



12th February 2026

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 read with Schedule III 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 2nd February, 2026 along with the Explanatory Statement, seeking approval of the Members for the Special Business stated as below, through remote electronic voting ("Remote e-voting") :

1. Appointment of Mr. Rajeev Kumar Jain (DIN: 07905985) as a Non-Executive and Independent Director of the Company (Special resolution)
2. Change in designation of Dr. Indu Shekhar Jha (DIN 00015615) as a Non-executive and Non-Independent Director of the Company (Ordinary resolution)
3. To enter into a Contract or Arrangement with Dr. Indu Shekhar Jha as a Non-executive and Non-Independent Director of the Company for payment of monthly consulting fee for the professional consulting services to be rendered by him (Ordinary resolution)
4. Increasing the Borrowing Powers Under Section 180(1)(c) of the Companies Act, 2013 Upto INR 1,50,00,00,00,000/- (Indian Rupees Fifteen Thousand Crores Only) (Special resolution)
5. To grant powers to create charges, mortgages and hypothecations on the assets of the Company whether immovable and movable properties under Section 180(1)(a) of the Companies Act, 2013 (Special resolution)

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, 6th February, 2026 (Cut-off Date).

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 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 Sunday 15th February 2026 at 9:00 a.m. IST and ends on Monday 16th March 2026 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.

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 108, 110 of the Companies Act, 2013, read with the Companies
(Management and Administration) Rules, 2014, as amended]

VOTING START DATE	VOTING END DATE
Sunday, February 15, 2026 at 9:00 a.m. (IST)	Monday, March 16, 2026 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Sections 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”) and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), each as amended from time to time, read with the requirements prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (hereinafter collectively referred to as “MCA Circulars”), to transact the special businesses as set out hereunder by passing Special/Ordinary Resolutions by way of postal ballot only, by way of remote e-voting (“e-voting”) process i.e., by casting votes electronically instead of submitting postal ballot forms.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (‘RTA’)/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of assent or dissent of the members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the notes to receive this Postal Ballot Notice. The Notice is also available on the website of the Company at: <https://transrail.in/>

The statement pursuant to Sections 102, 110 and other applicable provisions of the Act, and rules thereunder, and read with Regulation 36 of the SEBI LODR Regulations pertaining to the resolution(s) setting out the material facts and the reasons/rationale thereof, is appended to this Postal Ballot Notice for your consideration and forms part of this Notice. Pursuant to Rule 22 (5) of the Companies (Management & Administration Rules, 2014), the Board of Directors of the Company at its meeting held on February 2, 2026, has appointed Mitesh Shah & Co., Practicing



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Company Secretary as the Scrutinizer to conduct the Postal Ballot through Remote e-Voting process in a fair and transparent manner.

The resolutions passed through the Postal Ballot shall be deemed to have been passed at a general meeting of members convened on that behalf on the last date of remote e-voting i.e. **Monday 16th March 2026**.

Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by Remote e- Voting. 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. The Remote e-voting period commences from **09.00 A.M. IST on Sunday, February 15, 2026** and ends at **05.00 P.M. IST on Monday, March 16, 2026**. The remote e-Voting facility will be disabled immediately thereafter.

The Scrutinizer will submit his report to the Executive Chairman or Managing Director & CEO or the Company Secretary or the Chief Financial Officer of the Company, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will also be communicated to the stock exchanges within 2 working days from the last date of e-voting. 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.

You are requested to peruse the proposed resolution along with the Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

ITEM NO. 1

Appointment of Mr. Rajeev Kumar Jain (DIN: 07905985) as a Non-Executive and Independent Director of the Company

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rajeev Kumar Jain (DIN: 07905985) who was appointed as an Additional Non-Executive, Independent Director



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of the Company with effect from February 2, 2026 in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Companies Act, 2013 along with the rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and who is eligible for appointment under the provisions of the Companies Act, 2013 read with the rules made thereunder and the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing under Section 160 of Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive, Independent Director of the Company for a term of 3 (Three) consecutive years from February 2nd, 2026 to February 1, 2029, whose office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT Mr. Rajeev Kumar Jain (DIN: 07905985) shall be entitled to receive the remuneration as per Section 197, 198 read with schedule V of the Companies Act, 2013, including the sitting fees for attending meetings of the Board or Committees thereof as may be recommended by Nomination & Remuneration Committee and determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds, matters and things, as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution.”

