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 | **Email ID:** cs@transraillighting.com | **Web:** www.transrail.in | **CIN:** L31506MH2008PLC179012

NOTICE

NOTICE is hereby given that the 19th (Nineteenth) Annual General Meeting (AGM) of the members of Transrail Lighting Limited (the Company) will be held on Monday, September 28, 2026, at 03:30 p.m. (IST) through Video Conference (VC) / Other Audio - Visual Means (OAVM) facility, to transact the following businesses:

ORDINARY BUSINESS

1. **To receive, consider and adopt:**

   a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon; and

   b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Auditors thereon.

2. **To declare a Final dividend on Equity Shares at the rate of ₹ 2/- (Rupees Two) per Equity Share having face value of ₹ 2/- each for the financial year ended March 31, 2026**

3. **To appoint a Director in place of Mr. D. Suryanarayana (DIN: 07304786), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment**

4. **To appoint a Director in place of Dr. Indu Shekhar Jha (DIN: 00015615), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment**

SPECIAL BUSINESS

5. **Ratification of the remuneration payable to the Cost Auditor for FY 2026-27**

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

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to ratify the remuneration of ₹ 3,30,000/- (Rupees Three Lakh Thirty Thousand Only) plus applicable taxes and out of pocket expenses payable to ABK & Associates, Cost Accountants (Registration No. 000036), who has been appointed by the Board of Directors as Cost Auditors of the Company, based on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for FY 2026-27.

   RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Appointment of G. M. Kapadia & Co., Chartered Accountants as Statutory Auditors (Joint) of the Company**

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

   "RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to appoint G. M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W issued by the Institute of Chartered Accountants of India), as Statutory Auditors (Joint) of the Company, for the first term of 5 (Five) consecutive years, to hold office from conclusion of 19th

Annual General Meeting to be held in the year 2026 until the conclusion of 24th Annual General Meeting to be held in the year 2031 at a remuneration and other terms and conditions of appointment determined by the Board of Directors of the Company as per the recommendation of the Audit Committee and the out of pocket expenses as may be incurred by the Statutory Auditor during the course of the audit.

RESOLVED FURTHER THAT G. M. Kapadia & Co., Chartered Accountants shall act as Joint Statutory Auditors of the Company along with the existing Statutory Auditors, Nayan Parikh & Co., Chartered Accountants, for the audit of the financial statements for the financial year 2026-27 and thereafter continue as Statutory Auditors for the remaining tenure of their appointment, subject to the applicable provisions of the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

7. Approval for authorising Board of Directors to appoint Branch Auditors of the Branch Offices outside India as per Section 143 (8) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions of the Companies Act, 2013 and rules made thereunder ("the Act"), the Board of Directors be and is hereby authorized to appoint any person(s) as may be qualified to act as branch auditors (in accordance with the applicable laws of the relevant foreign jurisdiction) as branch auditors of any branch office of the Company, whether existing or which may be opened or acquired hereafter, outside India, to audit the accounts of the Company's Branch Offices outside India and to fix their terms and remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to prescribe and oversee the manner in which the duties and powers in relation to the audit of the accounts of such branch office(s) shall be exercised and to require the auditor(s) appointed for such branch office(s) to prepare and submit their report in respect of such branch office(s) to the auditor(s) of the Company, in accordance with the provisions of Section 143(8) of the Act and the applicable laws of the relevant jurisdiction, for consideration in connection with the audit and report of the financial statements of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution."

8. Re-Appointment of Mr. Digambar Chunnilal Bagde (DIN: 00122564) as Executive Chairman (in the capacity of a Whole Time Director) of the Company for a period of 1 year

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Digambar Chunnilal Bagde (DIN: 00122564), aged 76 years as an Executive Chairman (in the capacity of a Whole Time Director) on the Board of the Company for a period of 1 (One) year with effect from October 1, 2026 to September 30, 2027 (both days inclusive), at a remuneration as set out in the statement annexed to the notice, subject to the same not exceeding the limits specified under Section 197, 198 read with Schedule V of the Act or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT pursuant to regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modifications or re-enactments thereof for the time being in force) and as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded to payment of remuneration to Mr. Digambar Bagde (DIN: 00122564), notwithstanding that the remuneration may exceed 2.5 % of the net profits of the Company determined as per the provisions of Section 198 of the Companies Act, 2013 or ₹ 5 Crore, whichever is higher, for the period of 1 (One) year with effect from October 1, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question or difficulty in connection therewith and incidental thereto and to settle any question or doubt that may arise in relation thereto and to take all such steps and do all such acts and deeds as may be necessary to give effect to the foregoing resolutions.

