

June 22, 2026

To Sr. General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001 Scrip Code: 544317	To Sr. General Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai - 400 051 Scrip Symbol: TRANSRAILL
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Sub.: Outcome of the Board Meeting held on June 22, 2026

Ref.: Intimation under Regulation 30 read with schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir / Madam,

Pursuant to the provisions of SEBI Listing Regulations, it is hereby informed that the Board of Directors of Transrail Lighting Limited (“the Company”) at their meeting held today i.e; Monday, June 22, 2026 have inter-alia:

1. Acquisition of Gactel Turnkey Projects Limited

Approved the acquisition of 100% equity stake in Gactel Turnkey Projects Limited from Ajanma Holdings Private Limited and execution of the Share Purchase Agreement and other transaction documents in connection therewith, subject to completion of customary conditions and approvals, as may be applicable.

The details required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are enclosed as **Annexure – I**

2. Noted the Resignation of Deputy Managing Director

Noted the resignation tendered by Mr. Raman Rajagopalan (DIN: 11210732), Deputy Managing Director of the Company citing personal commitments towards his parents, requiring him to relocate to Chennai. He will be relieved from the services of the Company with effect from July 31, 2026, as accepted and approved by the Nomination & Remuneration Committee and the Board of Directors.

TRANSRAIL LIGHTING LIMITED

Corporate & Registered Office:

501 A, B, C, E, Fortune 2000, Block-G, Bandra Kurla Complex, Bandra East, Mumbai - 400051, Maharashtra, India
Tel: +91 22 61979600 | Web: www.transrail.in | CIN: L31506MH2008PLC179012



The details required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is enclosed as **Annexure– II**.

The Board Meeting commenced at 05:30 PM (IST) and concluded at 06:15 PM (IST).

This intimation will also be made available on the website of the Company and can be accessed using the below link: <https://transrail.in/investors/shareholders-information/outcome-of-board-meeting/>

We request you to take the same on record.

For Transrail Lighting Limited

Monica Gandhi
Company Secretary & Compliance Officer

Encl: As above

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Annexure I

Disclosure of Information under SEBI Circular No. HO/49/14/14(7)2025-CFD-OD2/I/3762/2026 dated January 30, 2026

Sr. No.	Particulars	
1.	<p>Name of the target entity, details in brief such as size, turnover etc.</p>	<p>Gactel Turnkey Projects Limited ("Gactel"), a public limited company incorporated on May 17, 1995 under the Companies Act, 1956, bearing CIN: U40101MH1995PLC088439 and having its registered office at 3rd Floor, Hamilton House, J.N. Heredia Marg, Ballard Estate, Mumbai – 400038, Maharashtra, India.</p> <p>The paid-up share capital of Gactel is ₹5,00,00,000 comprising 50,00,000 equity shares of ₹10 each. The turnover of Gactel for FY 2025-26 was ₹0.58 Crore.</p>
2.	<p>Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at 'arm's length'</p>	<p>Yes. The proposed acquisition constitutes a Related Party Transaction as Gactel and the Company are fellow subsidiaries of Ajanma Holdings Private Limited. The transaction is proposed to be undertaken at arm's length based on an independent valuation report.</p>
3.	<p>Industry to which the entity being acquired belongs</p>	<p>Industrial Cooling Solutions and Engineering Services.</p>
4.	<p>Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);</p>	<p>The acquisition is a strategic investment aimed at strengthening the Company's cooling tower engineering and execution capabilities and concentrating in segments such as Induced Draft Cooling Towers (IDCTs); Repairs, Refurbishment, and Maintenance (MRO) of old cooling towers including NDCTs, IDCTs and Chimneys.</p> <p>The acquisition is expected to enhance the Company's end-to-end EPC capabilities, provide access to specialized engineering expertise and support future growth opportunities in cooling tower, industrial chimney and maintenance businesses.</p>

