

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the **Extra-ordinary General Meeting** of the Shareholders of **TRANSLINE TECHNOLOGIES LIMITED** scheduled to be held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) at the Registered Office of the company at 23A, 3rd Floor, Shivaji Marg, New Delhi 110015, on Tuesday, 3rd December 2024 at 12.30 P.M. to transact the following matters and if thought fit, to pass the following resolutions:

SPECIAL BUSINESS: -

Item 1:

SUB-DIVISION OF FACE VALUE OF EQUITY SHARES 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 provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the **“Companies Act”**), other applicable laws and the applicable provisions of the memorandum of association and articles of association of the Company, the consent and approval of the shareholders of the Company be and is hereby accorded to the proposal of sub-division of the existing authorized share capital of the Company from Rs. 25,00,00,000 consisting of 2,50,00,000 equity shares of face value of ₹ 10 each to Rs. 25,00,00,000 consisting of 12,50,00,000 equity shares of face value of ₹ 2 each.”

“RESOLVED FURTHER THAT pursuant to the sub-division of the authorized share capital of the Company, the existing issued, paid-up and subscribed share capital of the Company shall automatically, and without further corporate action required on the part of the Company, its Shareholders, or any other party, be sub-divided from Rs. 25,00,00,000 consisting of 2,50,00,000 equity shares of the face value of ₹ 10 each to Rs. 25,00,00,000 consisting of 12,50,00,000 equity shares of face value of ₹ 2 each.”

“RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, the consent and approval of the shareholders of the Company be and is hereby accorded for substituting the existing Clause V of the memorandum of association of the Company (**“Memorandum of Association”**) with the following clause:”

“The Authorised Share Capital of the Company is ₹ 25,00,00,000 divided into 12,50,00,000 Equity Shares of ₹ 2 each.”

“RESOLVED FURTHER THAT pursuant to Section 14 and other applicable provisions of the Companies Act and the rules made there under, the existing Articles of Association of the Company be altered by deleting the same and substituting in its place, the following clause:

“Clause [●]. The Authorised Share Capital of the Company is ₹ 25,00,00,000 divided into 12,50,00,000 Equity Shares of ₹ 2 each.”

“RESOLVED FURTHER THAT all the directors of the company along with Mr. Arjun Singh Bisht, Chief Financial Officer, and Ms. Preeti Kataria, Company Secretary be and are hereby severally on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, NCT of Delhi and Haryana RoC, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be. .”

Item 2:

TO APPROVE THE APPOINTMENT OF MR. SHANKAR SHARMA (DIN: 00382187) AS AN INDEPENDENT DIRECTOR 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 Section 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) and pursuant to the provisions of Articles of Association of the Company and other applicable laws, Mr. Shankar Sharma_ (DIN: 00382187) who was appointed as Additional Non-Executive Independent Director in the Company with effect from 19th September 2024 by the Board of Directors as per the provisions of Section 161 and as recommended by Nomination and Remuneration Committee and who hold office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing for proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 19th September 2024 for a period of one year or until further order, whichever is earlier, not liable to retire by rotation ”

“RESOLVED FURTHER THAT the Board does note the consent letter received from Mr. SHANKAR SHARMA providing his consent to act as an independent director of the Company, declaration in writing under Section 164 in the Form DIR 8, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications

of Directors) Rules, 2014, and the declaration submitted thereby in respect of meeting the criteria for appointment as an independent director under the Companies Act, 2013, as amended.”

“**RESOLVED FURTHER THAT** the ‘code of conduct for the Board of Directors and the Senior Management’ pursuant to the Companies Act be and is hereby placed before the Board for information and for further compliance thereof by Mr. SHANKAR SHARMA as Independent Director.”