ITEM NO. 2

Change in designation of Dr. Indu Shekhar Jha (DIN 00015615) as a Non-executive and Non-Independent Director of the Company

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 152 and all other applicable provisions if any, of the Companies Act, 2013, read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, consent of Dr. Indu Shekhar Jha (DIN: 00015615) to continue as a Director on the Company’s Board of Directors in a Non-Executive and Non- Independent category and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors (hereinafter referred to as “the Board”), consent of the Members be and is hereby accorded to change the designation of Dr. Indu Shekhar Jha (DIN: 00015615) from an “ Independent Director” to a “Non-Executive - Non-Independent Director” of the Company with effect from 2nd February, 2026, whose period of office shall be liable to retirement by rotation.



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RESOLVED FURTHER THAT Dr. Indu Shekhar Jha (DIN: 00015615) shall be entitled to receive the remuneration as per Section 197, 198, read with Schedule V of the Companies Act, 2013 of the Companies Act, 2013 including the sitting fees for attending meetings of the Board or Committees thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, Company Secretary or any person authorised by the Board be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as may be deemed necessary proper or expedient and to sign and execute all necessary documents, applications and returns including filing of necessary e-forms and other documents with any regulatory authorities .”

ITEM NO. 3

To enter into a Contract or Arrangement with Dr. Indu Shekhar Jha as a Non-executive and Non-Independent Director of the Company for payment of monthly consulting fee for the professional consulting services to be rendered by him

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 188(1)(f) of the Companies Act, 2013 (the "Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and other applicable provisions ("the Applicable Law") and based on the recommendation of the Nomination and Remuneration Committee, approval of the Audit Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded to the appointment of Dr. Indu Shekhar Jha, a Non-Executive and Non-Independent Director, as an Advisor/Consultant of the Company and to enter into a contract or arrangement with him for rendering professional consulting services relating to the Company's core business of power transmission and distribution and payment of monthly consulting fee of ₹ 15,00,000/- (Rupees Fifteen Lakhs) to Dr. Indu Shekhar Jha, a Non-Executive and Non-Independent Director for the said services for a tenure of 3 (three) years, effective from 1st April, 2026.

RESOLVED FURTHER THAT the payment to Dr. Indu Shekhar Jha for rendering professional services shall be treated as professional fees and shall not be included in the calculation of managerial remuneration, if any, payable to him under Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to take all such steps and actions, execute all such documents, and do all such acts, deeds, and things as may be necessary, expedient, or proper to give effect to this resolution.



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ITEM NO. 4

Increasing the Borrowing Powers Under Section 180(1)(c) of the Companies Act, 2013 Up to INR 1,50,00,00,00,000/- (Indian Rupees Fifteen Thousand Crores Only):

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier Special Resolution passed at the Extraordinary General Meeting of the Company held on 27th May, 2022 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (“Act”) read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations framed by Securities Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, Guidelines issued by Reserve Bank of India enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to empower Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Executive and Finance Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) to borrow such sums of monies, in one or more tranches, from time to time, whether in Indian or foreign currency, in any manner including but not limited to term loans, working capital facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings, issue of non-convertible debentures/bonds, commercial papers, suppliers credit, securitized instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from any person or any lender including but not limited to any company, individual, insurance companies, mutual funds, Venture Capital funds, body corporate, banks, related parties, financial institutions, NBFCs, or other eligible lenders, whether Indian or foreign, in any form including but not limited to by way of draw-down or issue of securities, whether in India or outside India, upon such terms & conditions as regards to interest, repayment, tenor, security or otherwise, as the Board may determine and think fit, such that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company but shall not exceed (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) at any time a sum equivalent to INR 1,50,00,00,00,000/- (Indian Rupees Fifteen Thousand Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be



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borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this resolution and for matters connected herewith or incidental hereto, including intimating the concerned authorities or regulatory bodies and delegating all or any of the powers conferred herein to any committee of directors or officers of the Company.

