TRANSLINE TECHNOLOGIES LIMITED

CIN: U72900DL2001PLC109496

Reg. Office: 23-A Shivaji Marg, 3rd Floor, New Delhi-110015

Email: info@translineindia.com, Website: www.translineindia.com

Contact: +91 11 - 41500342

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting ("AGM") of the Members of M/s **TRANSLINE TECHNOLOGIES LIMITED** (CIN: U72900DL2001PLC109496) is scheduled to be held on Thursday, 27th August 2026 at 12:30 P.M. [I.S.T] through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business(es):

ORDINARY BUSINESS:

1. **To receive, consider, and adopt the Audited Financial Statements, including the Balance Sheet as of March 31, 2026, together with the reports of the Board and Auditors thereon.**

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

   "**RESOLVED THAT** the Audited Financial Statements comprising the Balance Sheet as at March 31, 2026, Statement of Profit & Loss of the Company and Cash Flow Statement of the Company for the Financial Year ended March 31, 2026 together with the Notes as annexed thereto and the Reports of the Auditors and the Board of Directors dated 5th August, 2026 thereon, as circulated to the Members of the Company, be and are hereby received, considered and adopted."

2. **Re -appointment of Ms. Drishti Gupta (DIN: 08745500) liable to retire by rotation.**

   To appoint a director in place of Ms. Drishti Gupta, who retires by rotation in terms of section 152(6), and being eligible, offers herself for re-appointment.

   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 Section 152 and other applicable provisions of the Companies Act, 2013 read with Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to re-appoint Ms. Drishti Gupta (DIN: 08745500) as a Director, liable to retire by rotation."

SPECIAL BUSINESS

3. **To approve the appointment of Ms. Rojina Thapa (DIN: 10362834) as an Independent Director of the company for the second term.**

   To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152(2), 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the applicable provisions of the Articles of Association of the Company and other applicable laws, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors at their respective Meetings held on 31st December, 2025 Ms. Rojina Thapa (DIN: 10362834), who was re-appointed as an Additional Director (Non-Executive & Independent) of the Company for a second term with effect from 11th January, 2026 pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, approval of shareholders be and is hereby granted to appoint Ms. Rojina Thapa as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years on the terms and conditions approved by the Board of Directors.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

4. **Increase In Borrowing Limit of the Company**

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

“RESOLVED THAT in supersession of the resolutions passed earlier in this regard and pursuant to the provisions of Section 180(1)(c) of Companies Act, 2013 and rules & regulations made thereunder, if any (including any statutory modification or re-enactment thereof for the time being in force), the consent of the shareholders be and is hereby accorded to borrow and raise such sums of money from bank and/or other non-banking financial lenders and/or any corporates and/or other financial institutions and lenders (as permitted under applicable laws) in the form of term loans (short term/ long term), cash credit, overdraft facility, working capital demand loan etc., External Commercial Borrowings in Indian Rupees or equivalent thereof in any foreign currency (ies), Rupee Denominated Bonds issued outside India / overseas or otherwise or in any foreign currency (ies) as permitted by the applicable laws, by issue of Commercial Paper and by issue of Non-Convertible debentures in one or more tranches/ series, from time to time, on such terms and conditions and with or without security, including commercial terms as may be determined by the Board of Directors on the basis of the prevailing market conditions, and as may be required for the purposes of the business of the Company, in excess of the aggregate of the paid-up capital of the Company, free reserves of the Company and the securities premium, subject to the proviso that such borrowings, together with monies already borrowed, shall not at any one time exceed Rs. 500 Crores (Rupees Five hundred crores only) excluding all temporary loans obtained by the Company from its bankers in the ordinary course of its business.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) of Companies Act, 2013 and rules & regulations made thereunder, if any (including any statutory modification or re-enactment thereof for the time being in force), consent of the shareholders be and is hereby accorded to create/modify any mortgage, pledge, hypothecation or other charge or encumbrances, from time to time, over the whole or substantially whole of the Company’s undertaking including all present and future immovable and movable properties and assets of the Company whosesoever situated, in favour of the banks, financial institutions, and other persons, whether in India or overseas, for securing loans, credits, guarantees or other facilities provided or to be provided by them to the Company and/or to secure debentures issued/ to be issued by the Company and/or to secure offshore bonds (whether rupee denominated or otherwise) issued / to be issued by the Company whether in India or outside India, which borrowings and facilities and debentures and offshore bonds together with the existing ones shall not exceed an aggregate limit Rs. 500 Crores (Rupees Five hundred crores only).

