



**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](http://www.transrail.in) | CIN: L31506MH2008PLC179012

**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]

<b>VOTING START DATE</b>	<b>VOTING END DATE</b>
<b>Sunday, July 5, 2026, at 9:00 a.m. (IST)</b>	<b>Monday, August 3, 2026, at 5:00 p.m. (IST)</b>

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 as on **Monday, June 29, 2026**. 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. 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 June 29, 2026, has appointed Mitesh Shah & Co., Practicing Company Secretary as the Scrutinizer to conduct the Postal Ballot through Remote e-Voting process in a fair and transparent manner.



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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, August 3, 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, July 5, 2026** and ends at **05.00 P.M. IST on Monday, August 3, 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 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

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

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**Re-appointment of Mr. Ranjit Raghunath Jatar (DIN: 01526405) as a Non-Executive and Independent Director for second term of 5 (five) years**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149,150 and 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and, 25 along with and other applicable Regulations 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 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ranjit Raghunath Jatar (DIN: 01526405), who was appointed as a Non-Executive and Independent Director of the Company



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for a first term of three years up to August 9, 2026 and has submitted a declaration confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations 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 Director, be and is hereby re-appointed as a Non-Executive and Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years, i.e. August 10, 2026 up to August 9, 2031.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations Mr. Ranjit Raghunath Jatar shall be entitled to receive the remuneration / fees / commission as permitted to be received in the capacity of Non-Executive and Independent Director, under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time, subject to such limits prescribed.

**RESOLVED FURTHER THAT** any one of the directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

**ITEM NO. 2**

**Re-appointment of Mr. Ashish Gupta (DIN: 07998166) as a Non-Executive and Independent Director for second term of 5 (five) years**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149,150 and 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and, 25 along with and other applicable Regulations 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 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ashish Gupta (DIN: 07998166), who was appointed as a Non-Executive and Independent Director of the Company for a first term of three years up to August 9, 2026 and has submitted a declaration confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 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 Director, be and is hereby re-appointed as a Non-Executive and Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years, i.e. August 10, 2026 up to August 9, 2031.



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**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations Mr. Ashish Gupta shall be entitled to receive the remuneration / fees / commission as permitted to be received in the capacity of Non-Executive and Independent Director, under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time, subject to such limits prescribed.

**RESOLVED FURTHER THAT** any one of the directors or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

**ITEM NO. 3**

**Reappointment of Mr. Sanjay Kumar Verma (DIN: 08235643) 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 the provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013 and in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors and subject to such other approvals as may be necessary, Mr. Sanjay Kumar Verma (DIN: 08235643), holding office as a Non-Executive Director of the Company up to September 26, 2026 and in respect of whom a notice in writing is received from the Member of the Company, proposing his candidature as a Non-Executive Director in terms of Section 160 of the Companies Act, 2013, be and is hereby reappointed as a Non-Executive Director of the Company (Category: Promoter) with effect from September 27, 2026, whose office shall be liable to retirement by rotation on such terms and conditions including remuneration and commission as may be recommended by the Nomination & Remuneration Committee and as determined by the Board of Directors of the Company, as it may deem fit, from time to time within the overall limits of remuneration prescribed under the provisions of Sections 197,198 read with schedule V of the Act and the rules made thereunder.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and is hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”



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**ITEM NO. 4**

**Approval for payment of commission to Non-Executive Directors (including Non-Independent and Independent Directors) of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), the rules made thereunder read with Schedule V of the Act and Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘LODR’) (including any statutory modification(s), or amendment(s), or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, and as per the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members, be and is hereby accorded to pay remuneration by way of commission upto aggregate limit of 1% of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act for the financial year 2025-26 and thereafter to and amongst the Non-Executive Directors (including Non Independent and Independent Directors) of the Company.

