

Notice is hereby given that the Extra-Ordinary General Meeting of the members of **Transteel Seating Technologies Limited** will be held on Wednesday, January 22, 2025 at 12.30 P.M. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), to transact the following businesses:

SPECIAL BUSINESS

1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to increase Authorized Share Capital of the Company from existing Rs.21,00,00,000 (Rupees Twenty-One Crores Only) divided into 2,10,00,000 (Two Crores and Ten Lakhs Only) Equity Shares of Rs. 10/- each to Rs.25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crores and Fifty Lakhs Only) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

V. The Authorized Share Capital of the Company is Rs.25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crores and Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto, and to deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), consent of the members be and is hereby accorded to amend Clause III (the Object Clause) of the Memorandum of Association of the Company in the following manner:

By inserting following objects after the existing sub clause 3 of Clause III(A) (Main Objects) of Memorandum of Association of the Company:

4. To carry on the business of project management, architecture, interior and exterior design, real estate development, civil engineering, surveying, urban planning, valuation, decoration, and general or design-build contracting for commercial, residential, infrastructure, office, and co-living spaces including design, execution, and management of civil, structural, mechanical, electrical, plumbing (MEP), and related works, along with providing advisory, consultancy, and management services for planning, design, execution, and optimization of projects.

Transteel Seating Technologies Ltd.

47, Linden Street, Austin Town, Victoria Layout, Bangalore, Karnataka - 560047

5. To engage in the business of development and delivery of digital technology solutions to enhance project management, design processes, execution, and operational efficiency across construction, infrastructure, and real estate sectors including the planning, development, and management of sustainable, innovative spaces and properties, meeting the evolving needs of commercial, residential, co-living, co-working, and other emerging concepts.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto, and to deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

3. PREFERENTIAL ISSUANCE OF UP TO 48,20,000 (FORTY-EIGHT LAKHS AND TWENTY THOUSANDS ONLY) FULLY CONVERTIBLE WARRANTS (“WARRANTS”) ON PREFERENTIAL BASIS TO THE STRATEGIC INVESTORS CLASSIFIED UNDER THE “NON-PROMOTER, PUBLIC CATEGORY”

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 Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the “Act”), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed (“Stock Exchanges”), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India (“SEBI”) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange(s), and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, in one or more tranches, up to 48,20,000 (Forty Eight Lakhs and Twenty Thousands Only) Fully Convertible Warrants Convertible into equivalent number of fully paid up equity share of the Company having face value of Rs. 10/- (Rupee Ten Only), in one or more tranches, to the strategic investors classified under the “Non-Promoter, Public Category”, at an issue price of Rs. 80/- (Rupees Eighty Only) per warrant higher than the floor price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs. 38,56,00,000/- (Rupees Thirty-Eight Crores and Fifty-Six Lakhs Only), on such further terms and conditions as detailed herein below, to the below mentioned person (“Proposed Allottee”):

S. No.	Name of Proposed Allottees	Warrants Quantity
A.	FII/ FPI/ Institutional Investors	
1	Century India Opportunity Fund PC	12,50,000
Total (A)		12,50,000
B.	Other Non-Individual Investors	
1	Atul Saluja HUF	85,000
2	Gaurav K Gupta HUF	25,000
3	Saurabh K Gupta HUF	25,000
Total (B)		1,35,000
C.	Individual Strategic Investors	
1	Ankit Aggarwal	60,000
2	Ankur Garg	30,000
3	Harshit Jain	25,000
4	Jai Mittal	4,00,000
5	Kanishka Gupta	2,50,000
6	Lalita Bindal	25,000
7	Nishita Mittal	4,50,000
8	Pankaj Kumar Sharma	25,000
9	Piyush Gupta	4,00,000
10	Praveen Jain	2,50,000
11	Priya	15,000
12	Rama Nand Gupta	25,000
13	Rishav Gupta	25,000
14	Sandeep Jain	5,00,000
15	Santosh Singhal	7,85,000
16	Seema Gupta	25,000
17	Shreyansh Jain	25,000
18	Siddharth Jain	25,000
19	Siya Dhyani	20,000
20	Sony Kumari	25,000
21	Vinita Gupta	25,000
22	Vishesh Kapoor	25,000
Total (C)		34,35,000
GRAND TOTAL(A+B+C)		48,20,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be Monday, December 23, 2024 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Wednesday, January 22, 2025).