RESOLVED FURTHER THAT any director of the company or Ms. Preeti Kataria, Company Secretary of the Company be and is hereby authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution"

5. TO CONSIDER AND APPROVE THE ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), SEBI Circular No. HO/CFD/CFD-PoD-2/P/CIR/2026/49 dated April 8, 2026, the applicable circulars, operating guidelines and directions issued by Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) relating to the lock-in of pledged shares, and other applicable laws, rules, regulations, guidelines and circulars, and subject to such approvals, permissions and sanctions as may be required from the Registrar of Companies, SEBI, the stock exchanges and/or any other statutory or regulatory authority, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting, modifying and/or substituting the relevant provisions in the Articles of Association to incorporate provisions relating to the creation, recording, invocation, release, transfer, enforcement and lock-in of pledged shares in compliance with the aforesaid SEBI circular and the corresponding CDSL and NSDL circulars.

RESOLVED FURTHER THAT the draft amended Articles of Association incorporating the proposed provisions relating to the lock-in of pledged shares, as placed before the Members and initialled by the Chairman for the purpose of identification, be and is hereby approved and adopted in substitution of the existing relevant provisions of the Articles of Association.

RESOLVED FURTHER THAT the Articles of Association of the Company be altered by insertion of a new Article (or modification of the existing relevant Article), in the form and manner set out in the draft amended Articles of Association placed before the Members, to give effect to the requirements prescribed under the SEBI Circular dated April 8, 2026 and the corresponding CDSL and NSDL circulars relating to the lock-in of pledged shares.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, expedient, usual or proper for the purpose of giving effect to this resolution, including but not limited to filing Form MGT-14 and all other necessary e-forms, returns, applications and documents with the Registrar of Companies, SEBI, the stock exchanges, CDSL, NSDL and other statutory or regulatory authorities, and to make such modifications, amendments, additions or deletions to the amended Articles of Association as may be required or suggested by the Registrar of Companies, SEBI, the stock exchanges, CDSL, NSDL or any other statutory or regulatory authority while granting their approvals or registrations.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof or any person authorised by the Board) be and is hereby authorised to settle any question, difficulty or doubt that may arise in relation to the alteration of the Articles of Association and to do all such acts, deeds and things as may be considered necessary, proper or desirable for effectively implementing this resolution and ensuring compliance with the SEBI Circular dated April 8, 2026 and the corresponding CDSL and NSDL circulars relating to the lock-in of pledged shares."

By order of the Board of
TRANSLINE TECHNOLOGIES LIMITED

Sd/-
Place: New Delhi — Arun Gupta
Date: 05.08.2026 — Managing Director
(DIN: 00217119)

Notes:

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "on passing Clarification of ordinary and special resolutions by companies under the Companies Act, 2013 ", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") the Company is convening the 26th AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue, in compliance with the provisions of the Companies Act, 2013 ('the Act') the 26th AGM of the Company is being held through VC/OAVM on Thursday, 27th August 2026 at 12:30 P.M.[I.S.T]. The deemed venue for the AGM will be the Registered Office of the Company, i.e. 23A, 3rd Floor, Shivaji Marg, New Delhi 110015.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM, AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to the special business set out in the notice is annexed.
4. Institutional Members/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/ Authorization shall be sent to the Company Secretary by e-mail to cs@translineindia.com.
5. Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In line with the MCA Circulars the Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, National Securities Depository Limited ('NSDL') and Central Depositories Services (India) Limited ('CDSL'), (collectively 'Depositories')

/Registrar & Transfer Agent ('RTA'), unless any Member has requested for a physical copy of the same. The Notice of AGM and Annual Report 2025-26 are available on the Company's website at https://www.translineindia.com/investor-relations.

9. Electronic copies of all documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 26th AGM, Members may access scanned copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act. Members desiring to inspect the statutory registers or any other relevant documents may send a written request to the Company at cs@translineindia.com.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holding should be verified from time to time.

11. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:

(a) Change in their residential status on return to India for permanent settlement.

(b) Particulars of their bank account maintained in India with complete name, branch, account

12. Members are requested to notify a change in address, if any, to the Company, quoting their Folio Numbers of shares held, etc.