**RESOLVED FURTHER THAT** subject to the provisions of the Companies Act and SEBI (LODR) Regulations, 2015, the Board of Directors on the recommendation of the Nomination & Remuneration Committee of the Company be and is hereby authorised to determine the basis and the proportion in which the commission may be apportioned amongst the Non-Executive Directors (including Non Independent and Independent Directors) within the overall maximum remuneration limit of 1% of the net profits of the Company and to do all such acts, deeds, matters and things connected therewith and incidental thereto, from time to time to give effect to this resolution.

**RESOLVED FURTHER THAT** the aforesaid remuneration shall be exclusive of any fees payable to the Directors under Section 197(5) of the Act and re-imburement of expenses for participation in Board and other meetings.”

**ITEM NO. 5**

**Approval for payment of Commission to Mr. Sanjay Kumar Verma (DIN: 08235643), Non-Executive Director and Vice Chairman for the Financial Year 2025-26**

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

**“RESOLVED THAT** pursuant to section 197, 198 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder, Regulation 17(6) (ca) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or



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reenactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, approval of the members of the Company, be and is hereby accorded for payment of remuneration of Rs. 2,00,00,000 (Rupees Two Crore Only) by way of profit related commission for the financial year 2025-26, excluding sitting fees and reimbursement to Mr. Sanjay Kumar Verma, (DIN: 08235643), who is a Non- Executive Director and Vice Chairman of the Company notwithstanding that the said remuneration is in excess of 50% (fifty percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company for the said financial year.

**RESOLVED FURTHER THAT** Mr. Digambar Bagde, Executive Chairman, Mr. Randeep Narang, Managing Director & CEO and Company Secretary be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution.”

**By order of the Board**

**For Transrail Lighting Limited**

Sd/-

**Monica Gandhi**

**Company Secretary & Compliance Officer**

**Place: Mumbai**

**Date: June 29, 2026**

**Registered Office:**

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Tel - +91 22 61979600

Email - cs@transrailighting.com

Website - www.transrail.in

CIN - L31506MH2008PLC179012

**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 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.



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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 Monday, June 29, 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 Monday, June 29, 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. 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



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their representative to vote through remote e-voting, to the Scrutinizer through e-mail at [mitesh@mjshah.com](mailto:mitesh@mjshah.com) with a copy marked to CDSL at [helpdesk.evoting@cdslindia.com](mailto: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, July 5, 2026 to Monday, August 3, 2026 (last date of remote e-voting). Members seeking to inspect such documents can send an email to [cs@transraillighting.com](mailto:cs@transraillighting.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, July 5, 2026 at 9:00 a.m. and ends on Monday, August 3, 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. Monday, June 29, 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 December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 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,**



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**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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>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 cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li><li>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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li></ol>



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	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li><li>4) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a> 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 <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period.</li></ol>



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<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b>	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.
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**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.

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

<b>Login type</b>	<b>Helpdesk details</b>
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:



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	For Physical shareholders and other than individual shareholders holding shares in Demat.
<b>PAN</b>	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>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.</li></ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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. <ul style="list-style-type: none"><li>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.</li></ul>

- (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.



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- (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](http://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](mailto: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.
  - 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@transraillighting.com](mailto:cs@transraillighting.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@transraillighting.com](mailto:cs@transraillighting.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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911



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

**Information at a glance:**

<b>Particulars</b>	<b>Details</b>
Cut-off Date to determine eligible numbers to vote on the resolution	Monday, June 29, 2026
Voting start date and time	Sunday, July 5, 2026 at 9:00 a.m. (IST)
Voting end date and time	Monday, August 3, 2026 at 5:00 p.m. (IST)
Date on which the resolution is deemed to be passed	Monday, August 3, 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- <a href="mailto:rnt.helpdesk@in.mpms.mufg.com">rnt.helpdesk@in.mpms.mufg.com</a>
Name, address and contact details of e-voting service provider	Central Depository Services Limited (“CDSL”) A Wing, 25 <sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 Tel- 1800 21 09911 Email ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
CDSL e-voting website address	<a href="http://www.evotingindia.com">www.evotingindia.com</a>
Name of the scrutinizer	Mitesh Shah, Partner of Mitesh Shah & Co., Practicing Company Secretary



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

**ITEM NO. 1**

Mr. Ranjit Raghunath Jatar (DIN: 01526405) was appointed as a Non-Executive and Independent Director of the Company under the provisions of the Companies Act, 2013 vide resolution passed by the Members for period of 3 years with effect from August 10, 2023 upto August 9, 2026 and is eligible for re-appointment for a second term on the Board of the Company.