Item 3:

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

Initial Public Offering of Equity Shares of the Company

“**RESOLVED THAT** in accordance with the provisions of Section 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, along with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the “**Companies Act, 2013**”), and in accordance with, the Securities Contracts Regulation Act, 1956, as amended and the rules framed thereunder (“**SCRA**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) the Foreign Exchange Management Act, 1999, as amended (the “**FEMA**”) including the Foreign Exchange Management (Non debt Instruments) Rules, 2019, and any other rules and regulations made thereunder, and other applicable laws, regulations, ordinances, rules, guidelines, policies, notifications, circulars, directions and orders, if any, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) prescribed by the Government of India (“**Gol**”), the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India or any other competent authority from time to time, and any foreign investment law or policy or guidelines issued by RBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively “**Applicable Laws**”) and, in accordance with the provisions of the memorandum of association of the Company and articles of association of Transline Technologies Limited (the “**Company**”) and the provisions of equity listing agreements to be entered with Indian stock exchange(s) where the equity shares of the Company of face value ₹ 2 each (the “**Equity Shares**”) are proposed to be listed (“**Stock Exchanges**”), and subject to the approval of relevant government, statutory and/or regulatory authorities, the SEBI, the Registrar of Companies, NCT of Delhi and Haryana (“**RoC**”), the Stock Exchanges RBI, the Department for Promotion of Industry and Internal Trade (“**DPIIT**”), Ministry of Commerce and Industry, Government of India (“**Gol**”), the Stock Exchanges, and such other relevant statutory and other authorities and departments and such other approvals, consents, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions, the consent, approval and sanction of the Board of Directors of the Company (the “**Board**” or “**Board of Directors**”, which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including powers conferred by this resolution) be and is hereby accorded granted to undertake an initial public offering of Equity Shares [and to create, issue, offer, and allot for cash Equity Shares [up to an aggregate of ₹ 5500 million , pursuant to a fresh issue (the “**Fresh Issue**) (including a pre-Offer placement, if any) and an offer for sale by existing shareholders of the Company, for such number of Equity Shares held by them which are eligible for offer for sale in accordance with the SEBI ICDR Regulations (the “**Offer for Sale**” and such shareholders, the “**Selling Shareholders**”; the Offer for Sale together with the Fresh Issue, the “**Offer**”), at such

price as may be determined in accordance with the book building process under the SEBI ICDR Regulations (at par, premium or discount) and as agreed to by the Company in consultation with the book running lead manager to the Offer ("**BRLM**") and on the terms and conditions as the Board may (in consultation with the BRLM) decide, to (i) qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, (ii) trusts/societies registered under the Societies Registration Act, 1860, (iii) employees and/or workers of the Company, (iv) bodies corporate, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders, individuals, Indian financial institutions, resident Indians, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, registered alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, state industrial development corporations, insurance companies, insurance funds, provident funds, pension funds, national investment fund set up by the GoI, Indian mutual funds registered with SEBI, development financial institutions, multilateral and bilateral financial institutions, or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors as defined under Regulation 2(1)(c) of the SEBI ICDR Regulations, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, with an option to the Company to retain an over-subscription to the extent of 1% of the net offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, including reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees, and the issue and allotment/ transfer of Equity Shares to stabilizing agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations, through an offer document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may at its discretion decide in consultation with the BRLM and as may be permissible under Applicable Laws."

"RESOLVED FURTHER THAT in accordance with the provisions of Sections 23, 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, subject to such further corporate and other approvals as may be required, in-principle approval of the Board is hereby accorded to allot **49,32,125 Equity Shares**, to certain investors prior to filing of the red herring prospectus with SEBI ("**Pre-Offer Placement**"), at such price as the Board may, determine, in consultation with the BRLM, underwriters, placement agents and/or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act, 2013 the SEBI ICDR Regulations, and other applicable laws, and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalise and execute any document or agreement, including without limitation any private placement offer cum application letter, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-Offer Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of happening of Pre-Offer Placement, the size of the Offer would be reduced to the extent of such Pre-Offer Placement. subject to compliance with the minimum net offer size requirements prescribed under Regulation 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957."