13. VOTING BY MEMBERS:

a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL) either by (i) remote e-voting prior to the AGM (ii) remote e-voting Notice during the AGM. Instructions for Members for attending the AGM through VC/OAVM are explained herein below.

b) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Thursday, August 20, 2026 ('cut-off date') shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or remote e-voting during the AGM.

c) Members of the Company holding shares either in physical form or electronic form, as on the cut-off date of may cast their vote by remote e-Voting. The remote e-Voting period commences on Monday, August 24, 2026 at 9:00 a.m. (IST) and ends on Wednesday, August 26, 2026 at 5:00 p.m. (IST). The remote e-Voting module shall be disabled by RTA for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

d) The Members can opt for only one mode of remote e-voting, i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.

e) The Board of Directors has appointed M/s Chandan J & Associates (Membership No.: A62350), as the Scrutinizer to scrutinize the remote e-voting process, in a fair and transparent manner.

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**	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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see the e-Voting page of **BIGSHARE** the e-Voting service provider, and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there are 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin

	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.
Individual Shareholders holding securities in demat mode with NSDL	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 the e-Voting page. Click on the company name or e-Voting service provider name BIGSHARE, and you will be re-directed to the i-Vote website for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, the 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 the e-Voting system is launched, click on the icon "Login" which is available under the '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 the NSDL Depository site, wherein you can see the e-Voting page. Click on the company name or e-Voting service provider name BIGSHARE, and you will be redirected to the i-Vote

	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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting 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	You can also log in 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 the e-Voting option. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider name, and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use the Forget User ID and Forget Password option available at the above-mentioned 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 the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.

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.com or call at 022-48867000.

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, 022-62638338

4. **Procedure for joining the AGM/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 AGM 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/EGM 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/EGM 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 AGM/EGM are as under:-

- The Members can join the AGM/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 AGM/EGM is same as the instructions mentioned above for remote e-voting.

- Only those members/shareholders, who will be present in the AGM/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 AGM/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 AGM/EGM.

<u>Helpdesk for queries regarding virtual meeting:</u>

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, 022-62638338

By order of the Board of
Transline Technologies Limited

Sd/-
Arun Gupta
Managing Director
(DIN: 00217119)

Place: New Delhi
Date: 05.08.2026

ANNEXURE TO NOTICE
Explanatory Statement

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

ITEM NO.3:

The Board re-appointed Ms. Rojina Thapa as an Additional Director in the category of Independent Director on the Company’s Board effective 11th January 2026. It is proposed to appoint her as an Independent Director of the Company for a period of five years. The Company has also received a declaration from Ms. Rojina Thapa that she meets the criteria of independence as prescribed both under Section 149(6) of the Act, and she has confirmed that she is qualified for being appointed as a Director in terms of Section 164 of the Act and has also provided her consent to act as an Independent Director. Further, Ms. Rojina Thapa is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The Board has established the veracity of the declarations as provided by Ms. Rojina Thapa, and based on the said declaration submitted by her, the Board has opined that Ms. Rojina Thapa fulfils the conditions specified in the Act and the rules made thereunder and she is independent of the Management. Ms. Rojina Thapa is a Practicing Chartered Accountant. She also consults on Compliance Management widely with several organisations and has extensive experience in dealing with Compliance and financial segments. With Transline now embarking on its deep tech journey, the guidance of Ms. Rojina Thapa would be crucial throughout this journey. In the opinion of the Board, having Ms. Rojina Thapa onboard would be a matter of honour. During her tenure as an Independent Director of the Company, she shall not be liable to retire by rotation, in terms of the provisions of Section 149(13) of the Act. She will be paid such fees as the Board may approve from time to time and subject to such limits prescribed by the Act. In the opinion of the Board, she fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, if any, from time to time. She has the requisite qualification, skills, experience, and expertise in specific functional areas, which are beneficial to the Company and fulfil the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, if any, from time to time.

A brief profile covering the details of her qualifications, experience, etc., as required in terms of Secretarial Standards-2 on General Meetings, is provided as Annexure-1 to this Notice. The Board of Directors recommends the passing of the Special Resolution as set out in Item No.3 of the Notice, for approval of the Shareholders. Except for Ms. Rojina Thapa, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, thereof, are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No.3 of the Notice.