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each ("Equity Shares") at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be finalized by the Board.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions:

- a) Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants (“Warrant Exercise Period”).
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares proposed to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- d) Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- f) Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.
- g) The consideration for allotment of Warrants and /or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- h) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- j) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- k) The Warrants shall be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

- l) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or KMP of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange(s) for obtaining of in-principle approval, listing of shares/warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) or such other authorities as may be necessary for the purpose and/or including opening of one or more bank accounts in the name of the Company for this purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors/Committee(s) of the Board be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or any other Key Managerial Personnel or any other officer(s) of the Company.”

4. APPOINTMENT OF MS. SIMRAN IBRAHIM AS DIRECTOR (EXECUTIVE CATEGORY) OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force), Ms. Simran Ibrahim (DIN: 10885848) who was appointed as Additional Director (Executive Category) by the Board of Directors w.e.f. December 26, 2024 in terms of Section 161 of the Companies Act 2013, and whose appointment as a Director is recommended by Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director

(Executive Category) of the Company liable to retire by rotation on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and are hereby severally authorized to file pay returns/forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

5. APPOINTMENT OF APPOINTMENT OF MS. SIMRAN IBRAHIM AS A WHOLE-TIME DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of sections 188, 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof). Articles of Association of the Company, the approval of the members of the company be and is hereby accorded for the appointment of Ms. Simran Ibrahim (DIN: 10885848), who is related party in terms of Section 2(76) of the Companies Act, 2013, as Whole Time Director of the Company, for a term of five years commencing from December 26, 2024 to December 25, 2029 on payment of annually remuneration of upto Rs. 30,00,000/- (Rupees Thirty Lakhs Only), to be increased by inflationary standard annually including base salary, variable pay, perquisites, various allowances, bonus & other benefits etc., and the aforesaid remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment as minimum remuneration in terms Part II of Schedule V of Companies Act, 2013, with liberty to the Board (“ Board”) to alter and vary the terms & conditions of the said appointment in such manner as may be agreed between the Board and Ms. Simran Ibrahim and approved by Nomination and Remuneration Committee in terms of applicable provisions of the law.

RESOLVED FURTHER THAT Ms. Simran Ibrahim, appointed as Whole Time Director of the Company shall be liable to retire by rotation and being eligible offers herself for reappointment and the reappointment as such shall not be deemed to constitute a break in her office as Whole Time Director of the Company.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to schedule V to the Companies Act, 2013, or as a part of periodic review, on the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors or a Committee thereof be and is hereby authorised to vary or increase the remuneration including salary, perquisites, allowances, etc. and the said terms of remuneration of Ms. Simran Ibrahim (DIN: 10885848) be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By order of the Board of Directors

**Sd/-
Shiraz Ibrahim
DIN: 00812527
Managing Director**

Place: Bangalore
Date: December 26, 2024

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the Special Businesses as set out in Item Nos. 1 to 5 above and the relevant details as per Listing Regulations and Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are annexed hereto.
2. Pursuant to the General Circular No. 9/2024 dated September 19, 2024, Circular No. 10/2022 dated December 28, 2022, Circular No. 2/2022 dated May 05, 2022, Circular No. of 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 read with Securities and Exchange Board India ('SEBI') vide its circular no. SEBIHO/CFD/CFD-PoD- 2/P/CIR/2024/133 dated October 3, 2024 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM and thus attendance slip is not attached to this notice.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM 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 EGM through VC/OAVM will be made available for 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 EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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 the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, Bigshare Services Private Limited (Bigshare) will be providing facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as on the date of the AGM will be provided by Bigshare.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.transteel.com>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM Notice is also available on the website of Bigshare (agency for providing the e-Voting facility) i.e. <https://ivote.bigshareonline.com>.
8. The Company has appointed M/s. Prachi Bansal & Associates, Practicing Company Secretary, as the Scrutinizer for the e-voting process in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

9. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

- i. **The voting period begins on Sunday, January 19, 2025 at 09:00 A.M. and ends on Tuesday, January 21, 2025 at 05:00 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 i.e. Wednesday, January 15, 2025, may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.**
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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,</p>

	<p>the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service</p>

their Depository Participants	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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
- **NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
 - **Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the EGM are as under:-

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the EGM 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 in the EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- Members are encouraged to join the Meeting through Laptops for better experience.

- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number compliance@transteel.com. The same will be replied by the company suitably.
- Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at compliance@transteel.com at least seven (7) days in advance before the start of the meeting i.e. by January 22, 2025 by 05.00 p.m. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No:1

In view of business requirements of raising funds from time to time and to accommodate the proposed issue, the Company proposes to increase its Authorized Share Capital of the Company from existing Rs.21,00,00,000 (Rupees Twenty-One Crores Only) divided into 2,10,00,000 (Two Crores and Ten Lakhs Only) Equity Shares of Rs. 10/- each to Rs.25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crores and Fifty Lakhs Only) Equity Shares of Rs. 10/- each.

Pursuant to the provisions of Section 61, the proposed increase of Authorized Share Capital of the Company requires approval of the Members. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No. 1 of the Notice of EGM.

Consequently, the Board of Directors of your Company has approved and recommended amendment to the Memorandum of Association by amending the existing clause V to the Memorandum of Association of the company, in its meetings held on Thursday, December 26, 2024.

A copy of the Memorandum of Association along with the proposed amendments is available for inspection by the members at the Registered Office between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the date of EGM, except all national holidays.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 1 of this notice by way of Special Resolution.

Item No:2

The Board of Directors of your company has, considering the company's long-term business plan to expand its business further into different segments and to utilize the resources in more optimum ways, decided in their duly convened Board Meeting held on December 26, 2024 to amend, subject to members approval, the Object Clause of the Memorandum of Association of the Company, which will enable your Company to take certain new activities, in addition to company's existing businesses, relating to Project management, design, and development services and Digital solutions for project management, design, and development in construction and real estate more particularly described in the resolution proposed for members approval.

This amendment is aiming to expand the Company's scope of operations, diversify in new business segments, and thereby augment not only the revenues but profits as well in years to come and accordingly, the Board of Directors of your Company has approved and recommended amendment to the object clause of the MOA by inserting the new clauses after the existing sub clause 3 of the Clause III(A) (Main Objects) of Memorandum of Association of the Company, as detailed in the resolution stated at item No. 2 of this notice.

The proposed alteration/amendment to MOA requires the approval of the Shareholders by means of Special Resolution(s) pursuant to the provisions of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and accordingly, Board recommends the resolution set out at Item No. 2 of this notice for the approval of the members by means of passing a Special Resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

Item no. 3

The Special Resolution contained in Item No. 3 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot 48,20,000 (Forty Eight Lakhs and Twenty Thousands Only) Fully convertible warrants convertible into equivalent number of fully paid up equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each, at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, to the strategic investors classified under the "Non-Promoter, Public Category" at an issue price of Rs. 80/- (Rupees Eighty Only) for aggregate amount of up to Rs. 38,56,00,000/- (Rupees Thirty-Eight Crores and Fifty-Six Lakhs Only), for cash on preferential basis.

The preferential issue to Proposed Allottees is subject to the receipt of necessary approvals including approval of Members, Stock Exchanges.

The said proposal has been considered and approved by the Board in its meetings held on Thursday, December 26, 2024.

The details of the issue and other particulars as required in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013, read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 160 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

1. Objects of the Preferential Issue

Our Company intends to utilize the proceeds raised through the Preferential Issue towards funding the following objects:

- (a) working capital requirements;
 - (b) capital expenditure, including towards development, refurbishment and renovation of our assets; and
 - (c) general corporate purpose
 - (d) issue related expenses
- (collectively, referred to hereinafter as the "Objects")

However, the funds to be used for General Corporate purposes shall not exceed twenty-five percent of the funds to be raised through this preferential issue.

The requirement stipulated by NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crores.