RESOLVED FURTHER THAT the Certified True Copy of the resolution may be provided to all concerned authorities by any Director or Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company, for their records and reference.”

ITEM NO. 5

To grant powers to create charges, mortgages and hypothecations on the assets of the Company whether immovable and movable properties under Section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of earlier Special Resolution passed at the Extraordinary General Meeting of the Company held on 27th May, 2022 and pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 (“**Act**”) read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), applicable regulations framed by Securities Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to empower Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Executive cum Finance Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) for mortgaging and/ or charging and/ or hypothecating on such terms and conditions at such time or times and in such form and manner and with such ranking as to priority (whether *pari passu* with subsisting charges or otherwise) as it may think fit, on all or some or any immovable and or/ movable properties or of assets of the company, wherever situated, both present and future and/ or the whole or substantially the whole of the company’s one or more undertakings or all the undertakings, including the present and/ or future properties, whether movable or immovable, comprised in any undertaking or undertakings of the company as the case may be, in favour of the Banks, Financial Institutions, lender(s) including debenture trustees for the holders of the debentures that may be issued whether privately placed/ to be placed with the financial institutions, banks, bodies corporate and others with power to the lender(s) or debenture-trustees to take over the management of the business and concern of the Company in certain events and upon the terms



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and conditions decided/ to be decided by the Board of Directors of the Company, together with interest thereon or additional interest, cumulative interest, liquidated damages, remuneration of debenture-trustees, if any, premium, if any, on redemption/ pre-payment costs, charges, expenses and all other moneys payable by the company to the lender(s) or debenture trustees and to the holders of debentures/ bonds in terms of the availing of the loans or issue of the said debentures/ bonds subject to the maximum amount of Rs. 150,00,00,00,000/- (Rupees Fifteen Thousand Crores Only) including the charges subsisting.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this resolution and for matters connected herewith or incidental hereto, including intimating the concerned authorities or regulatory bodies and delegating all or any of the powers conferred herein to any committee of directors or officers of the Company.

RESOLVED FURTHER THAT the Certified True Copy of the resolution may be provided to all concerned authorities by any Director or Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company, for their records and reference.”

By order of the Board

For Transrail Lighting Limited

Sd/-

Monica Gandhi

Company Secretary & Compliance Officer

Place: Mumbai

Date: 2nd February, 2026

Registered Office:

501 A, B, C, E Fortune 2000, Block G,
Bandra Kurla Complex, Bandra East, Mumbai,
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Tel - +91 22 61979600

Email - cs@transrailighting.com

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NOTES:

1. The Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and reasons in respect of the proposed Resolutions are annexed to this Postal Ballot Notice.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the "Rules") and General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, General Circular No. 03/2025 dated September 22, 2025 and other relevant circulars (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA"), Government of India, the Company is permitted to conduct the postal ballot process through electronic mode.
3. 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.
4. In compliance with the applicable provisions of the Act read with the rules framed thereunder, the Listing Regulations and the MCA Circulars:
 - 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, February 6, 2026 (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.
5. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, February 6, 2026 ("cut-off date").
6. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
7. Mitesh Shah, Partner of Mitesh Shah & Co., Practicing Company Secretary (FCS No.



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10070 and CP No. 12891) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system in a fair and transparent manner.

8. 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.
9. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the proposed Resolutions. 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 mitesh@mjshah.com with a copy marked to CDSL at helpdesk.evoting@cdslindia.com.
10. All the documents referred to in this Postal Ballot Notice and the accompanying Statement, may be accessed for inspection from Sunday, February 15, 2026 to Monday, March 16, 2026 (last date of remote e-voting). Members seeking to inspect such documents can send an email to cs@transrailighting.com.

Information and Other Instructions Relating to Remote E-Voting:

11. 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 Circulars, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL, on the Resolutions set forth in this Postal Ballot Notice.

