**TRANSRAIL LIGHTING LIMITED**
Corporate & Registered Office: 501 A, B, C, E, Fortune 2000, Block-G, Bandra Kurla Complex, Bandra East, Mumbai - 400051
Tel: +91 22 61979600 | Web: www.transrail.in | CIN: L31506MH2008PLC179012

# NOTICE OF POSTAL BALLOT 02/2026-27

[Pursuant to Sections 102, 108 ,110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended]

| VOTING START DATE | VOTING END DATE |
|---|---|
| **Wednesday, August 12, 2026, at 9:00 a.m. (IST)** | **Thursday, September 10, 2026, at 5:00 p.m. (IST)** |

Dear Member(s),

**NOTICE** is hereby given pursuant to Sections 102, 108, 110 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 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, SEBI Circulars and pursuant to other applicable laws and regulations, 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 August 3, 2026 ("Cut-off date")** 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/, as well as on the websites of the Stock Exchanges, namely BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), and on the website of Central Depository Services (India) Limited (CDSL) (www.evotingindia.com).

The statement pursuant to Sections 102, 110 and other applicable provisions of the Act, and rules thereunder, and read with 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 July 28, 2026, has appointed Mr. Mitesh Shah, Partner of Mitesh Shah & Co., (FCS No. 10070 and CP No. 12891) Practicing Company Secretaries, 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. **Thursday, September 10, 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 Wednesday, August 12, 2026** and ends at **05.00 P.M. IST on Thursday, September 10, 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 and Compliance Officer 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 and www.nseindia.com and Central Depository Services (India) Limited (CDSL) (www.evotingindia.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**

**Approval to raise capital by way of qualified institutions placement(s) to eligible investors through an issuance of equity shares and/or other securities for an amount aggregating up to ₹ 600.00 Crore**

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

**"RESOLVED THAT,** pursuant to sections 23(1), 42, 62(1), 179 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder ("the Companies Act"), (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), and each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the memorandum of association **("MoA"**) and the articles of association **("AoA")** of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **("SEBI ICDR**

**Regulations")**, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**the Listing Regulations")**, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended and the Foreign Exchange Management Act, 1999 including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules, regulations, circulars or notifications issued thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; the uniform listing agreements entered into by the Company with the National Stock Exchange of India Limited and BSE Limited **("Stock Exchanges"**) where the equity shares of face value of ₹2 each of the Company are listed "Equity Shares"), and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, master circulars, master directions and guidelines issued by the Government of India **("GOI"**), the Ministry of Corporate Affairs **("MCA"**), the Reserve Bank of India **("RBI"**), the Securities and Exchange Board of India **("SEBI"),** Stock Exchanges, Registrar of Companies, Mumbai-I at Mumbai **("ROC"**) and such other statutory/regulatory authorities, in India or abroad from time to time **("Appropriate Authorities"),** and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from the Appropriate Authorities, and guidelines and clarifications issued thereon from time to time and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid Appropriate Authorities, which may be agreed to by the Board of Directors of the Company (the "Board", which term shall include the QIP Committee of the Board (**the "Committee"**)), the consent of the members of the Company is hereby accorded to create, offer, issue and allot such number of equity shares and/or other securities, or any combination thereof, as permitted under applicable law (all of which are hereinafter referred to as "Securities"), for cash or otherwise, with or without a green shoe option, in one or more tranches, and/or one or more issuances, simultaneously or otherwise, for an aggregate amount up to **₹ 600.00 Crore (Rupees Six Hundred Crore Only)** (inclusive of such premium to face value as may be fixed on such Securities) by way of qualified institutions placement(s) **("QIP")** as permitted under applicable laws in the course of domestic or international offerings, through issue of preliminary placement document, placement document or other requisite offer documents or documents, circulars, memoranda in relation to the offering ("Offering Material"), to eligible qualified institutional buyers as defined under the SEBI ICDR Regulations, who are authorised and eligible to invest in the Securities of the Company as per extant regulations/ guidelines or any combination of the above, whether resident in India or outside, whether they being existing holders of the Securities or not (collectively referred to as the "Investors"), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations at such price or prices, at a discount or premium to market price or prices permitted under applicable laws and in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (such issuance, offer and allotment, the "Issue(s)") considering the prevailing market conditions and other relevant factors in consultation with the lead managers/book running lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed, or to be appointed by the Company for such Issue(s) (as may be required) and without requiring any further approval or consent from the shareholders.

