by Postal Ballot (through the remote e-voting process) will be declared on or before Tuesday, 12th August, 2025 by the Chairman of the Company or any other person authorized by the Chairman at the Registered Office and Corporate Office. The results along with the Scrutinizer's Report will be displayed on the Company's website at <https://transrail.in/> as well as on Stock Exchanges' website viz www.bseindia.com and www.nseindia.com.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday 9th August, 2025 i.e., the last date of remote e-voting.



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RESOLUTION FOR APPROVAL THROUGH POSTAL BALLOT

ITEM NO.1

SPECIAL BUSINESS:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of 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), and the Articles of Association of the Company, and pursuant to the recommendation and approvals of the Nomination and Remuneration Committee and the Board of Directors, Dr. Indu Shekhar Jha (DIN: 00015615), who was appointed as an Additional Non-Executive Director of the Company with effect from 23rd May, 2025 and further, being recommended as Non-Executive Independent Director with effect from 9th June, 2025 for a period of 3 (three) consecutive years and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a director, and who has submitted a declaration that he meets the criteria for independence as per the Act and Listing Regulations, and is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of 3(three)consecutive years with effect from 9th June, 2025 to 8th June, 2028 (both days inclusive) on such remuneration and terms as may be recommended and determined by the Nomination and Remuneration Committee and Board of Directors of the Company from time to time within the overall limits of remuneration under sections 197,198 read with schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board

For Transrail Lighting Limited

Sd/-

Monica Gandhi

Company Secretary & Compliance Officer

Place: Mumbai

Date: 10th June, 2025

Registered Office:

501 A,B,C,E Fortune 2000, Block G,
Bandra Kurla Complex, Bandra East, Mumbai,
Maharashtra, India, 400051

Tel – +91 22 61979600

Email – cs@transraillighting.com

Website –www.transrail.in

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NOTES -

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and reasons in respect of the proposed Resolution is annexed to this Postal Ballot Notice.
2. The details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standards-2, in respect of the person seeking appointment as a director are furnished as an Annexure to this Postal Ballot Notice.
3. In compliance with the applicable provisions of the Act read with the Rules framed thereunder, the Listing Regulations and the MCA Circular:
 - a. This Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Beneficial Owners maintained by the Depositories or in the Register of Members of the Company as on Friday 4th July, 2025 (cut-off date') and whose e-mail addresses are registered with the Depositories / Company. The manner of voting on the proposed Special Resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Physical copies of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelopes will not be sent to the Members for this Postal Ballot.
 - b. The Company is providing a remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of Central Depository Services Limited ("CDSL"). The instructions for remote e-voting are provided in this Postal Ballot Notice.
4. Members are requested to carefully read the remote e-voting instructions and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the said instructions.
5. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the proposed Special Resolution. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their board or governing body's resolution / authorisation, authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at scrutinisers@mmjc.in with a copy marked to CDSL at helpdesk.evoting@cdslindia.com
6. All the documents referred to in this Postal Ballot Notice and the accompanying Statement, may be accessed for inspection upon log-in to www.evotingindia.com from the date of dispatch of this Postal Ballot Notice i.e. Saturday 9th August , 2025 (last date of remote e-voting).

Information and Other Instructions Relating to Remote E-Voting:

7. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circular, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL, on the Special Resolution set forth in this Postal Ballot Notice.



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8. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on <Friday 11th July, 2025 at 9:00 a.m. > and ends on <Saturday 9th August, 2025 at 5:00 p.m.>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. <Friday 4th July, 2025> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.



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Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.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 evoting 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.3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service



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	<p>provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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.



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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



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6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Transrail Lighting Limited> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired.



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The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



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- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@transrailighting.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 cs@transrailighting.com
2. 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911



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

Dr. Indu Shekhar Jha (DIN: 00015615) was appointed as an additional director (non-executive) of the Company by the Board of Directors w.e.f. 23rd May, 2025. However, Dr. Indu Shekhar Jha who was appointed as Non-Executive Director of the Company effective 23rd May, 2025, has registered himself in the Independent Directors' Data Bank maintained by Indian Institute of Corporate Affairs (IICA) as per provisions of the Companies Act, 2013 on 6th June, 2025. Further, he is eligible to be appointed as Independent Director of the Company in accordance with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and have consented to act as an Independent Director of the Company.

Considering the skills, experience and knowledge of Dr. Indu Shekhar Jha, the Nomination & Remuneration committee had recommended his appointment as Independent Director of the Company for a period of 3 (Three) years. In line with the Nomination & Remuneration Policy, Board Diversity Policy and Board skill matrix, the Board of Directors on the recommendation of the Nomination and Remuneration Committee has approved the appointment of Dr. Indu Shekhar Jha (DIN: 00015615) as an Independent Director of the Company for a period of 3 (three) consecutive years with effect from 9th June, 2025 to 8th June, 2028 (both days inclusive) in terms of the provisions of Section 149 read with Schedule IV to the Act and Listing Regulations or any amendment thereto or modification thereof, subject to approval of the members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Listing Regulations, appointment of Independent Directors requires approval of members of the Company by way of special resolution. The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Dr. Indu Shekhar Jha for the office of a Director of the Company.

The Company has received all the necessary and relevant statutory disclosures/declarations from Dr. Indu Shekhar Jha.