12. 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 <Sunday, February 15 2026 at 9:00 a.m. > and ends on <Monday, March 16, 2026 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 February 6, 2026> 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



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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.

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



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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.cdsiindia.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.cdsiindia.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.cdsiindia.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 provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online



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	<p>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 held 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.
 - 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	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.



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OR Date of Birth (DOB)	<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.
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- (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. 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.



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- 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.
- 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. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
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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Information at a glance:

Particulars	Details
Cut-off Date to determine eligible numbers to vote on the resolution	Friday, February 6 th , 2026
Voting start date and time	Sunday, February 15, 2026 at 9:00 a.m. (IST)
Voting end date and time	Monday, March 16, 2026 at 5:00 p.m. (IST)
Date on which the resolution is deemed to be passed	Monday, March 16, 2026
Name, address and contact details of Registrar and Share Transfer Agent.	MUFG Intime India Pvt. Ltd, C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai, Maharashtra, 400083 Tel- 91- 8108114949 Email- rnt.helpdesk@in.mpms.mufg.com
Name, address and contact details of e-voting service provider	Central Depository Services Limited ("CDSL") A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 Tel- 1800 21 09911 Email ID: helpdesk.evoting@cdslindia.com
CDSL e-voting website address	www.evotingindia.com
Name of the scrutinizer	Mitesh Shah, Partner of Mitesh Shah & Co., Practicing Company Secretary



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STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:

Item No. 1

The Board of Directors of the Company at its meeting held on 2nd February, 2026, based on the recommendation of the Nomination & Remuneration Committee ("NRC"), approved the appointment of Mr. Rajeev Kumar Jain (DIN: 07905985) as an Additional Director in the category of Non-Executive and Independent Director subject to the approval of members of the Company, to hold office as an Independent Director, not liable to retire by rotation, for a term of 3 (Three) consecutive years commencing from 2nd February, 2026, up to 1st February, 2029 (both days inclusive). The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Independent Director of the Company.

The Company has received requisite declarations and disclosures from Mr. Rajeev Kumar Jain confirming that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations. He has further confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties, in terms of Regulation 25(8) of SEBI LODR Regulations. The NRC has identified the desired attributes for the selection of the Independent Director and Mr. Jain fulfils such attributes. Mr. Rajeev Kumar Jain has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Rajeev Kumar Jain is not disqualified from being appointed as Director under Section 164 of the Act and is not debarred to hold the office of Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as Director of the Company

A brief profile of Mr. Rajeev Kumar Jain (DIN: 07905985) pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 is enclosed as **Annexure I**.

Mr. Rajeev Kumar Jain is one of India's most distinguished and respected Civil Servants, belonging to the 1991 batch of the Indian Information Service. With a remarkable career spanning over 33 years, he has consistently exemplified excellence as a seasoned Communications Specialist and Media Strategist, complemented by outstanding leadership capabilities. He served as the Director General of the Press Information Bureau under the Ministry of Information & Broadcasting, Government of India. Rising from a humble background, Mr. Jain has maintained an impeccable and unblemished professional record. He also holds key positions such as Director General (Media & Communication) and Spokesperson for both the Ministry of Housing & Urban Affairs and the Ministry of Petroleum & Natural Gas.



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Over the years, he has led several critical departments of the Government of India in senior roles, including as Director and Head of News for Doordarshan, Madhya Pradesh; Director of the Central Bureau of Communication (formerly Directorate of Advertising and Visual Publicity); and as a Government Nominee Director on the boards of Cement Corporation of India and various other Public Sector Undertakings. Mr. Jain's regular engagement with key decision-makers at prominent platforms such as Parliamentary Standing Committee meetings, the World Economic Forum (Davos) in 2008, 2009, and 2010, WTO negotiations in Geneva, and national initiatives like the Viksit Bharat Sankalp Yatra, Mr. Rajeev Jain has played a pivotal role in shaping policy discourse. His insightful contributions have significantly influenced the development of media strategies and the execution of major government events, resulting in enhanced data outreach, improved effectiveness, and a lasting impact at the grassroots level.