RESOLVED FURTHER THAT any of the Directors and/ or the Company Secretary of the company be and are hereby severally authorized to file necessary forms with the Registrar of Companies in this respect and to do all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

9. **Appointment of Ms. Ranjana Maitra (DIN: 11881304) as a Non-Executive Independent Director of the Company**

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

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, Schedule IV to the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Ranjana Maitra (DIN: 11881304), who was appointed as an Additional Director (Category: Independent) of the Company with effect from August 13, 2026 in terms of Section 161 of the Act and who has submitted a declaration that she meets the criteria for independence under Section 149(6) of the Companies Act, 2013 along with the rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and who is eligible for appointment under the provisions of the Companies Act, 2013 read with the rules made thereunder and the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing under Section 160 of Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of 3 (Three) consecutive years from August 13, 2026 to August 12, 2029 (both days inclusive), whose office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT Ms. Ranjana Maitra (DIN: 11881304) shall be entitled to receive the sitting fees for attending meetings of the Board or Committees thereof and receive such remuneration as may be recommended by Nomination & Remuneration Committee and determined by the Board of Directors from time to time within the limits specified as per Section 197, 198 read with Schedule V of the Companies Act, 2013.

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

By order of the Board of Directors

Monica Gandhi
Company Secretary & Compliance Officer

Place: Mumbai
Date: August 14, 2026

Registered Office:
501 A, B, C, E, Fortune 2000, Block-G,
Bandra Kurla Complex,
Bandra East, Mumbai - 400051
CIN: L31506MH2008PLC179012
Tel: +91 22 61979600
Email ID: cs@transraillighting.com

NOTES FOR MEMBERS' ATTENTION:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act') read with relevant Rules made thereunder, relating to the Ordinary Resolutions and Special Resolutions as set out in Item No. 5 to 9 of this Notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.

2. The Ministry of Corporate Affairs ("MCA") vide its Circular No. 03/2025 dated September 22, 2025 read with circulars issued earlier on the subject ("MCA Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), has permitted Companies to conduct the AGM through Video Conferencing ("VC") and/or Other Audio Visual Means ("OAVM") without the physical presence of Members at a common venue. In compliance with the applicable provisions of the Act and in terms of the MCA Circulars, the AGM of the Members is to be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating at the AGM through VC/OAVM is annexed herewith and also available at the Company's website i.e. www.transrail.in

3. In compliance with the provisions of the Companies Act, 2013 (Act), SEBI Listing Regulations MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM without the physical presence of the Members at a common venue on Monday, September 28, 2026, at 03:30 p.m. (IST). The deemed venue for the AGM will be the Registered Office of the Company, i.e. 501 A, B, C, E, Fortune 2000, Block-G, Bandra Kurla Complex, Bandra East, Mumbai - 400051.

4. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR THE APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

5. Corporate Members intending to appoint their authorised representatives to attend the meeting through VC/OAVM are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. It may be noted that the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors are allowed to attend the AGM without restriction on account of first come first served basis.

7. In accordance with the applicable provisions of the Companies Act, 2013 ("Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), the Notice of the AGM along with the Annual Report for the financial year 2025-26, indicating the process and manner of voting through electronic means along with the process to attend the meeting through VC/OAVM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories on Friday, August 28, 2026. The Notice convening the 19th AGM along with Annual Report has been uploaded on the website of the Company at www.transrail.in under 'Investors' section and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. In case of joint holders, the Members whose names appears as the first holder in the order of names as per Register of members of the Company will be entitled to vote at the AGM.

10. Pursuant to Regulation 36 (3) of the SEBI LODR and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') a statement providing brief details of the Directors seeking re-appointment/ appointment at the ensuing AGM is annexed herewith as Annexure I.

11. Members desiring inspection of Statutory Registers during the AGM or who wish to inspect the relevant

documents referred to in the Notice, can send their request on email to cs@transraillighting.com prior to the AGM.

12. Members are requested to note that subject to the provisions of the Act, dividend as recommended by the Board @ 100% i.e. ₹ 2 per share on the face value of ₹ 2 each, if declared at the AGM, will be paid within a period of 30 days from the date of declaration to those members whose name appears in the Registrar of Members as on Friday, September 11, 2026 (Record Date).

13. Pursuant to the provisions of Income Tax Act, 2025 ("the Act"), dividends paid or distributed by a Company shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of the said Dividend. The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act. An advisory note is being sent to the shareholders along with the Notice of Annual General Meeting and Annual Report of the Company at their registered email ids and the same is also uploaded on the Company's website at https://transrail.in/.

    In general, to enable compliance with TDS requirements, Members holding shares in demat form are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company's RTA by sending documents through e-mail to csgexemptforms2627@in.mpms.mufg.com

    Kindly note that the tax exemption related documents are required to be submitted to the Registrar & Share transfer agents at email ID csgexemptforms2627@in.mpms.mufg.com with Subject "Tax Exemption related documents" or update the same by visiting the link https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html on or before Friday, September 18, 2026, in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate.

14. Norms for furnishing of PAN, KYC, Bank details and Nomination:

    Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DPs only. Members holding shares in physical mode are requested to keep their Bank details updated with the Company's Registrar & Share Transfer Agents viz. MUFG Intime India Private Limited

    Accordingly, payment of final dividend, subject to approval by the Members in the AGM, shall be paid to demat/ physical holders only after the above details are updated in their folios.