**RESOLVED FURTHER THAT** pursuant to the above-mentioned resolutions:

a. the Securities proposed to be issued, offered and allotted shall be in dematerialized form and shall be subject to the provisions of the MoA and AoA of the Company, the Companies Act and other applicable laws, to the extent applicable;

b. the Equity Shares, if allotted (including any reservation or green shoe option) shall rank *pari passu* in all respects with the existing Equity Shares of the Company including voting rights and rights in respect of dividend;

c. in case of offering of any Securities (other than Equity Shares), including without limitation any securities convertible into Equity Shares, the Board is authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue / offering in respect of such Securities and such Equity Shares shall rank *pari-passu* with the existing Equity Shares of the Company in all respects, except as may be provided otherwise under the terms of issue / offering and in the Offering Material, in accordance with the applicable laws; and

d. number and/or price of the Equity Shares to be issued on conversion of Securities convertible into or exchangeable with Equity Shares shall be as determined by the Board and appropriately adjusted for corporate actions such as bonus issue, rights issue, stock consolidation, merger, demerger, amalgamation, transfer of undertaking, sale of division, reclassification of Equity Shares into other securities, issue of Equity Shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring undertaken by the Company.

**RESOLVED FURTHER THAT** the Board proposes to issue and allot any Securities by way of a QIP to qualified institutional buyers ("QIBs") in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of SEBI ICDR Regulations) and further:

a. The allotment of Eligible Securities shall only be made to eligible QIBs as defined in the SEBI ICDR Regulations;

b. The allotment of the Eligible Securities or any combination of Eligible Securities, as may be decided by the Board, shall be completed within 365 (three hundred and sixty five) days from the date of passing of the special resolution by the Shareholders or such other time as may be allowed under the SEBI ICDR Regulations, the Companies Act, and / or applicable and relevant laws / guidelines, from time to time;

c. In accordance with proviso to regulation 172(1)(b) under Chapter VI of SEBI ICDR Regulations, the Equity Shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of Eligible Securities being offered through QIP, have been listed on a stock exchange for a period of at least 1 (one) year, prior to the date of issuance of this notice to shareholders of the Company;

d. The relevant date for determination of the Floor Price of the Eligible Securities to be issued shall be:

   (i) in case of allotment of Equity Shares, the date of meeting in which the Board decides to open the Issue, and / or;
   (ii) in case of allotment of Eligible Securities other than Equity Shares, either the date of the meeting in which the Board decides to open the Issue of such Eligible Securities or the date on which the holders of such Eligible Securities become entitled to apply for the Equity Shares, as may be decided by the Board in its absolute discretion;

e. The Eligible Securities (excluding warrants) shall be allotted as fully paid up and in dematerialized form;

f. The issuance and allotment of the Eligible Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, **(“Floor Price”)**, the Companies Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. However, the Board, in consultation with the lead managers appointed for the QIP, may offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under SEBI ICDR Regulations, and other applicable law on the Floor Price;

g. In accordance with regulation 176(3) under Chapter VI of SEBI ICDR Regulations, no partly paid-up Equity Shares or other Eligible Securities shall be issued / allotted. However, in case of allotment of non-convertible debt instruments along with warrants, the allottees may pay the full consideration or part thereof payable with respect to such warrants, at the time of allotment of such warrants, and on exercise of options attached to such warrants, such Equity Shares shall be fully paid-up at the time of allotment of Equity Shares;

h. In accordance with regulation 179(2) under Chapter VI of SEBI ICDR Regulations, a minimum of 10% (ten per cent) of the Eligible Securities shall be allotted to Mutual Funds and if Mutual Funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs;

i. The Eligible Securities allotted pursuant to the QIP, shall not be eligible to be sold by the allottee for a period of 1 (one) year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time;

j. No single allottee shall be allotted more than 50% (fifty per cent) of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;

k. The Company shall not undertake any subsequent QIP until the expiry of 2 (two) weeks or such other time as may be prescribed by the SEBI, from the date of the QIP to be undertaken pursuant to this special resolution;