The Nomination & Remuneration Committee (NRC), after taking into account the performance evaluation report of Mr. Ranjit Raghunath Jatar during his first term of 3 years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, at its meeting held on June 22, 2026, has recommended to the Board his reappointment for a second term of 5 (five) years w.e.f August 10, 2026 to August 9, 2031, not liable to retire by rotation, on the terms and conditions as recommended by the NRC and the Board of Directors, subject to the approval of the Members. The NRC has considered his diverse skills, leadership traits, expertise in financial and investment management, and vast business experience, among others, as some of the capabilities required for this role. Mr. Ranjit Raghunath Jatar abstained from discussion and voting on the matter concerning his appointment during the meeting of the Board of Directors.

Mr. Ranjit Raghunath Jatar has provided a declaration to the Board, stating that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). He also affirmed that he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such re-appointment. In the opinion of the Board, Mr. Ranjit Raghunath Jatar is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. The Company has also received a notice from a Member under Section 160(1) of the Act indicating the intention to propose Mr. Ranjit Raghunath Jatar as a Non-Executive and Independent Director of the Company. In terms of Regulation 25(8) of Listing Regulations, Mr. Ranjit Raghunath Jatar has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as Non-Executive, Independent Director of the Company with an objective independent judgment and without any external influence. Furthermore, a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 has been received from Mr. Ranjit Raghunath Jatar that he has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority.



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Mr. Ranjit Raghunath Jatar has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications 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. Ranjit Raghunath Jatar would be entitled for sitting fee, for attending the meetings of the Board and Committees thereof, reimbursement of expenses at actuals, if any and commission which shall be in accordance with the Company's Nomination & Remuneration policy as approved by the Board of Directors as amended from time to time.

Considering his experience, the Board deems it desirable and in the interest of the Company to continue Mr. Ranjit Raghunath Jatar on the Board and accordingly recommends the re-appointment of Mr. Ranjit Raghunath Jatar as a Non-Executive and Independent Director for a second term of 5 (five) years, as proposed in Item No. 1 for approval by the Members as a Special Resolution.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company i.e. [www.transrail.in](http://www.transrail.in) and are available for inspection at the registered office of the Company during normal business hours on all working days (except Saturdays, Sundays and public holidays) upto last date of e-voting i.e. August 3, 2026.

Mr. Ranjit Raghunath Jatar has assessed his existing professional commitments and is confident of being able to effectively discharge his duties and responsibilities as an Independent Director of the Company, if so appointed.

Brief Profile and other details, as required under the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed as Annexure I to this Notice

Except for Mr. Ranjit Raghunath Jatar, being the proposed appointee and/or his relatives, no other Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO. 2**

Mr. Ashish Gupta (DIN: 07998166) was appointed as a Non-Executive and Independent Director of the Company under the provisions of the Companies Act, 2013 vide resolution passed by the Members for period of 3 years with effect from August 10, 2023 upto August 9, 2026 and is eligible for re-appointment for a second term on the Board of the Company.

The Nomination & Remuneration Committee (NRC), after taking into account the performance evaluation report of Mr. Ashish Gupta during his first term of 5 (five) years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, at its



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meeting held on June 22, 2026, has recommended to the Board his reappointment for a second term of 5 (five) years w.e.f. August 10, 2026 to August 9, 2031, not liable to retire by rotation, on the terms and conditions as recommended by the NRC and the Board of Directors, subject to the approval of the Members. The NRC has considered his diverse skills, leadership traits, expertise in financial and investment management, and vast business experience, among others, as some of the capabilities required for this role. Mr. Ashish Gupta abstained from discussion and voting on the matter concerning his appointment during the meeting of the Board of Directors.