"RESOLVED FURTHER THAT, the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible

for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLM.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, allotment or transfer of Equity Shares pursuant to the Offer, the Board be and is hereby authorized on behalf of the Company to seek the listing of the Equity Shares at one or more recognized stock exchanges in India.”

“RESOLVED FURTHER THAT the Board either by itself or the any other committee thereof or a sub-committee constituted by the Board be and is hereby authorized to do such acts, deeds and things as the Board or the any other committee thereof or such a sub-committee in its absolute discretion deems necessary or desirable in connection with the Offer, including, without limitation, the following:

- a) To decide, negotiate and finalize, in consultation with the BRLM, all matters regarding the Pre-Offer Placement, if any, including entering into discussions and execution of all relevant documents with Investors;
- b) To constitute a committee for the purposes of issue, transfer, offer and allotment of Equity Shares and decide on other matters in connection with or incidental to the Offer, including the pre-Offer placement, timing, pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered and transferred in the Offer, the bid / Offer opening and bid/Offer closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity Shares to anchor investors in consultation with the BLRM and in accordance with the SEBI ICDR Regulations and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
- c) To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, the RoC and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus (the **“DRHP”**), the red herring prospectus (the **“RHP”**) and the Prospectus as applicable;
- d) To finalize, settle, approve, adopt and file in consultation with the BRLM where applicable, the DRHP, the RHP the Prospectus, the preliminary and final international wrap and any amendments (including dating of such documents), supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;
- e) To appoint and enter into and terminate arrangements with the BRLM, and appoint and enter into and terminate arrangement in consultation with the BRLM with underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, registrars, public offer account bankers to the Offer, sponsor bank, legal advisors, auditors, advertising agency and any other agencies or persons or intermediaries to the Offer including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the

mandate letter with the BRLM and negotiation, finalization, execution and, if required, amendment or termination of the Offer agreement with the BRLM;

f) To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, Offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, ad agency agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchange(s), BRLM and any other agencies/intermediaries in connection with the Offer with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;

g) To authorise the maintenance of a register of holders of the Equity Shares;

h) To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;

i) To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

j) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

k) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;

l) To accept and appropriate the proceeds of the Offer in accordance with the Applicable Laws;

m) To approve code of conduct as may be considered necessary or as required under Applicable Laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;

n) To approve the restated financial statements of the Company and the implementation of any corporate governance requirements that may be considered necessary by the Board or the any other committee or as may be required under the Applicable Laws, including the SEBI Listing Regulations and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;

o) To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorize one or more officers of the Company or the Registrar to the Offer to sign all or any of the aforesaid documents;

p) To authorize and approve notices, advertisements in relation to the Offer, in accordance with the SEBI ICDR Regulations and other Applicable Laws, in consultation with the relevant intermediaries appointed for the Offer;

- q) To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLM;
- r) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the afore-stated documents;
- s) To make applications for listing of the Equity Shares in one or more stock exchanges for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchanges in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;
- t) To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment, terms of the Offer, utilisation of the Offer proceeds and matters incidental thereto as it may deem fit;
- u) To submit undertaking/certificates or provide clarifications to the SEBI, the RoC and the relevant stock exchanges where the Equity Shares are to be listed;
- v) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the Board any other committee thereof may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board or any other committee thereof shall be conclusive evidence of their authority in so doing;
- w) To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
- x) To approve the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus;
- y) To withdraw the DRHP or the RHP or to decide to not proceed with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLM; and
- z) To delegate any of its powers set out under (a) to (z) hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company."

"RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per applicable law and in consultation with the BRLM."

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board shall, in consultation with the BRLM, settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Equity Shares in the Offer and the utilization of the Offer proceeds in accordance with the purposes specified in the Offer documents, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Offer, determine the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, Offer price, premium amount on Offer, listing on one or more stock exchanges in India, appoint the BRLM, appoint in consultation with the BRLM other intermediaries such as legal counsel, banks or agencies concerned, enter into any agreements or other instruments for such purpose, remunerate all such intermediaries/agencies including the payments of commissions, brokerages, fees and the like, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may decide in its absolute discretion in the best interests of the Company 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 and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorized herein, and that all or any of the powers conferred on the Board or a committee thereof vide this resolution may be exercised by the Board or such committee.”