    The facility for making nomination is available for the Members in respect of the shares held by them. Members are requested to submit the nomination details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

    In view of the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their e-mail addresses so far, to register their e-mail addresses with the RTA in case the shares are held in physical mode and with Depository Participants in case the shares are held in demat mode for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

    Electronic copy of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means, manner to attend the meeting through VC/OAVM and the Annual Report for FY 2025-26 is being sent to all the Members whose e-mail addresses are registered with the Company's RTA/ Depository Participant(s) as on Friday, August 28, 2026.

15. Instructions for e-voting and joining the Annual General Meeting are as follows:

A. VOTING THROUGH ELECTRONIC MEANS:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars as stated above, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by

a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

4. Pursuant to MCA Circular No. 14/2020 dated April 8, 2020 and all other applicable Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and all other applicable provisions, the Notice calling the AGM has been uploaded on the website of the Company at https://transrail.in/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

6. Members who wish to claim dividends that remain unclaimed / unpaid are requested to write to the Company's Registrar and Share Transfer Agent (at details mentioned herein) or the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends that are not claimed or remain unpaid for seven years from the date of transfer to the Company's unpaid dividend account will be / is transferred to the Investor Education and Protection Fund (IEPF). Further, equity shares in respect whereof dividend remains unclaimed / unpaid for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act read with Rules notified thereunder, as may be amended from time to time

B. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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 Thursday, September 24, 2026 at 09:00 A.M. (IST) and ends on Sunday September 27, 2026 at 05:00 P.M. (IST) During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off (Record Date) date Monday, September 21, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date shall not be entitled to vote again during the AGM.

(iii) 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, 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.

(iv) 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 and joining virtual meetings 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. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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 or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	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 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 or joining virtual meeting & voting during the meeting 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 or joining virtual meeting & voting during the meeting.
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 or joining virtual meeting & voting during the meeting.

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.

(v) Login method for e-Voting and joining virtual meetings 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) • 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.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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. • 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

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

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

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

(xv) 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.

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

(xvii) 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 mandatorily required 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 at the email ID mitesh@mjshah.com 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.

C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from their registered email id mentioning their name, demat account number/folio number, email id, mobile number at cs@transraillighting.com from September 11, 2026, 10.00 a.m. to September 18, 2026, 6:00 p.m. Further, speaker shareholders are requested to send their questions in advance by September 18, 2026 before the AGM, mentioning their name, demat account number/

folio number, email id, mobile number at cs@transrailighting.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

D. 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), Aadhaar (self attested scanned copy of Aadhaar Card) by email to **Company/RTA email id**.

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 attending AGM & 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 toll free no. 1800 21 09911.

16. **General Guidelines for Shareholders:**

    1. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 21, 2026.

    2. Members who are not shareholders on the cut-off date for dispatch of Notice i.e. Friday, August 28, 2026 or who have not registered their e-mail ID as on such date are requested to approach CDSL, at their e-mail ID helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 or calling on 022–49186175 for e-voting related queries. Any person who is not a member as on the cut-off date for e-voting i.e. Monday, September 21, 2026, should treat this Notice for information purposes only.

    3. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date for e-voting i.e. Monday, September 21, 2026, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM electronically.

    4. During the 19th AGM, the Chairman shall, after response to the questions raised by the speaker members, formally propose to the members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the 19th AGM and announce the start of the casting of vote through the e-Voting system. After the members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 19th AGM.

    5. The Company has appointed Mitesh Shah & Co., Practicing Company Secretary (Membership No. F10070) as the Scrutinizer to scrutinize the voting and remote e-voting process for the AGM in a fair and transparent manner.

    6. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him

in writing. The results will be announced within the time stipulated under the applicable laws i.e. within two working days of the conclusion of the meeting.

7. The Notice of the AGM shall be placed on the website of the Company till the date of the AGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.transrail.in and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

8. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

By order of the Board of Directors

Monica Gandhi
Company Secretary & Compliance Officer

Place: Mumbai
Date: August 14, 2026

Registered Office:
501 A, B, C, E, Fortune 2000, Block-G,
Bandra Kurla Complex,
Bandra East, Mumbai - 400051
CIN: L31506MH2008PLC179012
Tel: +91 22 61979600
Email ID: cs@transraillighting.com

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)

Item No. 5 - Ratification of the remuneration payable to the Cost Auditor for FY 2026-27:

Pursuant to provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company at its meeting held on May 26, 2026, on the recommendation of the Audit Committee, approved the appointment and remuneration of ABK & Associates, Cost Accountants, (Registration No. 000036) to conduct the audit of the applicable cost records for the financial year ending March 31, 2026, on a remuneration of ₹ 3,30,000/- (Rupees Three Lakhs Thirty Thousand Only) excluding reimbursement of actual travelling and other out of pocket expenses plus taxes applicable.