Mr. Ashish Gupta has provided a declaration to the Board, stating that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). He also affirmed that he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such re-appointment. In the opinion of the Board, Mr. Ashish Gupta is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. The Company has also received a notice from a Member under Section 160(1) of the Act indicating the intention to propose Mr. Ashish Gupta as a Non-Executive and Independent Director of the Company. In terms of Regulation 25(8) of Listing Regulations, Mr. Ashish Gupta has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as Non-Executive, Independent Director of the Company with an objective independent judgment and without any external influence. Furthermore, a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 has been received from Mr. Ashish Gupta that he has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority.

Mr. Ashish Gupta has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications 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. Ashish Gupta would be entitled for sitting fee, for attending the meetings of the Board and Committees thereof, reimbursement of expenses at actuals, if any and commission which shall be in accordance with the Company's Nomination & Remuneration policy as approved by the Board of Directors as amended from time to time.

Considering his experience, the Board deems it desirable and in the interest of the Company to continue Mr. Ashish Gupta on the Board and accordingly recommends the re-appointment of Mr. Ashish Gupta as a Non-Executive and Independent Director for a second term of 5 (five) years, as proposed in Item No. 2 for approval by the Members as a Special Resolution.



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The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company i.e. [www.transrail.in](http://www.transrail.in) and are available for inspection at the registered office of the Company during normal business hours on all working days (except Saturdays, Sundays and public holidays) upto last date of e-voting i.e. August 3, 2026.

Mr. Ashish Gupta has assessed his existing professional commitments and is confident of being able to effectively discharge his duties and responsibilities as an Independent Director of the Company, if so appointed.

Brief Profile and other details, as required under the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed as Annexure I to this Notice

Except for Mr. Ashish Gupta, being the proposed appointee and/or his relatives, no other Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO. 3**

Mr. Sanjay Kumar Verma (08235643) was appointed as a Non-Executive Director of the Company for a period of 3 years at the Annual General Meeting of the Company held on September 27, 2023. Accordingly, his term as a Non-Executive Director comes to an end on September 26, 2026. Mr. Sanjay Kumar Verma is one of the Promoter Director and considering his contribution to the development of the Company, strategic guidance, and industry experience, he was also designated as Vice Chairman by the Board of Directors at its meeting held on May 23, 2025.

It is now proposed to re-appoint Mr. Sanjay Kumar Verma, a promoter Director, as a Non-Executive Non-Independent Director of the Company, whose office shall be liable to retirement by rotation.

The Company has received a notice in writing from the Member of the Company, proposing the candidature of Mr. Sanjay Kumar Verma as a Non-Executive Director. in terms of Section 160 of the Companies Act, 2013.

Mr. Sanjay Kumar Verma is a first-generation technocrat entrepreneur with more than 2 decades of diversified experience in Real Estate, Petrochemicals, International Joint Ventures/ Mergers. Under his guidance and expertise, the business has witnessed a sizable growth and an increased momentum in revenue and profit. A brief profile of Mr. Sanjay Kumar Verma pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 is enclosed as Annexure I to the Notice. Mr. Sanjay Kumar has rich and varied experience and meets the following skills and capabilities required for the role as a Non-Executive Director, as identified by the Nomination and Remuneration Committee:

- (i) Strategic Leadership



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- (ii) Industry knowledge
- (iii) Experience in EPC & Infrastructure
- (iv) Business Development

Past achievements and key factors for recommending the reappointment of Mr. Sanjay Kumar Verma:

- i. Outcome of performance evaluation of Mr. Sanjay Kumar Verma during his tenure, based on various criteria which includes amongst others attendance at Board and Committee Meetings, skill, expertise, experience, ability to challenge views of others in a constructive manner, familiarisation with the business, industry knowledge and global trends.
- ii. Aiding Board and Management in deliberations and decision making for attaining the business and governance objectives of the Company.
- iii. Under his guidance and expertise, the business has witnessed a sizable growth and an increased momentum in revenue and profit.