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5.	Brief details of any governmental or regulatory approvals required for the acquisition;	No governmental or regulatory approval are required for the proposed acquisition.
6.	Indicative time period for completion of the acquisition;	The acquisition is expected to be completed within 4 (four) months, subject to execution of Share Purchase Agreement and completion of customary closing conditions.
7.	Consideration - whether cash consideration or share swap or any other form and details of the same;	Cash consideration. The Company proposes to acquire up to 100% of the equity share capital of Gactel from Ajanma Holdings Private Limited for an aggregate consideration not exceeding ₹10 Crore, subject to final valuation and execution of definitive agreements.
8.	Cost of acquisition and/or the price at which the shares are acquired;	Aggregate acquisition cost not exceeding ₹10 Crore for acquisition of 50,00,000 equity shares of ₹10 each, at a price determined based on the valuation report issued by an independent registered valuer.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	Acquisition of up to 100% of the equity share capital of Gactel comprising 50,00,000 equity shares. Upon completion of the acquisition, Gactel shall become a wholly owned subsidiary of the Company.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Gactel Turnkey Projects Limited ("Gactel"), a public limited company incorporated on May 17, 1995 under the Companies Act, 1956. Gactel is a specialized turnkey industrial cooling solutions company, engaged in providing wet cooling towers, dry cooling systems, air-cooled condensers and related engineering services. Gactel also undertakes repair, refurbishment and maintenance of cooling towers and construction of industrial chimneys.</p> <p>Gactel has an operational presence in India and executes projects across various industrial and infrastructure sectors. It possesses specialized engineering and project execution capabilities in the cooling solutions segment.</p> <p>The Revenue (including other income) of Gactel for the last three financial years (Rs. in'000) is as under:</p> <p style="padding-left: 40px;">FY 2023-24: 8.04 FY 2024-25: 69.92 FY 2025-26: 122378.18</p> <p>Upon completion of the proposed acquisition, Gactel Turnkey Projects Limited shall become a wholly owned subsidiary of the Company.</p>

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Annexure II

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Sr. No.	Particulars	Mr. Raman Rajagopalan (DIN: 11210732)
1.	Reason for appointment, change viz. resignation, removal, death or otherwise	Due to personal commitments requiring him to relocate to Chennai to be closer to and support his parents.
2.	Date of appointment / cessation (as applicable) & terms of appointment	Mr. Raman Rajagopalan will be relieved from the services of the Company with effect from July 31, 2026 as accepted and approved by the Nomination & Remuneration Committee and the Board of Directors.
3.	Brief profile (in case of appointment)	Not Applicable
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable
5.	Letter of Resignation	Resignation letter from Mr. Raman Rajagopalan is enclosed

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Date: 2nd June, 2026

To,
Mr. D. C. Bagde, Executive Chairman
Mr. Randeep Narang, Managing Director & CEO
Transrail Lighting Limited,
501 A, B, C, E, Fortune 2000,
Block – G, Bandra Kurla Complex,
Bandra East, Mumbai

Dear Sir(s),

As discussed, after close to 6 fulfilling years with TRANSRAIL, I am writing to formally resign from my position as Deputy Managing Director, effective closure of business hours of 2nd September, 2026 on account of my personal commitments towards my parents living in Chennai, requiring me to relocate.

I am truly grateful for the trust and confidence you; the board and the leadership have placed in me. It has been a privilege to be one of the members, to contribute to the growth of TRANSRAIL, being part of SCM, International T & D, Civil and Poles business under your guidance and support.

During the notice period, I am fully committed to ensuring a seamless transition. I will complete all pending assignments and work closely with my successor / team to handover responsibilities.

I sincerely thank you, the board, and my colleagues for the support, learning, and camaraderie over the past 6 years. The experience has been immense and satisfying both professionally and personally.

Special thanks to Executive Chairman, for the trust shown on me. I remain available even post-exit to support wherever needed for the company's success.

Thank you & regards,



Raman Rajagopalan
Deputy Managing Director
(Transrail Lighting Limited)
DIN: 11210732

Address:
15/7, Robertson Lane,
Mandaveli, Chennai,
Tamilnadu 600028