Beyond these tangible achievements, Mr. Jain's involvement in initiatives such as the strategic disinvestment of Public Sector Undertakings (PSUs), active participation in India Energy Week (IEW) in 2023 (Bengaluru) and 2024 (Goa), 2025 (Delhi) and the G20 Summit 2023 in New Delhi has contributed to delivering a positive economic impetus to the industrial sector on the global stage

The NRC and Board of Directors view that Mr. Rajeev Jain possesses requisite skills, experience and expertise and that his association as an Independent Director would be of immense benefit to the Company. The appointment of Mr. Jain as an Independent Director would be in the interest of the Company considering the nature of his expertise.

Further, Mr. Rajeev Jain 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 draft of the letter of appointment to be issued to Mr. Rajeev Jain setting out terms and conditions of appointment is available for inspection by the members from the date of commencement of the e-Voting period i.e. Sunday, 15th February 2026 up to the last date of e-Voting i.e. Monday, 16th March, 2026. Members seeking to inspect such documents can send an email to cs@transrailighting.com.

Except Mr. Rajeev Jain, being the proposed appointee, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested in the proposed resolution of the accompanying Notice.

Pursuant to provisions of the SEBI LODR Regulations, the Company is required to obtain approval of the Members at the next general meeting or within a time period of three months from the date of appointment of Director, whichever is earlier. In compliance with the same, the Board recommends the relevant Special resolution set forth at Item no. 1 in the Postal Ballot Notice for the approval of the Members.



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Item No. 2

Dr. Indu Shekhar Jha (DIN: 00015615) was appointed as an “Independent Director” of the Company with effect from 9th June, 2025 for a period of 3 (Three) consecutive years, not liable to retire by rotation by the shareholders resolution passed on 9th August 2025.

Justification for change in designation of Dr. Jha to a Non-Executive and Non-Independent Director:

Dr. Jha, holds a degree in B.Sc. Engineering (Electrical) from NIT Jamshedpur (1980) and an honorary Doctor of Philosophy. He has 43 years of rich and varied experience in the power sector, specializing in power generation, transmission, system operation, distribution, and regulatory affairs. His expertise spans conceptualization, design, project management, EPC contract management, and regulatory frameworks. Notably, he has served as Chairman & Managing Director of Powergrid Corporation of India Limited and as a Member of the Central Electricity Regulatory Commission (CERC) brings with him experience in the power sector.

Taking into consideration his qualifications, experience, and his expertise in the industry in which the Company operates, the Board of Directors on the recommendation of the Nomination and Remuneration Committee has, subject to the approval of the Members proposed to appoint Dr. Jha “as an Advisor/ Professional consultant to advise the Company on strategic, business and regulatory issues relating to the Company’s core business of power transmission and distribution. In the interests of the Company’s business, the Board is of the opinion that the appointment of Dr. Jha in an advisory position will benefit the Company’s growth.

Since Dr. Jha has expressed his willingness to accept the professional assignment, he may no longer meet the criteria of an “Independent Director” as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dr. Jha while accepting the professional assignment has also given his consent to continue as a Director on the Company’s Board in a Non-Executive and Non-Independent category, subject to all statutory approvals.

The Board in its meeting held on 2nd February, 2026 has on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members have approved change in designation of Dr. Jha from an “Independent Director” to a “Non-Executive and Non Independent Director” with effect from 2nd February, 2026 and Dr. Jha shall be liable to retire by rotation as per the provisions of Section 152 of the Act .

Since the earlier appointment of Dr. Jha as an “Independent Director” was for a specific term and status and in view of the significant change in the status i.e. from a non-rotational



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Independent Director to a rotational Non-Executive and Non-Independent Director, the Board seeks the approval of the members to the change in designation as mentioned above.

Post change in designation, the Board's composition will comply with the minimum requirement for Independent Directors as stipulated under the Companies Act, 2013, and the SEBI (LODR) Regulations, 2015.