ABK & Associates, Cost Accountants, (Registration No. 000036) have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

Brief profile of ABK & Associates is given below:

ABK & Associates is established to provide broad range of integrated services comprising of Audit & Assurances, Advisory in the field of Cost & Management Consultancy, Project Finance, GST & Export- Import Consultancy.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

In view of the same the consent of members is sought for ratification of the remuneration payable to the Cost Auditors for FY 2026-27.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution mentioned at Item No. 5.

The Board of Directors recommends the Ordinary Resolution set forth at Item No. 5 of the Notice, for the approval of the Members.

Item No. 6 - Appointment of G. M. Kapadia & Co., Chartered Accountants as Statutory Auditors (Joint) of the Company:

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In accordance with the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, an audit firm is permitted to hold office as Statutory Auditor of a Company for a maximum of two consecutive terms of five years each.

The Company's current statutory auditors Nayan Parikh & Co., Chartered Accountants, would be completing their 2nd term as Statutory Auditors of the Company at the conclusion of the 20th Annual General Meeting of the Company to be held in the year 2027.

Considering the impending completion of the tenure of the existing Statutory Auditors and with a view to ensuring a seamless transition in the statutory audit process, the Board of Directors ("Board") of the Company on the recommendation of the Audit Committee, has approved recommendation of the appointment of G. M. Kapadia & Co., Chartered Accountants (Firm Registration No. 104767W) as Statutory Auditors for the first term of 5 consecutive years i.e. from the conclusion of 19th Annual General Meeting to be held in the year 2026 till the conclusion of 24th Annual General Meeting of the Company to be held in the year 2031 in accordance with the provisions of Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014. Subject to approval of the Members of the Company.

Basis of recommendation:

While evaluating the proposal for appointment of G. M. Kapadia & Co., Chartered Accountants, the Audit Committee and the Board considered various factors, including, inter alia:

- The firm's professional competence, reputation and market standing;
- Experience in auditing listed entities and companies operating in similar industries;
- Understanding of the Company's business model, scale and complexity;
- Technical expertise, industry knowledge
- Independence, eligibility and absence of any conflict of interest;
- Proposed audit approach, transition plan and audit fees.

The Board and the Audit Committee considered various parameters while recommending the appointment of G.

M. Kapadia & Co, Chartered Accountants as Statutory Auditors of the Company including but not limited to their capability to serve a business landscape as that of the Company, existing experience in the Company's business verticals and segments, market standing of the firm, clientele and technical knowledge.

Based on the aforesaid evaluation, the Audit committee and Board were satisfied that G. M. Kapadia & Co, Chartered Accountants possess requisite expertise and experience and were found suitable to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company and accordingly recommended their appointment.

Credentials of G. M. Kapadia & Co, Chartered Accountants:

G. M. Kapadia & Co. Chartered Accountants is a well reputed firm of Chartered Accountants with a presence of over 85 years of professional services. The firm provides services in the field of audit and assurance, tax, regulatory, transactions advisory and consulting. The Firm has its Head office at Mumbai and branches in Chennai, Bangalore, Hyderabad, Delhi - NCR and Jaipur. The Firm's empanelment includes Regulators and Financial Institutions. The average experience of partners in years is more than 20 years. Staff strength of about 250 comprising of Qualified Accountants, Audit Assistants, Tax Assistants and Articled Clerks. The Firm is a leading audit firm in the field of various sectors and has significant experience in audit of listed entities as well as large public sector corporations. The Firm primarily provides Audit & Assurance services, tax and advisory services, to its clients. The Firm's Audit & Assurance practice has significant experience across various industries, markets and geographies.

The Firm also holds a valid Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

Joint Audit by appointment of Statutory Auditors:

The Company has adopted a phased transition approach by appointing an additional Statutory Auditor one year prior to the completion of the tenure of the existing Statutory Auditors.

The appointment of Joint Statutory Auditors is intended to:

- facilitate a smooth and orderly transition upon completion of the tenure of the existing Statutory Auditors;
- ensure continuity in the statutory audit process without disruption;
- enhance audit quality through the expertise and professional experience of both audit firms;
- enable adequate familiarisation of the incoming audit firm with the Company's operations, systems, internal controls and business processes.

Both the Auditors, Nayan Parikh & Co., Chartered Accountants and G. M. Kapadia & Co. would jointly hold office as Statutory Auditors from the conclusion of 19th Annual General Meeting to be held in the year 2026 of the Company till the conclusion of the 20th Annual General Meeting to be held in the year 2027 and shall jointly conduct the audit of financial statements for FY 2026-27 and will be jointly and severally responsible for the audit. This would provide the new audit firm adequate time to get familiar with the Company's operations and processes.

During the period of joint audit, the incoming audit firm shall work alongside the existing Statutory Auditors to facilitate effective transfer of institutional knowledge, understanding of business processes and continuity in audit quality.

The allocation of audit responsibilities between the Joint Statutory Auditors shall be determined by the Audit Committee/Board in accordance with the applicable provisions of Companies Act 2013, the Standards on Auditing issued by the Institute of Chartered Accountants of India and any other applicable provisions.