l. A credit rating agency registered with SEBI will monitor the use of proceeds and submit its report in the specified format of the SEBI ICDR Regulations on quarterly basis till 100% of the proceeds have been utilized;

m. The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed 60 (sixty) months from the date of allotment;

n. Application for allotment of Eligible Securities, and allotment of Eligible Securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations; and

o. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company in terms of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the issue to the holders of Securities, which are convertible into or exchangeable with the Equity Shares at a later date, will be, *inter alia*, subject to the following terms and conditions:

a. In the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted will stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, will stand reduced pro tanto;

b. In the event the Company is making a rights offer by the issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer, and such additional Equity Shares will be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;

c. In the event of a merger, amalgamation, takeover or any other reorganization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid will be suitably adjusted; and

d. In the event of consolidation of outstanding Equity Shares or reclassification of the Securities into other securities and/ or involvement in such other event or circumstances which in the opinion of the concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Issue, the Board thereof, is authorized by the members of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the fund raising including *inter alia*, the type of issuance, the date of opening and closing of the issue period, the class of investors to whom the Securities are to be issued, the number of Securities to be offered, issued or allotted, the number of tranches or issuances, issue price, use of proceeds, appointment of intermediaries, finalisation and approval of Offering Material, interest rate, premium / discount(s), reservation, conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchange(s) in India or overseas, and to negotiate, finalise, sign, execute and deliver all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including (without limitation) the Offering Material, placement agreement, escrow agreement, monitoring agency agreement, engagement letters, applications and any other documents, agreements, letters, power of attorney or applications as may be required, and to approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time, give instructions or directions and / or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the Stock Exchanges, the MCA, the lead managers/ underwriters, or other authorities or intermediaries involved in or concerned with the Issue(s) and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Board pursuant to this resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or the Committee, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects;

**RESOLVED FURTHER THAT** the Board thereof, is authorized by the members of the Company to seek the listing of Eligible Securities on any stock exchange(s) submitting the listing applications to such stock exchange(s) and taking all actions that maybe necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals), filing of requisite documents / making declarations with the MCA, ROC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as maybe necessary to give effect to this resolution;

**RESOLVED FURTHER THAT** the Board thereof, is authorized by the members of the Company to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;

**RESOLVED FURTHER THAT** subject to applicable law, the Board thereof, is authorized by the members of the Company to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., and to represent the Company before any governmental authorities, as may be necessary to give effect to this resolution;

**RESOLVED FURTHER THAT** the Board or the Company Secretary and Compliance Officer be and are hereby severally authorized to certify the true copy of these resolutions and forward the same to any person or authority for their record and necessary action."

**ITEM NO. 2**

**Approval of the addition in main objects clauses in the memorandum of association**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules made thereunder including any statutory modification(s) or re- enactment(s) thereof for the time being in force and subject to such other approvals, consent, sanction, modification and permission of the appropriate statutory regulators, Registrar of Companies, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for insertion of the below mentioned New Main object clauses in addition to existing clauses as Clause III (A) 7 and 8 of the Memorandum of Association of the Company:

7. To carry on the business of designing, developing, manufacturing, assembling, trading, testing, importing, exporting, installing, and otherwise dealing in (a) all types of drones, manned and unmanned aerial vehicles (UAVs), unmanned aircraft systems (UAS), radars, jammers & other allied & associated systems & components and remote-controlled robotic devices, including drone-based imaging, surveying, mapping, logistics delivery, payload systems, and AI-driven automated flight solutions for commercial, civil, industrial and defence applications, including for the armed forces, paramilitary forces, law enforcement agencies and other government, private and international security entities in India and elsewhere; and (b) all types of electrical and electronic machinery, appliances, apparatus, and equipment, including cameras, sensors, batteries, power transmission equipment, defence equipment, meters (including smart meters), distribution panels, transformers, sensors, automation controls, printed circuit boards (PCBs), switchgears, and all associated electrical components and spares; and to provide engineering consultancy, research and development (R&D), and technical support services in connection with the aforesaid activities.