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 per **Annexure II**

Except Dr. Jha, none of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding interest, if any, in the Company.

The Board recommends the passing of the Ordinary Resolution for the change in designation of Dr. Indu Shekhar Jha (DIN 00015615) as a Non-Executive, Non-Independent Director.

Item No. 3

The Board of Directors (the "Board"), based on the recommendation of Nomination & Remuneration Committee and prior approval of the Audit Committee has, in its meeting held on 2nd February, 2026, approved the appointment of Dr. Indu Shekhar Jha, a Non-Executive and Non-Independent Director, as an Advisor/Consultant to the Company with effect from 1st April, 2026 for a tenure of 3 (three) years.

Rationale for appointment as Advisor/ Consultant:

Dr. Indu Jha possesses outstanding credentials, holding a B.Sc. Engineering (Electrical) from NIT Jamshedpur (1980) and an honorary Doctor of Philosophy. He has 43 years of rich and varied experience in the power sector, specializing in power generation, transmission, system operation, distribution, and regulatory affairs. His expertise spans conceptualization, design, project management, EPC contract management, and regulatory frameworks. Notably, he has served as Chairman & Managing Director of Powergrid Corporation of India Limited and as a Member of the Central Electricity Regulatory Commission (CERC). Taking into consideration his experience, the Company intends to leverage his professional consulting services specifically for its strategic growth and expansion in the core business of power transmission and distribution. Further the proposed appointment of Dr. Jha as an Advisor and professional consultant and the payment of monthly consulting fee may constitute a related party transaction, falling under Section 188(1)(f) of the Act (Related Party Transaction).

The consulting fee payable to Dr. Jha is ₹ 15,00,000/- per month (subject to deduction of taxes) (exclusive of GST, if any) w.e.f 1st April, 2026 for a tenure of 3(three) years. Since the consulting fee proposed to be paid exceeds the limits prescribed under Rule 15 of the



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Companies (Meetings of Board and its Powers) Rules, 2014, approval of the Members of the Company by way of Ordinary resolution is being sought, as a matter of abundant caution though the transaction may be considered in ordinary course of business and at arms length basis. Further, as per Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the payment of monthly consulting fee is not a “material related party transaction”.

Save and except Dr. Indu Shekhar Jha, none of the other Directors, Key Managerial Personnel, or their relatives are concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 3 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 for approval by the Members of the Company.

Item No. 4 & 5

It is hereby informed that the Members at the Extraordinary General Meeting of the Company held on 27th May, 2022, approved the borrowing limit of the Company upto INR 100,00,00,00,000/- (Indian Rupees Ten Thousand Crores only). Since then, the scale of the Company's operations, business opportunities and funding requirements have evolved.

In order to support ongoing operations, working capital requirements, capital expenditure, refinancing of existing facilities, and to provide financial flexibility to respond to future business opportunities, the Company may be required to raise additional funds from time to time from banks, financial institutions, NBFCs or other eligible lenders, in accordance with applicable law.

The proposed revision in borrowing limits is intended to act as an enabling approval to ensure uninterrupted availability of funds and timely execution of business plans. The enhancement does not imply immediate or full utilisation of the proposed limits, and borrowings will be undertaken in a phased and need-based manner, keeping in view the Company's cash flows, leverage levels and overall financial position.

Keeping in view the above requirements, it is proposed to revise the borrowing powers of the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Executive cum Finance Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board or Committee to exercise the powers conferred on the Board by this Resolution) up to INR 1,50,00,00,00,000/- (Indian Rupees Fifteen Thousand Crores only) for smooth functioning of the Company.

It is further informed that the provisions of Section 180(1)(c) of the Companies Act, 2013 (“Act”) imposes restrictions on the borrowing powers of the Board to the extent of aggregate amount of paid-up capital, free reserves & security premium. However, amount



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in excess of said limits can be borrowed after obtaining prior approval of shareholders of the Company by way of special resolution.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180 (1) (a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting/Postal Ballot.