In the opinion of the Board, Dr. Indu Shekhar Jha fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Dr. Indu Shekhar Jha is independent of the management and possesses appropriate skills, experience and knowledge to be appointed as an Independent Director in the opinion of the Board of Directors and also that his appointment is in the interest of the Company. Dr. Indu Shekhar Jha shall be entitled to such remuneration as may be determined by the Nomination & Remuneration Committee and the Board of Directors of the Company from time to time within the overall limits of remuneration under sections 197,198 read with schedule V of the Act.

A copy of the draft letter for appointment of Dr. Indu Shekhar Jha setting out the terms and conditions of appointment and other relevant documents shall be available for inspection as per the instructions provided in the Notes of this Notice.

The Board recommends the Special resolution set out at Item No. 1 of the Notice for approval by the members. Except Dr. Indu Shekhar Jha, being appointee, none of the other Directors/Key Managerial



TRANSRAIL LIGHTING LIMITED

Corporate & Registered Office: 501 A, B, C, E, Fortune 2000, Block-G, Bandra Kurla Complex,
Bandra East, Mumbai - 400051

Tel: +91 22 61979600 | Web: www.transrail.in | CIN: L31506MH2008PLC179012

Personnel of the Company/their relatives are, in any way, concerned or interested in the Resolution at Item No. 1 of the accompanying Notice.

By order of the Board

For Transrail Lighting Limited

Sd/-

Monica Gandhi

Company Secretary & Compliance Officer

Place: Mumbai

Date: 10th June, 2025

Registered Office:

501 A,B,C,E Fortune 2000, Block G,
Bandra Kurla Complex, Bandra East, Mumbai,
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Disclosure of brief resume, qualifications, skills and expertise and other details as prescribed under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is as under:

Name	Dr. Indu Shekhar Jha (DIN: 00015615)
Age	66 years
Date of appointment of Director	9 th June, 2025 (for a period of 3(three) years)
Qualification	<ul style="list-style-type: none">● B.Sc. Engineering (Electrical) - NIT Jamshedpur (1980) (with distinction)● Honoured with the degree of Doctor of Philosophy (Honoris Causa) by Sun Rise University, Alwar District, Rajasthan, India.
Brief profile including experience	<p>Dedicated and results-oriented power sector professional with over 43 years of experience across power generation, transmission, system operation, distribution, and regulatory affairs. Expertise in conceptualisation, design, engineering, project management, EPC contract management, regulatory frameworks, and board-level decision-making. Adept at stakeholder engagement, dispute resolution, and policy formulation.</p> <p>Professional Experience: Member, Central Electricity Regulatory Commission (CERC) January 2019 - January 2024</p> <ul style="list-style-type: none">● Framed regulations for generation and transmission, including tariff determination, grid connectivity, and Grid Code 2023.● Adjudicated tariff disputes, PPA interpretation issues, and contract-related conflicts.● Contributed to approximately 3,000 regulatory orders during the tenure. <p>Chairman & Managing Director, Powergrid Corporation of India Ltd. November 2015 - January 2019</p> <ul style="list-style-type: none">● Led the company's strategic growth and expansion.● Oversaw a capital expenditure of ₹98,611 Cr and capitalization of ₹1,17,512 Cr.● Implemented ~42,660 circuit Km of transmission lines and 1,40,203 MVA transformation capacity.



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	<p>Director (Projects), Powergrid Corporation of India Ltd. September 2009 - November 2015</p> <ul style="list-style-type: none"> ● Spearheaded the execution of all transmission and distribution projects. ● Managed EPC contracts, environmental and social impacts, quality assurance, and contract closure. ● Played a key role in project conceptualization and scheduling. <p>Executive Director, Powergrid Corporation of India Ltd. October 2005 - September 2009</p> <ul style="list-style-type: none"> ● Head, Engineering (Mar 2009 - Aug 2009): Led conceptualisation, design, and execution planning of transmission projects. ● Head, Corporate Management Group (Jul 2007 - Mar 2009): Supervised scheduling and monitoring of pre-award and post-award activities. ● Head, North Eastern Region Transmission System (Oct 2005 - Jul 2007): Managed transmission projects, tariff realisation, and O&M operations. <p>Earlier Experience</p> <ul style="list-style-type: none"> ● Joined NTPC in December 1980 and contributed significantly to power sector projects before moving to Power Grid Corporation of India Limited in 1991.
Terms & Conditions of appointment	Non Executive Independent Director for a period of 3 (three) years w.e.f. 9 th June, 2025.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per the statement pursuant to Section 102 of the Act forming part of the Notice
Justification for choosing the appointee for appointment as Independent Director	As per the statement pursuant to Section 102 of the Act forming part of the Notice
Last remuneration	Not Applicable as Dr. Indu Shekhar Jha was not a Director in any Company during the previous 3(three) years.
Remuneration sought to be paid	Being appointed as the Non-Executive Independent Director, he will be eligible for a remuneration (in addition to the sitting fee for attending the meetings of the Board of



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	Directors or Committees thereof, as the Board of Directors may from time to time determine) as may be determined by the Nomination & Remuneration Committee and the Board of Directors of the Company from time to time within the overall limits of remuneration permissible under sections 197,198 read with schedule V of the Act.
Directorship in other companies	Nil
Membership of Committees of other Public Companies	Nil
No. of shares held in the Company (including shareholding as a beneficial owner)	Nil
First appointment by the Board	23 rd May, 2025
Relationship with other Directors, Managers & KMP's	None
Board Meetings attended during the Financial Year 2025-26	Attended 1(one) Board meeting held on 23 rd May, 2025
Name of listed entities from which the person has resigned in the past three years	Nil
Chairmanship / Membership of Committees in other companies in which position of Director is held	Nil