8. To carry on the business of designing, developing, manufacturing, assembling, trading, constructing, executing, establishing, installing, operating, maintaining, managing, importing, exporting, buying, selling, storing and otherwise dealing in (a) Solar & battery energy storage systems (BESS), lithium-ion batteries, flow batteries and related energy storage components, integrated power backup systems, microgrids, electric vehicle (EV) charging infrastructure, and energy management solutions; and (b) data centers, cloud infrastructure, network operating centers, and server farms; and to provide engineering consultancy, research and development (R&D), and technical support services in connection with the aforesaid activities and (c) Allied softwares & systems & technology in connection with aforesaid activities.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified to be true by any one of the Directors of the Company or the Company Secretary and Compliance Officer be furnished to concerned entities for their information and record."

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

**Place: Mumbai**
**Date: July 28, 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
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 Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, ("**Listing Regulation**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretary of India 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. 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 August 3, 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.

4. 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 August 3, 2026 (cut-off date)

5. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

6. 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.

7. 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.

8. 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.

9. There will be one E-vote for every Folio/Client ID irrespective of the number of joint holders. In case of joint holders who is higher than the order of names will be entitled to vote

10. Voting Rights in the Postal Ballot can not be exercised by a proxy.

11. All the documents referred to in this Postal Ballot Notice and the accompanying Statement, may be accessed for inspection from Wednesday, August 12, 2026 to Thursday, September 10, 2026 (last date of remote e-voting). Members seeking to inspect such documents can send an email to cs@transraillighting.com.

**Information and Other Instructions Relating to Remote E-Voting:**

12. 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.

13. **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 Wednesday, August 12, 2026 at 9:00 a.m. and ends on Thursday, September 10, 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 August 3, 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, 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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL Depository** | 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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab.<br>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.<br>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.<br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. |

| | |
|---|---|
| | After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with **NSDL Depository** | 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.<br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>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.<br>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. |

| | |
|---|---|
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)** | 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. |

**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**

| 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** | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br><br>• Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| **Dividend Bank Details OR Date of Birth (DOB)** | 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.<br>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant Transrail Lighting Limited on which you choose to vote.

(ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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, 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

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, AVP, (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.

**Information at a glance:**

| Particulars | Details |
|---|---|
| Cut-off Date to determine eligible numbers to vote on the resolution | Monday August 3, 2026 |
| Voting start date and time | Wednesday August 12, 2026 at 9:00 a.m. (IST) |
| Voting end date and time | Thursday September 10, 2026 at 5:00 p.m. (IST) |
| Date on which the resolution is deemed to be passed | Thursday September 10, 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<br>Tel- 91- 8108114949<br>Email- rnt.helpdesk@in.mpms.mufg.com |
| Name, address and contact details of e-voting service provider | Central Depository Services Limited ("CDSL")<br>A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013<br>Tel- 1800 21 09911<br>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 |

**TRANSRAIL LIGHTING LIMITED**
Corporate & Registered Office: 501 A, B, C, E, Fortune 2000, Block-G, Bandra Kurla Complex,
Bandra East, Mumbai - 400051
Tel: +91 22 61979600 | Web: www.transrail.in | CIN: L31506MH2008PLC179012

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

In accordance with Section 102 of the Companies Act, 2013 read with the rules made thereunder, Secretarial Standards on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the "**SEBI Listing Regulations**").

## ITEM NO. 1

The board of directors of the Company (the "**Board**" which term shall include the QIP Committee of the Board (the "**Committee**")) at its meeting held on July 28, 2026, considered and approved the proposal to create, offer, issue and allot such number of equity shares, and/or other securities, or any combination thereof, as permitted under applicable law (all of which are hereinafter referred to as "**Securities**") by way of qualified institutions placement(s) ("**QIP**") as permitted under applicable laws in the course of domestic or international offerings to qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**")), who are authorized and eligible to invest in the Securities of the Company as per extant regulations/ guidelines or any combination of the above, whether resident in India or outside, whether they being existing holders of the Securities or not (collectively referred to as the "**Investors**"), as may be decided by the Board in its absolute discretion (such issuance, offer and allotment, the "**Issue(s)**").