“RESOLVED FURTHER THAT the Equity Shares so allotted/transferred in the Offer shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares, including any rights in respect of dividend payable for the entire year after the date of allotment.”

“RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ such other persons or otherwise.”

“RESOLVED FURTHER THAT Mr. Arjun Singh Bisht, CFO, and Ms. Preeti Kataria, Company Secretary, be severally authorized to file necessary forms with the RoC and any other authorities and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, agreements, certificates etc., as may be required in order to give effect to these resolutions.”

“RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required.”

Item 4:

ADOPTION OF NEW ARTICLES OF ASSOCIATION

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

“RESOLVED THAT, subject to Section 14 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, as amended, the revised articles of association, a copy of which has been placed before the

meeting, duly initialed by the Chairman of the meeting, be and are hereby approved and adopted as the articles of association of Transline Technologies Limited (the “**Company**”) in total exclusion and substitution of the Company’s existing articles of association.”

“RESOLVED FURTHER THAT all the directors of the company along with Mr. Arjun Singh Bisht, CFO, and Ms. Preeti Kataria, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such other documents, etc. as it may deem fit in its absolute discretion, in order to give effect to the aforesaid resolution, including filing necessary forms with the Registrar of Companies, NCT of Delhi and Haryana.”

“RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required.”

“RESOLVED FURTHER THAT all the directors of the company along with Mr. Arjun Singh Bisht, Chief Financial Officer, and Ms. Preeti Kataria, Company Secretary, be and are hereby, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the RoC, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be. ”

By order of the Board of Director

Date: 11.11.2024

Place: New Delhi

Sd/-

Arun Gupta

Managing Director

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE MEMBER. PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE DATE OF THE EXTRAORDINARY GENERAL MEETING.**
- 2. In the case of corporate member, it is requested to send a certified copy of the board resolution authorising the representative to attend and vote on its behalf at the meeting.**

3. Proxies in order to be effective must be received by the company before the meeting. A proxy so appointed shall not have any right to speak at the meeting.
4. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% of the paid up share capital of the Company may appoint a single person as proxy and such person appointed cannot act as proxy for any other Member.
5. The explanatory statement in terms of Section 102 of the Companies Act, 2013, relating to special business is annexed herewith and forms part of the Notice.
6. Members/Proxies should fill the Attendance Slip for attending the meeting and bring their attendance slips to the meeting. The Attendance Slip shall be duly completed and signed mentioning therein details of the DP ID and CLIENT ID/Folio No.
7. The Ministry of Corporate Affairs (MCA), Government of India, vide its circular no. 17/2011 dated April 29, 2011, and pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
8. All documents referred to and connected with the businesses set out in the Notice are available for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays and holidays between [●]AM/PM and [●]AM/PM on all working days up to the day of the extraordinary general meeting.
9. Voting through Electronic Route

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on 30.11.2024 and ends on 02.12.2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.11.2024 may cast their vote electronically. The e-voting module shall be disabled by RTA for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
1. The 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	<ol style="list-style-type: none"> 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 the 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-

	<p>directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers 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/mveasitoken/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 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 redirected to the i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll-free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. The login method for e-voting for shareholders other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on the internet browser: <https://ivote.bigshareonline.com>
- Click on the “Log in” button under the ‘INVESTOR LOGIN’ section to log in on the E-Voting Platform.
- Please enter your ‘USER ID’ (User ID description is given below) and ‘PASSWORD’ which is shared separately on your registered email ID.
 - Shareholders holding shares in the CDSL demat account should enter a 16-digit Beneficiary ID as user ID.
 - Shareholders holding shares in the 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 log in.
- NOTE: If Shareholders are holding shares in demat form and have registered on to the 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 log in.
- If you have forgotten the password: Click on ‘LOGIN’ under the ‘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, a Password will be sent to his / her registered e-mail address).