Terms and Conditions of appointment of G. M. Kapadia & Co, Chartered Accountants are given below:

The appointment of G. M. Kapadia & Co., Chartered Accountants shall be for a first term of five (5) consecutive years commencing from the conclusion of the 19th AGM until the conclusion of the 24th AGM of the Company, subject to the provisions of the Companies Act, 2013 and other applicable laws.

Remuneration:

The remuneration payable to G. M. Kapadia & Co., Chartered Accountants, for the Statutory Audit of the financial statements of the Company for FY 2026-27 shall be ₹ 25 Lakhs (Rupees Twenty Five Lakhs Only) for FY 2026-27, plus applicable taxes, travelling and other out of pocket expenses incurred by them in connection with the statutory audit. The remuneration of existing auditors i.e. Nayan Parikh & Co., Chartered Accountants for the Statutory Audit of the financial statements of the Company for FY 2026-27 shall be ₹ 45 Lakhs (Rupees Forty Five Lakhs Only), plus applicable taxes, travelling and other out of pocket expenses incurred by them in connection with the statutory audit.

The fees for services in the nature of statutory certifications and other professional work will be in addition to the audit fee as above and will be decided by the Management in consultation with the Auditors and will be subject to approval by the Board of Directors and/or the Audit Committee.

Further, the remuneration for the remaining tenure of G. M. Kapadia & Co. as Statutory Auditors for the FY 2027-28 to FY 2030-31 will be approved by the Board of Directors and/ or the Audit Committee.

G. M. Kapadia & Co. has given their consent to act as Statutory Auditors of the Company and have confirmed that the said appointment, if made will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. Accordingly, the consent of the members is sought for appointment of G. M. Kapadia & Co as Statutory Auditors of the Company.

The Audit Committee has also considered the independence of the proposed Statutory Auditors and is satisfied that their appointment would be in the best interests of the Company and its stakeholders.

Accordingly, the approval of the Members is sought for the appointment of G. M. Kapadia & Co, Chartered Accountants as Statutory Auditors of the Company for a period of five (5) consecutive years commencing from the conclusion of the 19th AGM until the conclusion of the 24th AGM and to authorise the Board/Audit Committee to determine their remuneration for the remaining tenure.

The Directors recommend this resolution as set out under item no. 6 for approval of the shareholders as an Ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution mentioned at Item No. 6.

The Board of Directors recommends the Ordinary Resolution set forth at Item No. 6 of the Notice, for the approval of the Members.

Item No. 7 - Approval for authorising Board of Directors to appoint Branch Auditors of the Branch Offices outside India as per Section 143 (8) of the Companies Act, 2013:

The Company has established Branch Offices at various locations outside India in addition to branches in India. The Company may also establish, open or acquire additional Branch Offices at various locations outside India from time to time, as part of its business operations and expansion plans.

In accordance with the provisions of Section 143(8) of the Companies Act, 2013 and respective rules made thereunder, the accounts of such branch offices are required to be audited by qualified auditors/ accountants in accordance with the laws of the country in which the branch office is situated.

Further, pursuant to Rule 12 of the Companies (Audit and Auditors) Rules, 2014, the duties and powers of the auditor of the Company in relation to the audit of the branch and the branch auditor are governed by the provisions of Section 143(1) to 143(4) of the Act. The branch auditor is required to submit his report on the accounts of the branch examined by him to the auditor of the Company, who shall deal with such report in his report in such manner as he considers necessary. The provisions relating to reporting of fraud by an auditor under Section 143(12) of the Act also extend to the branch auditor to the extent they relate to the branch concerned.

Hence, authorisation of members is being sought in order to enable the Board of Directors of the Company to appoint the Branch Auditors/ Accountants for auditing the accounts of Overseas Branch offices.

None of the Directors of the Company, Key Managerial Personnel (KMP) and their respective relatives are concerned or interested, financially or otherwise, in the resolution at Item No. 7.

The Board recommends the Ordinary Resolution at Item no. 7 for approval by the Members.

Item No. 8 - Re-Appointment of Mr. Digambar Chunnilal Bagde (DIN: 00122564) as Executive Chairman (in the capacity of a Whole Time Director) of the Company for a period of 1 year:

Mr. Digambar Chunnilal Bagde was appointed as an Executive Chairman of the Company at the Board Meeting held on August 10, 2023, for a period of 3 years w.e.f. October 1, 2023 to September 30, 2026 and Members have also accorded their consent in the 16th Annual General Meeting held on September 27, 2023. Accordingly, the tenure of Mr. Digambar Chunnilal Bagde will end on September 30, 2026.

Mr. Digambar Chunnilal Bagde is an Executive Chairman of the Company and has been serving as a Director of the Company since 2008. He has been actively involved in the operations of the Company. He has extensive experience of more than 5 decades and has long association with the Company since 2008. In view of his familiarity with the Company's business, operations and stakeholders and his continued contribution and involvement in the management and affairs of the Company, it would be in the interest of the Company to continue the employment of Mr. Bagde as Whole Time Director designated as Executive Chairman of the Company. It is proposed to obtain approval of the Members as per the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel)

Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) for continuation of term of Mr. Bagde as Executive Chairman (in the capacity of a Whole time Director) of the Company for a period of 1 (One) year w.e.f. October 1, 2026 to September 30, 2027 (both days inclusive).