The Company has received all statutory declarations/ disclosures from Mr. Sanjay Kumar Verma including the following:

- i. consent in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, to be reappointed as a Non-executive Director designated as Vice Chairman of the Company.
- ii. confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 of the Companies Act, 2013 and
- iii. declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Further, in consideration of his duties and responsibilities as Vice Chairman and Non-Executive Director of the Company, Mr. Sanjay Kumar Verma shall be entitled to receive remuneration by way of sitting fees for attending meetings of the Board and Committees thereof, reimbursement of expenses incurred for participation in the meetings and such commission/remuneration as may be recommended and approved by the Nomination & Remuneration Committee and the Board of Directors within the limits prescribed under the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Sanjay Kumar Verma has assessed his existing professional commitments and is confident of being able to effectively discharge his duties and responsibilities as a Non-Executive and Non-Independent Director of the Company, if so appointed.

Accordingly, in the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company and considering the skills, expertise and competencies required for the role, the Board is of the view that Mr. Sanjay Kumar Verma possesses the requisite attributes, experience and capabilities for the effective discharge of his duties as a Director.



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The Board believes that his re-appointment on the Board would be of immense value to the Company and would significantly contribute to the deliberations of the Board and its Committees, as well as to the overall governance and functioning of the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Sanjay Kumar Verma is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 3 for the approval of the members by way of an Ordinary resolution.

**ITEM NO. 4**

The Company's Non-executive Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, security-IT domain expertise, risk management amongst others. Non-executive Directors are actively involved in various decision-making process and are making valuable contributions towards business development, governance, long term strategy and compliances. Regulatory requirements, corporate governance norms have been strengthened by the Companies Act, 2013 (Act) and the SEBI LODR with key emphasis on effective governance, risk management, statutory compliances etc. and thereby placing increased accountability on the Board. Their contributions and insight(s) especially on matters of strategic importance, critical issues and besides guidance to the senior leadership in the management of the Company have played significant role in the growth journey of the Company. In recognition of their valuable contributions, corporate governance practices and increased responsibilities envisaged under the current statutory / regulatory framework, it is considered appropriate that they be compensated adequately in addition to sitting fees.

The threshold limit prescribed for commission under Section 197 of the Act is 1% of the net profits of the Company if there is a Managing Director or Whole Time Director or Manager. The Board, after taking into consideration the recommendations of the Nomination and Remuneration Committee and the prevailing industry practice and policies(s) of the Company, approved the payment of commission to the Non-Executive Directors and Independent Directors, upto 1% of the net profits of the Company, in accordance with the provisions of sections 197 of the Act for the FY 2025-26 and thereafter.

This payment and distribution of commission shall be subject to availability of profits determined in accordance with the provisions of Section 198 of the Companies Act, 2013 and shall be within this overall limit(s) prescribed under the Companies Act, 2013 read with schedules thereto, rules thereunder, notified from time to time (collectively referred to as 'the Act') and is in accordance with the applicable provisions the Act SEBI LODR Regulations. The commission payable will be determined and distributed amongst such director(s) in accordance with the directions given by the Board of Directors within the overall limit of 1% of the net profits after taking into consideration the recommendation of NRC. The commission payable to the Non-Executive Directors, including Non Independent and Independent Directors, shall be determined by the Board of Directors or NRC taking into account various factors including attendance and participation at Board and Committee meetings,



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chairmanship/membership of Board Committees, time devoted to Company matters, responsibilities undertaken, contribution to strategic guidance and governance oversight and such other relevant factors as may be considered appropriate by the Board.

The commission may vary amongst the Non-Executive Directors depending upon their roles, responsibilities and contribution during the relevant financial year.