Interim Use of Proceeds

Any pending utilization of the gross proceeds will be deposited exclusively with scheduled commercial banks listed in the second schedule of the Reserve Bank of India Act, 1934, in accordance with all applicable laws and regulations.

Monitoring of Utilization of Funds

As the issue size is less than ₹100 Crore (Rupees One Hundred Crore only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for convertible warrants, issue proceeds in respect of warrants shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds latest by October, 2026. However, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

2. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors at its meeting held on Thursday, December 26, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to issue and allot 48,20,000 (Forty Eight Lakhs and Twenty Thousands Only) Fully convertible warrants convertible into equivalent number of fully paid up equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each, at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, to the strategic investors classified under the "Non-Promoter, Public Category" at an issue price of Rs. 80/- (Rupees Eighty Only) for aggregate amount of up to Rs. 38,56,00,000/- (Rupees Thirty-Eight Crores and Fifty-Six Lakhs Only), for cash on preferential basis.

3. Relevant date:

In terms of the provisions of Chapter V of ICDR Regulations, 'Relevant Date' for the purpose of determining minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, is Monday, December 23, 2024 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Wednesday, January 22, 2025).

4. Basis on which the price has been arrived at, justification for the price (including premium, if any);

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE). The Equity Shares are frequently traded in terms of the provisions of SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Convertible Warrants in preferential issue has to be calculated as under:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to Rs. 64.65/- or
- b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to Rs. 79.64/-.

Whichever is higher

In terms of the provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the warrants may be issued computes to Rs. 79.64/- each.

Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the Convertible warrants issued on preferential basis.

The proposed allotment is more than 5% of the post issue fully diluted share capital of the Company to an allottee or to allottees acting in concert. Hence, in terms of Regulation 166A of ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of Mr. Manish Manwani, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018 is Rs. 79.64/- per warrant. The said report is available under the “Disclosure under Regulation 46 of LODR” tab in the Investors section titled “Valuation Report for Preferential issue” on the website of the Company at www.transteel.com

After considering the above, it was decided to issue these warrants to be allotted on preferential basis to the proposed allottees at issue price of Rs. 80/- each.

5. Amount which the company intends to raise by way of such securities;

Aggregate amount of up to Rs. 38,56,00,000/- (Rupees Thirty-Eight Crores and Fifty-Six Lakhs Only)

6. Name and address of valuer who performed valuation:

Mr. Manish Manwani, independent registered valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018

7. Principal terms of Assets charged as securities: Not Applicable

8. Material terms of raising such securities: The same has been disclosed in the respective resolution.

9. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

10. Valuation for consideration other than cash: Not Applicable

11. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Warrants is proposed to be made to the strategic investors who fall under “Non-Promoter, Public Category” of the Company

12. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name(s) of the Proposed Allottees	Current Status	Post Status
1	Century India Opportunity Fund PC	Non-Promoter, Public	Non-Promoter, Public
2	Atul Saluja HUF	Non-Promoter, Public	Non-Promoter, Public
3	Gaurav K Gupta HUF	Non-Promoter, Public	Non-Promoter, Public
4	Saurabh K Gupta HUF	Non-Promoter, Public	Non-Promoter, Public
5	Ankit Aggarwal	Non-Promoter, Public	Non-Promoter, Public
6	Ankur Garg	Non-Promoter, Public	Non-Promoter, Public
7	Harshit Jain	Non-Promoter, Public	Non-Promoter, Public
8	Jai Mittal	Non-Promoter, Public	Non-Promoter, Public