## UTILIZATION PLAN AND ALLOCATION OF PROCEEDS

The Company intends to utilize the proceeds of the Issue (after adjustment of expenses related to the Issue) ("**Net Proceeds**") towards*, inter alia*: (a) funding the working capital requirements of the Company, (b) funding the capital expenditure requirement of the Company, (c) repayment of debts of the Company (d) investment by way of equity in new business ventures of the Company, (e) investment towards funding cost in research in new business initiatives as per main objects of the Company, (f) acquisitions of businesses as per main objects clause of the Company (g) investments in subsidiaries/ joint ventures by way of equity/ loans, (h) any other general corporate purposes may be permissible under applicable law, and (i) such other objects as may be permitted under the applicable laws and disclosed in the Offering Materials. The details for the deployment of funds will be specifically mentioned in the Offering Materials in terms of applicable laws. Pending utilization of the proceeds from the Issue, the Company may invest such proceeds in creditworthy instruments, in government securities, debt or other mutual funds and deposits with scheduled commercial banks and highly rated financial institutions, as may be permitted under applicable law, and as may be decided by the Board. The aforementioned objects are dependent on a variety of factors such as timing of completion of the Issue, budgets, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations, market conditions and other external factors etc., which may not be within the control of the Company, and may result in modifications to the proposed schedule for utilisation of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

In addition to the above, such fund raising would aid the Company widen its investor base and increase the overall price liquidity of the equity shares, which in turn is expected to be beneficial to the shareholders of the Company.

In case of issuance of convertible securities (including warrants), the number and/or price of the equity shares to be issued on conversion of Securities convertible into or exchangeable with Equity Shares shall be as determined by the Board and appropriately adjusted for corporate actions such as bonus issue, rights issue, stock consolidation, merger, demerger, amalgamation, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring undertaken by the Company.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, *inter alia*, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing shareholders of such company and to any persons other than the existing shareholders of the company after obtaining shareholders' approval by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of equity shares of the Company (including pursuant to conversion of convertible Securities) to the existing shareholders of the Company and to persons other than existing shareholders of the Company, approval of the shareholders of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act, rules made thereunder and SEBI ICDR Regulations.

In terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its shareholders by way of a Special Resolution. Consent of the shareholders would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**LODR Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, for issuance of Securities. The equity shares allotted pursuant to the issue shall rank in all respects *pari passu* with the existing equity shares of the Company.

The equity shares to be allotted would be listed on the Stock Exchanges. The offer/issue/ allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into equity shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment(s) thereof ("FEMA"), the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, Foreign Exchange Management (Debt Instruments) Regulations, 2019 and the RBI Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations, each as amended from time to time. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the LODR Regulations.

The detailed terms and conditions for the offering will be determined in consultation with the merchant bankers, advisors, lead managers, wherever necessary, and such other intermediaries or authorities as may be required, considering the prevailing market conditions and other regulatory requirements.

In the event the Board proposes to issue and allot any Securities by way of QIP to qualified institutional buyers ("**QIBs**") in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning of SEBI ICDR Regulations) the Board shall comply with the requirements of Chapter VI of the SEBI ICDR Regulations and further:

(a) The allotment of the Eligible Securities shall only be made to eligible QIBs as defined in the SEBI ICDR Regulations;

(b) The allotment of the Eligible Securities or any combination of Eligible Securities, as may be decided by the Board, shall be completed within 365 (three hundred and sixty five) days from the date of passing of the special resolution by the Shareholders or such other time as may be allowed under the SEBI ICDR Regulations, the Companies Act, and / or applicable and relevant laws / guidelines, from time to time;

(c) In accordance with proviso to regulation 172(1)(b) under Chapter VI of SEBI ICDR Regulations, the equity shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of Eligible Securities being offered through QIP, have been listed on a stock exchange for a period of at least 1 (one) year, prior to the date of issuance of this notice to shareholders of the Company;

(d) The relevant date for determination of the Floor Price of the Eligible Securities to be issued shall be:

   (i) in case of allotment of equity shares, the date of meeting in which the Board decides to open the Issue, and / or;

   (ii) in case of allotment of Eligible Securities, either the date of the meeting in which the Board decides to open the Issue of such Eligible Securities or the date on which the holders of such Eligible Securities become entitled to apply for the Equity Shares, as may be decided by the Board in its absolute discretion;