The aforesaid commission shall be in addition to the fees payable to directors for attending the meetings of the Board or Committee thereof and reimbursement of expenses. Brief Profile of each director detailing their academic and professional background / accomplishments are available on the website of the company [www.transrail.in](http://www.transrail.in)

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than the Non-Executive Directors and Independent Directors or their relatives to their extent of the shareholding in the Company, are concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any.

The Board of Directors of the Company (on recommendation of the Nomination & Remuneration Committee) at its meeting held on May 26, 2026, has approved the proposal and has recommended the Item No. 4 of this notice for approval of the members as Ordinary Resolution.

## **ITEM NO. 5**

Pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 every listed entity is required to obtain approval of Members of the Company every year by way of Special Resolution for payment of remuneration to Non - Executive Director which is in excess of 50% of the total remuneration payable to all Non - Executive Directors of the Company during a year. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee has approved the remuneration payable to Mr. Sanjay Kumar Verma for the financial year 2025-26 at Rs. 2,00,00,000 (Rupees Two Crore Only), excluding sitting fees and reimbursement, which exceeds 50% of the total annual remuneration payable to all the Non-Executive Directors.

Mr. Sanjay Kumar Verma has provided invaluable contributions to the Company through his extensive experience in Finance, corporate governance, and Strategic Planning. His leadership has been critical to the Company's governance and operational success. In addition to providing strategic direction and leadership to the Board, Mr. Verma devotes substantial time and attention towards guiding the Company's long-term growth strategy, business development initiatives, governance framework, stakeholder engagement and oversight of key business matters.

Considering the scale and complexity of the Company's operations, Mr. Verma's involvement extends beyond attendance at Board and Committee meetings and includes continuous



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engagement with the management team on matters relating to strategy, risk management, capital allocation and overall business performance.

The Nomination and Remuneration Committee and the Board have taken into account Mr. Verma's experience, leadership responsibilities, time commitment, contribution to the Company's growth and governance standards, as well as prevailing industry practices, while recommending the proposed remuneration.

It is important to note that Mr. Sanjay Kumar Verma has not taken any increase in his remuneration for the past three years. During the same period, the Company has achieved sustained growth in its business and financial performance. The proposed revision seeks to appropriately recognise his contribution and continued leadership responsibilities.

Accordingly, pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members is sought for payment of remuneration to Mr. Sanjay Kumar Verma, which exceeds fifty percent of the total annual remuneration payable to all Non-Executive Directors and Independent Directors of the Company for the relevant financial year.

The Board recommends the Resolution as set out under business Item No. 5 in the notice of this meeting for approval of the Members by means of a Special Resolution.

Except Mr. Sanjay Kumar Verma, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

**By order of the Board**  
**For Transrail Lighting Limited**  
Sd/-  
**Monica Gandhi**  
**Company Secretary & Compliance Officer**

**Place: Mumbai**  
**Date: June 29, 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](mailto:cs@transraillighting.com)  
Website: [www.transrail.in](http://www.transrail.in)  
CIN: L31506MH2008PLC179012



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Bandra East, Mumbai - 400051

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

**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:**

Sr. No.	1	2	3
Name	Mr. Ranjit Raghunath Jatar	Mr. Ashish Gupta	Mr. Sanjay Kumar Verma
Directors Identification Number (DIN)	01526405	07998166	08235643
Date of Birth (Age)	May 11, 1959 (67 years)	April 07, 1969 (57 years)	March 12, 1973 (53 years)
Original date of appointment	August 10, 2023	August 10, 2023	December 15, 2020
Qualifications	Bachelor of Commerce (Hon.) and Chartered Accountant	Bachelor of Civil Engineering, LLB and MBA	Diploma of Master in Computer Systems and Networks, from Khaikov State Polytechnical University Ukraine
Profile, Experience and expertise in specific functional area	Mr. Ranjit Raghunath Jatar is a Chartered Accountant and a graduate of Shri Ram College of Commerce, Delhi. Mr. Ranjit Raghunath Jatar has extensive experience across diverse industries and has held leadership roles in finance, human resources, advertising, franchising, and general management, along with entrepreneurial ventures. He currently leads an Executive Search and Business Consulting firm focused on building	Mr. Ashish Gupta is a Civil Engineering graduate and holds an MBA from SP Jain Institute, Mumbai, and an LL.B. degree. He has extensive experience in the infrastructure sector, having worked on buildings, bridges, and hydropower projects across India. Mr. Ashish Gupta has vast experience in Project Management of Infra Projects including on Contracts-Claim-Arbitration and dispute resolution. He is currently	Mr. Sanjay Kumar Verma is a first-generation technocrat entrepreneur with over two decades of experience spanning various industries, international joint ventures, and Mergers & Acquisitions. He brings a rare combination of deal-making instinct and technology foresight to every venture he builds. Mr. Verma has experience in business administration and consulting and specialised technology. His command across