9	Kanishka Gupta	Non-Promoter, Public	Non-Promoter, Public
10	Lalita Bindal	Non-Promoter, Public	Non-Promoter, Public
11	Nishita Mittal	Non-Promoter, Public	Non-Promoter, Public
12	Pankaj Kumar Sharma	Non-Promoter, Public	Non-Promoter, Public
13	Piyush Gupta	Non-Promoter, Public	Non-Promoter, Public
14	Praveen Jain	Non-Promoter, Public	Non-Promoter, Public
15	Priya	Non-Promoter, Public	Non-Promoter, Public
16	Rama Nand Gupta	Non-Promoter, Public	Non-Promoter, Public
17	Rishav Gupta	Non-Promoter, Public	Non-Promoter, Public
18	Sandeep Jain	Non-Promoter, Public	Non-Promoter, Public
19	Santosh Singhal	Non-Promoter, Public	Non-Promoter, Public
20	Seema Gupta	Non-Promoter, Public	Non-Promoter, Public
21	Shreyansh Jain	Non-Promoter, Public	Non-Promoter, Public
22	Siddharth Jain	Non-Promoter, Public	Non-Promoter, Public
23	Siya Dhyani	Non-Promoter, Public	Non-Promoter, Public
24	Sony Kumari	Non-Promoter, Public	Non-Promoter, Public
25	Vinita Gupta	Non-Promoter, Public	Non-Promoter, Public
26	Vishesh Kapoor	Non-Promoter, Public	Non-Promoter, Public

13. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

None of the promoters, directors, key managerial personnel or senior management promoters are subscribing any other securities in the proposed issue.

14. Pre and Post issue shareholding pattern of the Company:

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

Category	Pre-Issue Shareholding		Warrants to be allotted	Post Issue Shareholding (Considering full conversion of warrants)	
	No. of fully paid up equity shares held	% ^{\$}		No. of fully paid up equity shares held	% [*]
A) Promoter Shareholding					
Indian					
a) Individuals & HUF	89,48,590	44.35	-	89,48,590	35.80

b) Body Corporates	-	-	-	-	-
c) Any Other(specify)	-	-	-	-	-
Sub Total (A)(1)	89,48,590	44.35	-	89,48,590	35.80
2) Foreign Promoters	-	-	-	-	-
Total Promoter Shareholding A=A1 +A2	89,48,590	44.35	-	89,48,590	35.80
B) Public Shareholding					
B1) Institutions (Domestic)	130000	0.64	-	130000	0.52
B2) Institutions (Foreign)	10,000	0.05	1250000	12,60,000	5.04
B3) Central Govt./State Govt./POI	-	-	-	-	-
B4) Others					
a) Individuals	87,16,620	43.20	3435000	1,21,51,620	48.61
b) Body Corporate	13,13,300	6.51	-	13,13,300	5.25
c) NRI	5,58,000	2.77	-	5,58,000	2.23
d) Others (Clearing Members, HUF)	5,02,000	2.49	135000	6,37,000	2.55
Total Public Shareholding B=B1+B2+ B3+B4	1,12,29,920	55.65	48,20,000	1,60,49,920	64.20
C) Non-Promoter - Non- Public	-	-	-	-	-
Total Share Capital(A+B+C)	2,01,78,510	100.00	48,20,000	2,49,98,510	100.00

(1) \$The pre-issue shareholding pattern is as on latest BENPOS available with the Company i.e. December 20, 2024

(2)*These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 24,99,85,100 divided into 2,49,98,510 Equity Shares of Rs. 10/- (Rupee Ten Only) each assuming full conversion of warrants.

(3) Post shareholding structure may change depending upon any other corporate action in between.

15. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

S.No	Name	Pre-Issue Shareholding Structure		No. of Warrants To be Allotted	Post Equity Shareholding (Presuming full conversion of Warrants)		Name of ultimate beneficial owners
		No. of shares	%		No. of shares	% [#]	