Broad particulars of terms of remuneration and perquisites payable to Mr. Digambar Bagde are as follows:

Salary (Fixed) per annum will be ₹ 4.5 Crore (Rupees Four Crore Fifty lakh only) bifurcated into consolidated basic, HRA and Special allowance. Additionally, an incentive per annum based on performance of the Company and individual performance as may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors within the overall limits prescribed under the provisions of Sections 197,198 read with schedule V of the Act and rules made thereunder. Further the Gratuity, Mediclaim, telephones bills at residence and personal accident benefits and company car will be as per the Company rules.

The Board of Directors considered the aforesaid remuneration commensurate with the duties and responsibilities of Mr. Bagde. The proposed remuneration has been recommended by the Nomination & Remuneration Committee and approved by the Board after considering the duties and responsibilities of Mr. Bagde, his experience and contribution to the Company, the remuneration payable to other executive directors, the Company's remuneration policy and the applicable statutory limits.

The proposed remuneration has been determined with reference to Sections 197 and 198 read with Schedule V of the Act. Since Mr. Bagde is an Executive Director belonging to the Promoter Group and the proposed remuneration may exceed the threshold prescribed under Regulation 17(6)(e), therefore, approval under Regulation 17(6)(e) is also being sought.

A brief profile of Mr. Bagde pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 is enclosed as Annexure I.

Mr. Digambar Chunnilal Bagde has given his consent to act as Executive Chairman (in the capacity of a Whole Time Director) of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for his reappointment as Executive Chairman (in the capacity of a Whole Time Director of the Company).

Except Mr. Digambar Chunnilal Bagde being the proposed appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors is of the opinion that knowledge and experience of Mr. Digambar Chunnilal Bagde will be of immense value to the Company. The Board therefore recommends the resolution set forth in Item No. 8 for the approval of the members as a Special Resolution.

Item No. 9 - Appointment of Ms. Ranjana Maitra (DIN: 11881304) as a Non-Executive Independent Director of the Company:

Ms. Ranjana Maitra (DIN: 11881304), was appointed as an Additional Director (Category: Independent) of the Company by the Board of Directors w.e.f. August 13, 2026. Further, she is eligible to be appointed as Independent Director of the Company in accordance with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and have consented to act as Non-Executive Independent Director of the Company.

Considering the skills, experience and knowledge of Ms. Ranjana Maitra, the Nomination & Remuneration committee had recommended her appointment as Independent Director of the Company for a term of 3 (Three) years. In accordance with the Nomination & Remuneration Policy, Board Diversity Policy and Board skill matrix, the Board of Directors on the recommendation of the Nomination and Remuneration Committee has approved the appointment of Ms. Ranjana Maitra, as a Non-Executive Independent Director of the Company for a term of 3 (Three) consecutive years with effect from August 13, 2026 to August 12, 2029 (both days inclusive) in terms of the provisions of Section 149 read with Schedule IV to the Act and Listing Regulations or any amendment thereto or modification thereof, subject to approval of the members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Listing Regulations, appointment of Independent Directors requires the approval of members of the Company by way of a Special Resolution. The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Ms. Ranjana Maitra for the office of a Director of the Company.

The Company has received all the necessary and relevant statutory disclosures/declarations from Ms. Ranjana Maitra such as:

i. Consent in writing to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules").

ii. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under Sub section (2) of Section 164 of the Companies Act, 2013.

iii. Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) read with Schedule IV on the Code for Independent Directors of the Companies Act, 2013 and the SEBI Listing Regulations.

iv. Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company.

v. Confirmation that she is registered with the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

vi. 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 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.

In the opinion of the Board, Ms. Ranjana Maitra fulfils the conditions for appointment as Non-Executive Independent Director as specified in the Act and the Listing Regulations. Ms. Ranjana Maitra is independent of the management and possesses appropriate skills, experience and knowledge to be appointed as an Independent Director in the opinion of the Board of Directors and also that her appointment is in the interest of the Company.

Ms. Ranjana Maitra shall be entitled to such remuneration as may be determined by the Nomination & Remuneration Committee and the Board of Directors of the Company from time to time within the overall limits of remuneration under Sections 197,198 read with schedule V of the Act other than the sitting fees and reimbursement for attending the meetings of the Board or Committees thereof.

In terms of Regulation 25(2A) of the SEBI Listing Regulations, appointment of Ms. Ranjana Maitra as an Independent Director requires approval of members of the Company by passing a Special Resolution.

A copy of the draft letter for appointment of Ms. Ranjana Maitra setting out the terms and conditions of appointment would be available for inspection at the registered office of the Company situate at "501 A,B,C,E Fortune 2000, Block G Bandra Kurla Complex, Bandra East Mumbai - 400051" on all working days except Saturdays and Public Holidays between 9.30 A.M. to 5.30 P.M. and the same is also available on the website of the Company at www.transrail.in. Members desiring inspection of the terms & conditions referred to in the Notice, can send their request on email to cs@transraillighting.com prior to the AGM.