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	growth-oriented business models.	practicing as an Independent Techno-Legal Consultant and Arbitrator.	boardrooms, borders, and balance sheets makes him uniquely equipped to build what India's emerging industries need most world-class technology with indigenous roots. He is a builder by conviction, an operator by discipline and a strategist by design.
Terms and Conditions of appointment / re-appointment	Appointment as a Non-Executive Independent Director for second term of 5 (five) consecutive years commencing from August 10, 2026 to August 9, 2031 (both days inclusive)	Appointment as a Non-Executive Independent Director for second term of 5 (five) consecutive years commencing from August 10, 2026 to August 9, 2031 (both days inclusive)	Appointment as Non-Executive Non Independent Director of the Company commencing from September 27, 2026
Justification for choosing the appointee for appointment as Independent Director	In view of his contribution to the Board during his tenure and diverse experience as detailed, the Board deems it appropriate to reappoint Mr. Ranjit Raghunath Jatar as an Independent Director on the Board of the Company for second term.	In view of his contribution to the Board during his tenure and diverse experience as detailed, the Board deems it appropriate to reappoint Mr. Ashish Gupta as an Independent Director on the Board of the Company for second term.	Not applicable
Remuneration last drawn	The total amount paid as sitting fee and commission during FY 2025-26 was 17 Lakhs (approx.)	The total amount paid as sitting fee and commission during FY 2025-26 was 17 Lakhs (approx.)	The total amount paid as sitting fee and commission during FY 2025-26 was 2.02 Crore
Details of Remuneration sought to be paid	Mr. Ranjit Raghunath Jatar shall be entitled to receive the	Mr. Ashish Gupta shall be entitled to receive the	Mr. Sanjay Kumar Verma shall be entitled to receive the



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	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	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	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
Shareholding in the Company including shareholding as a beneficial owner	NIL	1,156 Equity Shares	50,000 Equity Shares
Inter-se relationship with other Directors, Managers & KMPs	He is not related to any of the Directors or Key Managerial Personnel of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company
No. of Board meetings attended during the year till the date of this Notice	Attended 3 Board Meetings till June 29, 2026 for FY 2026-27	Attended 3 Board Meetings till June 29, 2026 for FY 2026-27	Attended 3 Board Meetings till June 29, 2026 for FY 2026-27
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice	1. Nova Edge Solutions Private Limited 2. Brigadier Raghunath and Nilakshi Jatar Foundation	1. Prash Legal Private Limited 2. Welspun Michigan Engineers Limited 3. Mohini Building Systems Private Limited	1. H P Professional Services Private Limited 2. Hansa Aerospace India Private Limited 3. Straightup Ventures Private Limited 4. Vyom Vahini Private Limited 5. Transnuclear Private Limited



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			6. Transgas Private Limited 7. Indira Container Terminal Private Limited 8. Sarvapalaka Advisors Private Limited 9. Shreetha Management Services Private Limited 10. RMH Ventures Private Limited 11. Skat Vyom Private Limited 12. Marine Project Services Limited
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	NIL	NIL	NIL
Name of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in the statement annexed to the Notice	As mentioned in the statement annexed to the Notice	As mentioned in the statement annexed to the Notice