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

It is therefore, necessary for the shareholders to pass a Special Resolution under Sections 180(1)(c) and 180(1)(a) of the Act, as set out at Item No. 4 & 5 of the Notice, to enable the Board of Directors to borrow money upto INR 1,50,00,00,00,000/- (Indian Rupees Fifteen Thousand Crores) and inter alia, authorise the Board to secure its borrowing by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolutions except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution set forth in Item No. 4 and 5 for approval of Members.

**By order of the Board
For Transrail Lighting Limited**

Sd/-

Monica Gandhi

Company Secretary & Compliance Officer

Place: Mumbai

Date: February 2, 2026

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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Annexure – I

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	Mr. Rajeev Kumar Jain
DIN	07905985
Age	61 years
Date of first appointment on the Board	February 2, 2026
Qualification	B.com (Hons.), from Ramjas College, M.com and LLB from Delhi University, MBA from Slovenia and IIS (1991 Batch),
Brief profile including experience	As per the statement pursuant to Section 102 read with 110 of the Act forming part of the Notice
Terms & Conditions of appointment	Appointment as an Independent Director for 3 (Three) consecutive years commencing from February 2, 2026 to February 1, 2029 (both days inclusive)
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Mr. Rajeev Kumar Jain is a senior former officer of Government of India with over three decades of experience in strategic communication, public policy, stakeholder management, and governance at the national and international levels.</p> <p>He has served in leadership roles across key Ministries of the Government of India. His role involved close coordination with Ministers, senior civil servants, public sector enterprises, global corporations, multilateral institutions, and international governments.</p> <p>He has been associated with major national and international events, policy initiatives, and bilateral engagements, contributing to India's positioning on energy security, sustainability, and global cooperation.</p> <p>His background provides him with a strong understanding of regulatory frameworks, government processes, ESG-related communication, and stakeholder expectations. He brings an independent and objective perspective, with experience in dealing with complex policy environments and large institutions.</p>



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	His insightful contributions in the areas of strategic leadership, Industry knowledge, General management and public relations are expected to significantly guide the Company's policies and shape the long term direction and decision making.
Justification for choosing the appointee for appointment as Independent Director	In view of his diverse experience as detailed in the statement pursuant to Section 102 read with Section 110 of the Act forming part of the Notice, the Board deems it appropriate to appoint Mr. Jain as an Independent Director on the Board of the Company
Remuneration last drawn from the Company for attending Board Meeting	Sitting Fees of Rs. 50,000/-
Remuneration proposed to be paid	Mr. Rajeev Kumar Jain (DIN: 07905985) shall be entitled to receive the remuneration as per Section 197, 198 read with schedule V of the Companies Act, 2013 including the sitting fees for attending meetings of the Board or Committees thereof as may be recommended by Nomination & Remuneration Committee and determined by the Board of Directors from time to time
Directorship in other companies	SPML Infra Limited
Membership of Committees of other Public Companies	Nil
No. of shares held in the Company (including shareholding as a beneficial owner)	Nil
Relationship with other Directors, Managers & KMPs	None
Board Meetings attended during the Financial Year 2025-26 (up to the date of Notice)	Attended 1(one) Board meeting held on February 2, 2026.
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



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Annexure II

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 change in designation from Independent to Non-executive Non Independent Director	February 2, 2026
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:</p> <p>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.



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	<ul style="list-style-type: none"> ● 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. <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 Non-Independent Director, liable to retirement by rotation
Justification for change in designation	As per the statement pursuant to Section 102 read with Section 110 of the Act forming part of the Notice
Remuneration last drawn from the Company(for attending Board Meetings)	Sitting Fees of Rs. 2,00,000/-



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Remuneration sought to be paid	Being appointed as the Non-Executive and Non Independent Director, he will be eligible for a remuneration (in addition to the sitting fee for attending the meetings of the Board of 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	Technocrats Plasma Systems Limited
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	May 23, 2025
Relationship with other Directors, Managers & KMPs	None
Board Meetings attended during the Financial Year 2025-26	Attended 4(Four) Board meeting held on May 23, 2025, August 5, 2025, November 11, 2025 and February 2, 2026
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