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

- After successful login, the Bigshare E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under the ‘EVENTS’ option on the investor portal.
- Select an event for which you are desire to vote under the dropdown option.
- Click on the “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 a confirmation message on the display screen and also you will receive an email on your registered email id. During the voting period, members can log in any number of times till they have voted on the resolution(s). Once a vote on a resolution is cast, it cannot be changed subsequently.
- Shareholders can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under the “PROFILE” option on the investor portal.

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

- You are requested to launch the URL on the internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on the Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, the message will be displayed with “User ID and password will be sent via email on your registered email ID”.

NOTE: If Custodians 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 the ‘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, the Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under the “DOCUMENTS” option on the custodian portal.
 - Click on the “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 the 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 the “VOTE FILE UPLOAD” option from left-hand side menu on the 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).
- The custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under the “PROFILE” option on the custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholders 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 shareholders 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, the Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under the 'EVENTS' option on the investor portal.
- Select an event for which you are desire to attend the AGM/EGM under the dropdown option.
- To join the 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.

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, 022-62638338

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014)

Item No. 1

The Company intends to sub-divide 2,50,00,000 equity shares of face value of ₹ 10 each in the share capital of the Company into 12,50,00,000 equity shares of face value of ₹ 2 each.

The Board of Directors at its Meeting held on 9th November 2024, approved, subject to the approval of members of the Company and statutory authority(ies), if any, the sub-division/ split of equity shares of the Company, such that each equity share having face value of ₹. 10 (Ten) each, fully paid-up, be sub-divided into 5 equity shares having face value of ₹. 2 (Two) each, fully paid- up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board (“23rd November, 2024”)

Accordingly, the Board of Directors, recommends as set out in the accompanying Notice for the approval of the members of the Company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Presently, the Authorized Share Capital of the Company is ₹ 25,00,00,000 divided into 2,50,00,000 Equity Shares of ₹ 10 (Ten) each. The sub-division/ split of equity shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., ‘Clause V’ of the Memorandum of Association of the Company. The Authorized Capital will consist of 12,50,00,000 Equity Shares of ₹. 2/- (Two) each after the amendment. Such sub-division/ split shall not be construed as the reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

None of the directors, key managerial personnel, and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

The board of directors of the Company recommends the resolutions set out at Item No. 1 of the accompanying Notice for your approval as special resolutions.

Item. 2

The Board, appointed Mr. Shankar Sharma as an Additional Director in the category of Independent Director on the Company’s Board effective 19th September 2024. It is proposed to appoint him as an Independent Director of the Company for a period of one year up to 18th September 2025. During his tenure, he shall not be liable to retire by rotation. The Company has also received a declaration from Mr. Shankar Sharma that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and he has confirmed that he is qualified for being appointed as a Director in terms of Section 164 of the Act and has also provided his consent to act as an Independent Director. Further, Mr. Shankar Sharma 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 Mr. Shankar Sharma and based on the said declaration submitted

by him, the Board has opined that Mr. Shankar Sharma fulfils the conditions specified in the Act and the rules made there under and he is independent of the Management. In the opinion of the Board, having Mr. Shankar Sharma onboard would be a matter of honour and TTL would gain tremendously out of his vast experience in the field of technology, innovation and other areas. During his tenure as an Independent Director of the Company, he shall not be liable to retire by rotation, in terms of the provisions of Section 149(13) of the Act. He 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, he fulfils the conditions for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder and other guidelines issued by the RBI, if any, from time to time. He has the requisite qualification, skills, experience, and expertise in specific functional areas, which are beneficial to the Company and fulfill the conditions, for the said appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder and other guidelines issued by the RBI, if any, from time to time.

Mr. Shankar Sharma shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment issued to Mr. Shankar Sharma, and as may be determined by the Board from time to time.