(e) The Eligible Securities shall be allotted as fully paid up and in dematerialized form;

(f) The issuance and allotment of the Eligible Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("**Floor Price**"), the Companies Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including

SEBI ICDR Regulations. However, the Board, in consultation with the lead managers, appointed for the QIP, may offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law on the Floor Price;

(g) In accordance with regulation 176(3) under Chapter VI of SEBI ICDR Regulations, no partly paid-up equity shares or other Eligible Securities shall be issued / allotted. However, in case of allotment of non-convertible debt instruments along with warrants, the allottees may pay the full consideration or part thereof payable with respect to such warrants, at the time of allotment of such warrants, and on exercise of options attached to such warrants, such equity shares shall be fully paid-up at the time of allotment of Equity Shares;

(h) In accordance with regulation 179(2) under Chapter VI of SEBI ICDR Regulations, a minimum of 10% (ten per cent) of the Eligible Securities shall be allotted to Mutual Funds and if Mutual Funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs;

(i) The Eligible Securities allotted pursuant to the QIP, shall not be eligible to be sold by the allottee for a period of 1 (one) year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time;

(j) No single allottee shall be allotted more than 50% (fifty per cent) of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;

(k) The Company shall not undertake any subsequent QIP until the expiry of 2 (two) weeks or such other time as may be prescribed by the SEBI, from the date of the QIP to be undertaken pursuant to this special resolution;

(l) A credit rating agency registered with SEBI will monitor the use of proceeds and submit its report in the specified format of the SEBI ICDR Regulations on quarterly basis till 100% of the proceeds have been utilized;

(m) The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed 60 (sixty) months from the date of allotment; and

(n) Application for allotment of Eligible Securities, and allotment of Eligible Securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations.

(o) No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company in terms of the SEBI ICDR Regulations.

Further, the Company is yet to identify the investor(s) and decide the quantum of Eligible Securities to be issued to them and hence the details of the proposed allottees, the percentage of their shareholding in the Company post such issuance, the shareholding pattern of the Company and other relevant details are not provided. The proposal, therefore, seeks to confer upon the Board/ QIP Committee, the absolute discretion and adequate flexibility to determine the terms of such issuance, including but not limited to the identification of the proposed investors and the quantum of Securities to be issued and allotted to each such investor, price, etc., in accordance with the provisions of the applicable laws.

All documents referred in this Notice shall be made available for inspection on website of the Company for inspection by the Members upto the last date of remote e-voting on September 10, 2026.

The Board of the Company recommends the resolution set out at Item no. 1 for the approval of the members as a Special Resolution.

In terms of Section 102(1) of the Companies Act, 2013, as amended, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

**ITEM NO. 2**

It is proposed to foray into businesses which can be conveniently and advantageously combined with the Company's existing business such as setting up of Battery Energy Storage Systems ("BESS") and deal in all types of electrical and electronic machinery, appliances, apparatus, and equipment Electrical equipment and to widen the Company's scope of operations, in the new business lines and to adapt to the market trends by manufacturing drones, manned and unmanned aerial vehicles (UAVs) and EPC in setting up data centers, cloud infrastructure, network operating centre, and server farms. In view of the same, the main objects of the Company are proposed to be altered by addition of new objects to reflect the Company's efforts to enhance its business activities and expand its operations to explore the new opportunities.

The Board has granted its approval to amend the existing Memorandum of Association of the Company at its Meeting held on July 28, 2026. The approval of the Members is being sought, by way of a Special Resolution pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act for approval of the insertion new clause in the Main object clause in addition to existing clauses as Clause III (A) 7 and 8 of the Memorandum of Association of the Company.

The Board of the Company recommends the resolution set out at Item no. 2 for the approval of the members as a Special Resolution.

This item is required to be transacted only by means of postal ballot under Rule 22(16)(a) of the Companies (Management and Administration) Rules, 2014 (alteration of the objects clause of the memorandum);

A copy of the Memorandum of Association, together with the proposed alterations, is available for inspection by Members electronically up to the last date of remote e-voting, as required by Section 102(2) and SS-2.

In terms of Section 102(1) of the Companies Act, 2013, as amended, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

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

**Place: Mumbai**
**Date: July 28, 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
CIN: L31506MH2008PLC179012