A brief profile of Ms. Ranjana Maitra, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 is enclosed as Annexure I.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

Except Ms. Ranjana Maitra, being the proposed appointee, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested in the Resolution at Item No. 9 of the accompanying Notice.

By order of the Board of Directors

Monica Gandhi
Company Secretary & Compliance Officer

Place: Mumbai
Date: August 14, 2026

Registered Office:
501 A, B, C, E, Fortune 2000, Block-G,
Bandra Kurla Complex,
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ANNEXURE I

Disclosure of brief resume, qualifications, skills and expertise and other details as prescribed under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is as under:

Sr. No.	1	2	3	4
Name	Mr. Digambar Chunnilal Bagde	Mr. D. Suryanarayana	Dr. Indu Shekhar Jha	Ms. Ranjana Maitra
DIN	00122564	07304786	00015615	11881304
Date of Birth	January 5, 1950	June 2, 1977	June 30, 1959	September 14, 1965
Age	76 years	49 years	67 years	60 years
Date of appointment of Director	February 18, 2008	August 5, 2025	May 23, 2025	August 13, 2026
Qualification	Bachelor of Engineering Degree in civil engineering from the Maharaja Sayajirao, University of Baroda	Diploma in Mechanical Engineering from C.R. Polytechnic Chilakaluripeta, State Board of Technical Education and Training Andhra Pradesh, Hyderabad	B.Sc. Engineering (Electrical) - NIT Jamshedpur (1980) (with distinction) Honoured with the degree of Doctor of Philosophy (Honoris Causa) by Sun Rise University, Alwar District, Rajasthan, India.	Master of Business Administration (MBA) in Marketing & International Business from the University of New Haven, West Haven, Connecticut, USA
Brief profile including experience	Mr. Digambar Chunnilal Bagde has over 55 years of experience in the EPC industry. He was previously associated with Transrail Engineering Company Limited, Associated Transrail Structures Limited and Gammon India Limited, where he held various managerial positions. He is also one of the Promoters of Transrail Lighting Limited.	Mr. Dhulipala Suryanarayana is the Whole Time Director of the Company. He is associated with the Company since incorporation and is currently responsible for Domestic + Bhutan & Nepal business operations including all manufacturing units, Assets monitoring, IMS, EHS, ESG, marketing network, order intake which includes Transmission lines, sub-stations and railways for the domestic business of our Company. Previously He worked with Sterlite Industries (Vedanta Group) and Karuna cables. Overall, he has 30 years of experience in various domains like Quality, Production, R&D,	Dr. Indu Shekhar Jha is a power sector professional with over four decades of experience across power generation, transmission, distribution, project management and regulatory affairs. He served as Chairman & Managing Director of Power Grid Corporation of India Limited (POWERGRID) from 2015 to 2019, after holding various senior leadership positions in the organisation, including Director (Projects). Subsequently, he served as Member, Central Electricity Regulatory Commission (CERC) from 2019 to 2024, contributing to key regulatory frameworks relating to generation, transmission,	Ms. Ranjana Maitra holds a degree in Master of Business Administration (MBA) in Marketing & International Business from the University of New Haven, West Haven, Connecticut, USA. She is a Global business & higher education leader with over three decades of leadership experience spanning international education, healthcare, life sciences, digital transformation and strategic partnerships. She is recognized for building large-scale growth ecosystems (delivering 5x growth in international student enrolments), leading institutional transformation, and enabling cross-border expansion across academia, industry &

Sr. No.	1	2	3	4
		manufacturing plants setup, Conductor business, marketing, IMS, New products development, Supply chain management, EPC projects execution, P&L responsibility, and complete business operations.	grid connectivity, power markets and the Indian Electricity Grid Code. He began his career with NTPC in 1980 and joined POWERGRID in 1991. He is an Electrical Engineering graduate from NIT Jamshedpur and has received several recognitions, including the SCOPE Excellence Award, CBIP Award and Lifetime Achievement Alumnus Award from NIT Jamshedpur. He brings extensive experience in power sector infrastructure, EPC project execution, policy and regulation, and corporate governance to the Board of TRANSRAIL Lighting Limited.	government. She has distinctive blend of Fortune-scale corporate leadership experience. She is widely respected for building trusted stakeholder ecosystems across govt., embassies, universities, industry bodies and policy forums, while contributing to women's leadership, STEM advancement and institutional development. Ms. Maitra has previously worked with Tata Consultancy Services Limited (TCS) as Head – Healthcare & Insurance Practices and with Wipro Limited as Global Head – Life Sciences & General Manager, Digital Operations & Platforms (BPS). She is currently associated with the University of New Haven as Country Head – International Relations & Strategic Partnerships. Further, amongst several other Industry engagements, she is also a Chairperson – CII Indian Women Network (Western Region) and Confederation of Indian Industry (CII) and Chairperson – Education & Innovation and Indo-American Chamber of Commerce (IACC), Western India Council.
Terms & Conditions of appointment	1 (One) year with effect from October 1, 2026 till September 30, 2027.	Whole Time Director, liable to retire by rotation.	Non-Executive Director liable to retire by rotation	Non-Executive Independent Director
Date of first appointment on the Board	February 18, 2008	August 5, 2025	May 23, 2025	August 13, 2026