1	Century India Opportunity Fund PC	Nil	Nil	12,50,000	12,50,000	5.00	Bal Krishen and Deepak Kumar Sawarhia
2	Atul Saluja HUF	Nil	Nil	85,000	85,000	0.34	Atul Saluja
3	Gaurav K Gupta HUF	Nil	Nil	25,000	25,000	0.10	Gaurav K Gupta
4	Saurabh K Gupta HUF	Nil	Nil	25,000	25,000	0.10	Saurabh K Gupta
5	Ankit Aggarwal	Nil	Nil	60,000	60,000	0.24	NA [@]
6	Ankur Garg	Nil	Nil	30,000	30,000	0.12	NA [@]
7	Harshit Jain	Nil	Nil	25,000	25,000	0.10	NA [@]
8	Jai Mittal	Nil	Nil	4,00,000	4,00,000	1.60	NA [@]
9	Kanishka Gupta	Nil	Nil	2,50,000	2,50,000	1.00	NA [@]
10	Lalita Bindal	Nil	Nil	25,000	25,000	0.10	NA [@]
11	Nishita Mittal	Nil	Nil	4,50,000	4,50,000	1.80	NA [@]
12	Pankaj Kumar Sharma	Nil	Nil	25,000	25,000	0.10	NA [@]
13	Piyush Gupta	Nil	Nil	4,00,000	4,00,000	1.60	NA [@]
14	Praveen Jain	Nil	Nil	2,50,000	2,50,000	1.00	NA [@]
15	Priya	Nil	Nil	15,000	15,000	0.06	NA [@]
16	Rama Nand Gupta	Nil	Nil	25,000	25,000	0.10	NA [@]
17	Rishav Gupta	Nil	Nil	25,000	25,000	0.10	NA [@]
18	Sandeep Jain	Nil	Nil	5,00,000	5,00,000	2.00	NA [@]
19	Santosh Singhal	Nil	Nil	7,85,000	7,85,000	3.14	NA [@]
20	Seema Gupta	Nil	Nil	25,000	25,000	0.10	NA [@]
21	Shreyansh Jain	Nil	Nil	25,000	25,000	0.10	NA [@]
22	Siddharth Jain	Nil	Nil	25,000	25,000	0.10	NA [@]
23	Siya Dhyani	Nil	Nil	20,000	20,000	0.08	NA [@]
24	Sony Kumari	Nil	Nil	25,000	25,000	0.10	NA [@]
25	Vinita Gupta	Nil	Nil	25,000	25,000	0.10	NA [@]
26	Vishesh Kapoor	Nil	Nil	25,000	25,000	0.10	NA [@]

@being individual

#These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 24,99,85,100 divided into 2,49,98,510 Equity Shares of Rs. 10/- (Rupee Ten Only) each assuming full conversion of warrants.

Transteel Seating Technologies Ltd.

47, Linden Street, Austin Town, Victoria Layout, Bangalore, Karnataka - 560047

16. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said warrants will be completed within a period of 15 (fifteen) days from the date of passing of such resolution provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

17. Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed preferential issue, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

18. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the Financial Year 2024-25, the Company has not made any allotment on preferential basis till the date of this Notice.

19. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects.

20. Lock-in Period:

- a) The warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

21. Certificate from Practicing Company Secretary:

The Certificate from Ms. Prachi Bansal, Proprietor of Prachi Bansal & Associates (COP No. 23670), Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate is available under the “Disclosure under Regulation 46 of LODR” tab in the Investors section titled “PCS certificate for Preferential issue” on the website of the Company at www.transteel.com

22. Undertakings:

- i) None of the Company, its Promoters or Directors are categorized as willful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.

- ii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.
- iii) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.
- iv) The Company do not have any outstanding dues to the SEBI, stock exchanges or the depositories.

In terms of Sections 42 and 62 of the Act, approval of Members by way of special resolution is required for the resolution as set out in Item No. 3 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 3 for your approval by way of a special resolution.

Save and except the above, None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any

Item no. 4

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company Ms. Simran Ibrahim (DIN: 10885848), was appointed as an Additional Director (Executive Category) on the Board of the Company with effect from December 26, 2024. In terms of Section 161 of the Companies Act, 2013, they are eligible to hold office only up to the conclusion of the ensuing Annual General Meeting.

The Board based on the recommendation of Nomination and Remuneration Committee, is of the view that the appointment of Ms. Simran Ibrahim as a Director of the Company is desirable and would be beneficial to the Company. Ms. Simran Ibrahim is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Board of Directors recommended the appointment of Ms. Simran Ibrahim as Director (Executive Category), who being eligible offered herself for appointment. Every Director has to be appointed by the Company in General Meeting in terms of the provisions of Section 152 of the Companies Act, 2013. Therefore, the Board proposes to obtain the approval of shareholders by way of passing an Ordinary Resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Ms. Simran Ibrahim and her relatives, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

Item no. 5

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of your Company appointed Ms. Simran Ibrahim (DIN: 10885848) as Whole Time Director of the Company w.e.f. December 26, 2024, liable to retire by rotation, for a period of five years effective from December 26, 2024 itself, subject to approval of the shareholders. The Board, while appointing Ms. Simran Ibrahim as Whole Time Director of the Company, considered her rich background and experience. The Brief profile and specific areas of expertise of Ms. Simran Ibrahim are provided as **Annexure A** to this Notice.

