



25<sup>th</sup> February, 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: Result of Postal Ballot by remote e-voting process and submission of Scrutinizer's Report**

**Ref: Regulation 30 and Regulation 44 of SEBI LODR**

Dear Sir / Madam,

Pursuant to provisions of Regulation 30 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations"), please find enclosed herewith the Voting Results on the Special Resolution for the matter set out in the Postal Ballot Notice along with the Scrutinizer's Report dated 25<sup>th</sup> February, 2025.

Accordingly, the proposed Special Resolutions has been passed by the Members with requisite majority, through remote e-voting process as mentioned in the Postal Ballot Notice.

The said details are also being uploaded on the website of the Company at <https://transrail.in/>.

Kindly take the same on your records.

**For Transrail Lighting Limited**

**Digambar Bagde**  
**Executive Chairman**  
**DIN: 00122564**

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](http://www.transrail.in) | CIN: U31506MH2008PLC179012



<b>Voting Results in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>	
Record date	17-01-2025
Total number of shareholders on record date	119365
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	Not applicable
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	Not applicable
b) Public	
<b>No. of resolution passed in the meeting</b>	1

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Transrail Lighting Limited								
Resolution Required :Special			Increase in remuneration of Mr. Randeep Narang (DIN:07269818), Managing Director and Chief Executive Officer of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	95478484	95408484	99.9267	95408484	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>95408484</b>	<b>99.9267</b>	<b>95408484</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	22286753	15404493	69.1195	15250147	154346	98.9980	1.0020
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>15404493</b>	<b>69.1195</b>	<b>15250147</b>	<b>154346</b>	<b>98.9980</b>	<b>1.0020</b>
Public Non Institutions	E-Voting	16490788	83589	0.5069	65056	18533	77.8284	22.1716
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>83589</b>	<b>0.5069</b>	<b>65056</b>	<b>18533</b>	<b>77.8284</b>	<b>22.1716</b>
<b>Total</b>		<b>134256025</b>	<b>110896566</b>	<b>82.6008</b>	<b>110723687</b>	<b>172879</b>	<b>99.8441</b>	<b>0.1559</b>

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# *MMJB & Associates LLP*

## Company Secretaries

803-804, 8th Floor, Ecstasy, Citi of Joy, JSD Road, Mulund West, Mumbai 400080, (T) 022-31008600  
LLPIN: AAR-9997

### **Report of Scrutinizer for Voting on Postal Ballot through remote e-voting**

To,  
Mr. Digambar Chunnilal Bagde,  
Chairperson  
**M/s Transrail Lighting Limited** ("the Company")  
501, A, B, C, E Fortune 2000, Block G Bandra Kurla Complex,  
Bandra (East), Mumbai-400051, Maharashtra.

### **Scrutinizer's Report on voting through remote e-voting for Postal Ballot conducted in terms of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.**

- A. In accordance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I, Saurabh Agarwal (Membership No. F9290, COP: 20907), Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of the Company at their meeting held on Wednesday, January 15, 2025 for votes cast through electronic means for the postal ballot process in respect of the resolutions as set out in the Postal Ballot Notice dated January 15, 2025 ("Notice").
- B. Member's approval was sought for special business i.e. Increase in remuneration of Mr. Randeep Narang (DIN:07269818), Managing Director and Chief Executive Officer of the Company.
- C. Pursuant to Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and General Circular No. 09/2024 dated September 19, 2024 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the resolutions as set out in the Notice was placed for approval of the members of the Company through remote e-voting only. The Company has confirmed that the electronic copy of the Notice and Explanatory Statement along with the process of remote e-voting in terms of the MCA Circulars were sent to those members on Friday, January 24, 2025 whose e-mail addresses were registered with the Company/Depositories and whose names appeared in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, January 17, 2025.

- D. The Company had appointed Central Depository Services Limited (“CDSL”) for providing remote e-voting facility to the members of the Company.
- E. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the MCA Circulars.
- F. The remote e-voting period commenced on Monday, January 27, 2025, from 09:00 a.m. (IST) and ended on Tuesday, February 25, 2025, at 05:00 p.m. (IST).
- G. Accordingly, the votes cast through remote e-voting were taken into account and at the end of the remote e-voting period, on Tuesday, February 25, 2025, at 05:00 p.m. (IST), the remote e-voting module was thereafter disabled for voting by CDSL. The remote e-voting summary statement was thereafter downloaded from e-voting website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
- H. The register, in accordance with Rules 20(4)(xiv) and 22(10) of the Companies (Management and Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or DP ID Client ID of the members, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining the list of shares with differential voting rights.
- I. On the basis of the votes exercised by the shareholders of the Company through remote e-Voting, I have issued this Scrutinizer’s Report dated Tuesday, February 25, 2025.

Result of the Postal Ballot through remote e-voting are as under:

**Resolution Item No. 1 – Special Resolution:**

To increase the remuneration of Mr. Randeep Narang (DIN:07269818), Managing Director and Chief Executive Officer of the Company

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	Remote e-voting through Postal Ballot	9,54,78,484	9,54,08,484	99.9267	9,54,08,484	0	100.0000	0.0000
Public Institutions		2,22,86,753	1,54,04,493	69.1195	1,52,50,147	1,54,346	98.9980	1.0020
Public Non-Institutions		1,64,90,788	83,589	0.5069	65,056	18,533	77.8284	22.1716
<b>Total</b>		<b>13,42,56,025</b>	<b>11,08,96,566</b>	<b>82.6008</b>	<b>11,07,23,687</b>	<b>1,72,879</b>	<b>99.8441</b>	<b>0.1559</b>

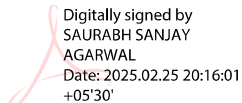
It is to be noted that:

1. Voting rights of Foreign Portfolio Investors, if any, who have not submitted additional disclosures by the end of the prescribed period as notified by SEBI Circular No. SEBI/HO/AFD/AFD-PoD-2/CIR/P/2023/148 dated August 24, 2023 (subsumed as a part of the SEBI Master Circular No. SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/70 dated May 30, 2024) have been restricted as provided in the said Circular.
2. There were no invalid and abstained votes cast on the above resolutions.
3. The aforesaid resolution was passed by the members of the Company with requisite majority.

Thanking you,

**For MMJB & Associates LLP**  
**Company Secretaries**  
ICSI UIN: L2020MH006700  
Peer Review Cert. No.: 2826/2022

SAURABH  
SANJAY  
AGARWAL

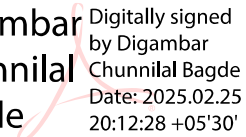


Digitally signed by  
SAURABH SANJAY  
AGARWAL  
Date: 2025.02.25 20:16:01  
+05'30'

**Saurabh Agarwal**  
**Designated Partner**  
FCS No: 9290  
CP No: 20907  
UDIN: F009290F004002312  
Date: February 25, 2025  
Place: Mumbai

**For Transrail Lighting Limited**  
**(Accepted by)**

Digambar  
Chunnilal  
Bagde



Digitally signed  
by Digambar  
Chunnilal Bagde  
Date: 2025.02.25  
20:12:28 +05'30'

**Digambar Chunnilal Bagde**  
**Chairman**  
DIN: 00122564  
Date: February 25, 2025  
Place: Mumbai