ITEM NO. 4:

In order to meet the Company's business requirements, including funding of working capital requirements, capital expenditure, expansion plans, strategic investments, acquisition of assets, refinancing of existing borrowings and other general corporate purposes, the Company may be required to borrow funds from time to time from banks, financial institutions and other lenders. Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors can borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company only with the approval of the Members by way of a Special Resolution. Accordingly, the approval of the Members is sought to authorize the Board of Directors to borrow, from time to time, such sum or sums of money, including non-fund based facilities, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding borrowings at any point of time shall not exceed **Rs. 500,00,00,000/- (Rupees Five Hundred Crores only)**. Further, as a consequence of such borrowings, it may be necessary for the Company to create mortgages, charges, hypothecation and/or other security interests on the movable and/or immovable properties and assets of the Company, both present and future, in favour of the lenders, trustees, agents or other security holders. Pursuant to Section 180(1)(a) of the Companies Act, 2013, creation of such mortgage(s), charge(s) or other security over the undertaking(s) of the Company requires the approval of the Members by way of a Special Resolution. The proposed resolution, therefore, seeks to authorize the Board of Directors to borrow monies up to the aforesaid limit and to create such mortgage(s), charge(s), hypothecation(s) and/or other security interests on the assets of the Company as may be necessary in connection with such borrowings, upon such terms and conditions as may be considered appropriate by the Board.

The Board of Directors recommends the Special Resolution set out at **Item No. 4** of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 5:

The Securities and Exchange Board of India ("SEBI"), vide Circular No. HO/CFD/CFD-PoD-2/P/CIR/2026/49 dated April 8, 2026, has introduced a framework relating to the treatment of pledged shares that are subject to lock-in requirements in connection with public issues and other matters. Consequent to the aforesaid SEBI Circular, the depositories, namely Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL), have also issued operational circulars prescribing the mechanism for implementation of the said framework.

In order to align the Articles of Association of the Company with the applicable SEBI and depository requirements and to facilitate the creation, recording, operation, invocation and transfer of pledges over locked-in shares in accordance with applicable laws and regulatory guidelines, it is proposed to amend the Articles of Association of the Company by inserting/modifying the relevant provisions relating to lock-in of pledged shares and associated rights and obligations.

The proposed amendment seeks to ensure that the Articles of Association remain consistent with the prevailing regulatory framework and adequately provide for the treatment of locked-in shares in the event of pledge creation, invocation, enforcement, transfer or other transactions permitted under applicable laws, SEBI regulations, circulars and depository requirements.

The Board of Directors, at its meeting held on 5th August, 2027, approved the proposed amendments to the Articles of Association, subject to approval of the members of the Company and such other approvals as may be required.

In terms of Section 14 of the Companies Act, 2013, alteration of the Articles of Association requires approval of the members by way of a Special Resolution.

A copy of the existing Articles of Association together with the proposed amended Articles of Association highlighting the proposed changes shall be available for inspection by the members during business hours on all working days up to the date of the meeting and shall also be made available electronically upon request.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

Annexure-1

Name, Director Identification Number and designation of the Director	Ms. Rojina Thapa (10362834) Independent Director
Age Date of Birth	32 years 19/10/1993
Date of first appointment on the Board	11th January 2025
Educational Qualification	Chartered Accountant
Brief Resume and Expertise in specific Functional areas	Ms. Rojina Thapa is a Practicing Chartered Accountant and an accomplished finance and governance professional with over five years of experience in finance, taxation, audit, corporate compliance, and advisory services. She is the Proprietor of Rojina & Associates and the Founder of Glocal Consultants and KPO Private Limited, which specializes in consultancy services for SME and Main Board IPOs, corporate compliance, and financial advisory. She has held key positions in organizations across the manufacturing, merchant banking, and non-profit sectors and has extensive expertise in company law, statutory audits, financial reporting, tax planning, and corporate governance. Ms. Thapa is an Associate Member of the Institute of Chartered Accountants of India (ICAI) and has qualified the Independent Directors Examination conducted by the Indian Institute of Corporate Affairs (IICA). She currently serves as an Independent Director on the Boards of several listed companies, including Namo eWaste Management Limited, Sona Machinery Limited, Solvex Edibles Limited, Apple Metal Industries Limited, and Transline Technologies Limited. Her expertise in governance, risk management, compliance, and strategic oversight contributes significantly to strengthening corporate governance and long-term value creation.
Father's Name	Mr. Sudhama Thapa
Date of Birth	19/10/1993
Nationality	Indian
Experience & and expertise in specific functional areas	
Details of Sitting fees last drawn	Rs. 15,000 Per Board Meeting
No. of Board Meetings attended during the (FY 2025- 26)	4
Inter-se relationships with other Directors, Manager and Key Managerial Personnel of the Company	Nil
Disclosure of relationship between directors inter-se	NIL

List of the Directorship held in other companies	1. Solvex Edibles Limited 2. Marc Loire Fashions Limited 3. Glocal Consultants and KPO Private Limited 4. Namo Ewaste Management Limited
Shareholding in Company (Number & %)	NIL