The main terms and conditions relating to the appointment and remuneration of Ms. Simran Ibrahim as Wholetime Director of the Company are as follows:

(1) Term of Appointment

For a period of 5 years i.e. from December 26, 2024 to December 25, 2029

Transteel Seating Technologies Ltd.

47, Linden Street, Austin Town, Victoria Layout, Bangalore, Karnataka - 560047

(2) Nature of Duties:

The Whole-Time Director shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

(3) Remuneration

Current salary of upto Rs. 30,00,000/- per annum including base salary, variable pay, perquisites, various allowances, bonus & other benefits etc., to be increased by inflationary standard annually based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance.

(4) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Ms. Simran Ibrahim, the Company has no profits or its profits are inadequate, the Company will pay her aforesaid remuneration as minimum remuneration in terms Part II of Schedule V of Companies Act, 2013 by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

(5) Other Terms of Appointment

(a) The Whole-Time Director, so long as she functions as such, undertakes not to become interested or otherwise concerned, directly or through her spouse and/or children, in any selling agency of the Company.

(b) The terms and conditions of the appointment of the Whole-Time Director and/or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Wholetime Director, subject to such approvals as may be required.

(c) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Whole-Time Director unless specifically provided otherwise.

(d) The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/ Performance Linked Incentive/ Commission (paid at the discretion of the Board), in lieu of such notice. Further, the employment of the Whole-Time Director may be terminated by the Company without notice or payment in lieu of notice, if he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations, instructions of the Board or in the event the Board expresses its loss of confidence in the Whole-Time Director.

(e) The terms and conditions of appointment of Whole-Time Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, noncompetition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and Remuneration Committee, approval of the Members is sought for the appointment and remuneration of Ms. Simran Ibrahim as Whole Time Director as set out above.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Ms. Simran Ibrahim and her relatives, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.

By order of the Board of Directors

**Sd/-
Shiraz Ibrahim
DIN: 00812527
Managing Director**

Place: Bangalore
Date: December 26, 2024

DETAILS OF DIRECTORS SEEKING APPOINTMENT

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meeting

Particulars	Ms. Simran Ibrahim
DIN	10885848
Date of Birth and Age	14/09/1997 (27 years)
Nationality	Indian
Date of first appointment on the Board	December 26, 2024
Qualification	Law Graduate
Experience and Expertise	<p>Ms. Simran Ibrahim is a law graduate from O.P. Jindal Global University. With 8 years of experience in legal research and strategic sales management, she has a proven track record of excellence. For the past 4 years, she has been serving Transteel Seating Technologies Limited as a Customer Relationship Manager and Marketing Strategist.</p> <p>Ms. Simran Ibrahim brings strong strategic leadership to the company. With her solid background, she will drive business growth and ensure alignment with long-term goals. Her leadership will enhance operational efficiency, strengthen corporate governance, and ensure compliance with legal and regulatory requirements. She will play a pivotal role in the company's ongoing success and long-term sustainability.</p>
Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)	Nil
Chairmanship/ Membership of Committees in other Companies (only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered)	Nil
Relationship with other directors, manager and other key managerial personnel of the Company	Ms. Simran Ibrahim is the daughter of the Mr. Shiraz Ibrahim, Managing Director and Ms. Nasreen Shiraz, Whole time Director of the Company.
No. of shares held	23,000
Number of meetings attended during the year	Nil
Terms & conditions of appointment/ re-appointment	The details have been provided in the Resolution forming part of this Notice
Remuneration sought to be paid and remuneration last drawn	Upto Rs. 30,00,000/- per annum