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The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Bagde has demonstrated his Strategic leadership throughout his tenure with the Company as a stalwart of the Power Transmission & Distribution industry. His continued term as an Executive Chairman of the Company will be most beneficial for the Company.	Mr. Dhulipala Suryanarayana has demonstrated his expert Industry knowledge in EPC & Infrastructure and his organisational skills in smooth functioning of Domestic business operations since about past decade. His continued association with the Company will be beneficial for the Company.	Dr. Indu Shekhar Jha has expertise in conceptualisation, design, engineering, project management, EPC contract management, regulatory frameworks, and board-level decision-making. He is adept at stakeholder engagement, dispute resolution, and policy formulation.	Ms. Ranjana Maitra has expertise in Global Business Strategy & Leadership, International Education & Higher Education Management, Organizational Transformation & Change Management etc.
Justification for choosing the appointee for appointment as Independent Director	Not applicable	Not applicable	Not applicable	In view of her diverse experience as detailed above, the Board deems it appropriate to appoint Ms. Ranjana Maitra as an Independent Director on the Board of the Company
Remuneration last drawn from the Company	Remuneration last drawn from the Company for FY 2025-26 is ₹ 4,00,00,000 (Fixed) and variable pay of ₹ 2,00,00,000 per annum as recommended by the Nomination & Remuneration Committee	Remuneration last drawn from the Company for FY 2025-26 is Gross salary ₹ 1,74,15,594 and variable pay ₹ 31,12,400.	Commission amounting to ₹ 10,29,042/- and Sitting Fees ₹ 2,90,000/- for FY 2025-26, Further, he is also entitled to a monthly consulting fee of ₹ 15,00,000 for advisory and professional consultancy effective from April 01, 2026 for a period of 3 years.	Not applicable
Remuneration proposed to be paid	Remuneration proposed to be paid to Mr. Bagde for FY 2026-27 is ₹ 4,50,00,000 (fixed) bifurcated into consolidated basic, HRA & Special allowance and incentive as may be determined by the Nomination & Remuneration Committee and approved by the Board of Directors within the overall limits prescribed under the provisions of Sections 197,198 read with schedule V of the Act and rules made thereunder and as stated in Explanatory Statement annexed herewith	Remuneration is subject to such revision from time to time as may be determined by the Nomination & Remuneration Committee of the Company and approval of the Board of Directors within the overall limits prescribed under the provisions of Sections 197,198 read with schedule V of the Act and rules made thereunder	Remuneration is subject to such revision from time to time as may be determined by the Nomination & Remuneration Committee of the Company and approval of the Board of Directors within the overall limits prescribed under the provisions of Sections 197,198 read with schedule V of the Act and rules made thereunder	Being appointed as the Non-Executive Independent Director, she will be eligible for a remuneration (in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine) as may be determined by the Nomination & Remuneration Committee and the Board of Directors of the Company from time to time within the overall limits of remuneration permissible under sections 197,198 read with schedule V of the Act

Sr. No.	1	2	3	4
Directorship in other companies	1. Ajanma Holdings Private Limited 2. Transrail International FZE 3. Transrail Trading L..L..C 4. Transrail Lighting Malaysia SDN BHD 5. RMH Ventures Private Limited 6. Gyaneshwara Advisory Services Private Limited 7. Sarveshwara Management Services Private Limited	NIL	1. Technocrat Splasma Systems Limited 2. TP Central Odisha Distribution Limited 3. Prayagraj Power Generation company Limited 4. Power Exchange India Limited 5. Shyama Power India Limited	NIL
Membership of Committees of other Public Companies	NIL	NIL	NIL	NIL
No. of shares held in the Company (including shareholding as a beneficial owner)	8,98,540	1,76,456	NIL	NIL
Relationship with other Directors, Managers & KMP's	Not applicable	Not applicable	Not applicable	Not applicable
Board Meetings attended during the FY 2025-26 and FY 2026-27	FY 2025-26, attended 4/4 Meetings FY 2026-27, attended 5/5 meetings till August 6, 2026	FY 2025-26, attended 3/3 Meetings FY 2026-27, attended 5/5 meetings till August 6, 2026	FY 2025-26, attended 4/4 Meetings FY 2026-27, attended 4/5 meetings till August 6, 2026	Not applicable
Name of listed entities from which the person has resigned in the past three years	Not applicable	Not applicable	Not applicable	Not applicable
Chairmanship / Membership of Committees in other companies in which position of Director is held	Not applicable	Not applicable	1. Chairman of Audit Committee - TP Central Odisha Distribution Limited	Not applicable