A copy of the draft letter of appointment of Mr. Shankar Sharma as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Further, as stipulated under Secretarial Standard-2, a brief profile of Mr. Shankar Sharma is provided below:

Name of the Director	MR. SHANKAR SHARMA
DIN	00382187
Father's Name	Mr. Banwari Lal Sharma
Date of Birth	27/02/1973
Nationality	Indian
Educational Qualification	Graduate
Experience & and expertise in specific functional areas	Extensive knowledge in the logistics areas and experience planning and executing aggressive strategies
Disclosure of relationship between directors inter-se	NIL

List of the Directorship held in other listed entities companies	1. CANOPUS WET WIPES PRIVATE LIMITED 2. SASWAT REALTORS PRIVATE LIMITED 3. OZZIE HOMES PRIVATE LIMITED 4. SASWAT ENTERPRISES PRIVATE LIMITED 5. TIRUMALA EDUCARE PRIVATE LIMITED 6. AMBITION REALCON PRIVATE LIMITED 7. SBLS INDUSTRIES PRIVATE LIMITED 8. TRANSEXPRESS LOGISTICS INDIA PRIVATE LIMITED
Shareholding in Company (Number & %)	NIL

Item 3.

Transline Technologies Limited (the “**Company**”) proposes to create, offer, issue, and allot equity shares of the Company of face value ₹ 2 each (the “**Equity Shares**”), for cash Equity Shares up to an aggregate of ₹ 5500 million pursuant to a fresh issue (the “**Fresh Issue**”) and the existing shareholders of the Company may offer for sale such number of Equity Shares held by them which are eligible for offer for sale in accordance with the SEBI ICDR Regulations (the “**Offer for Sale**” and such shareholders, the “**Selling Shareholders**”; the Offer for Sale together with the Fresh Issue, the “**Offer**”), on such terms, in such manner, at such time and at a price to be determined by the book building process in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”). The Equity Shares allotted/transferred shall rank in all respects *pari passu* with the existing Equity Shares of the Company including any rights in respect of dividend payable for the entire year after the death of allotment.

The letter to all shareholders, along with the EGM notice, has been sent to outline the eligibility criteria and required consent format. The Selling Shareholders must convey their approval by way of a duly executed consent letter addressed to CS Preeti Kataria, Company Secretary and Compliance Officer to be sent to the registered office of the Company, by way of e-mail or registered post, no later than 5 p.m. on 20th November, 2024.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion (together, the “**Stock Exchanges**”), and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

In view of the above and in terms of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (the “**Companies Act**”), the approval of the shareholders of the Company is required through a special resolution.

In the event an existing shareholder chooses to participate in the Offer, such existing shareholder will be required to comply with certain requirements and undertake certain activities, an indicative list of which is set forth below. In addition, the selling shareholders may be required to comply with additional requirements under applicable law or such other directions as may be specified by the Company, the Securities and Exchange Board of India and other regulatory authorities.

(i) Eligibility:

In terms of SEBI ICDR Regulations, the Equity Shares offered in the Offer for Sale, subject to the prescribed exemptions, are required to have been held by each Selling Shareholder for a period of at least one year prior to filing of the DRHP with SEBI or otherwise in accordance with Regulation 8 of the SEBI ICDR Regulations.

(ii) Dematerialization:

The Equity Shares forming part of the Offer for Sale are required to be fully paid up and held in dematerialized form. To avoid any delays further on in the process, the dematerialization of Equity Shares and credit into escrow account should be undertaken prior to conveying consent for participating in the Offer for Sale, in accordance with the Depositories Act, 1996, as amended and the regulations made thereunder, read with the central depositories' respective byelaws of National Securities Depository Limited and Central Depository Services (India) Limited.

(iii) Lock-in:

Pursuant to the SEBI ICDR Regulations, the entire pre-Offer equity share capital of the Company, including the Equity Shares held by the Selling Shareholders (which are not sold in the Offer) will be locked-in for a period of six months from the date of allotment of the Equity Shares pursuant to the Offer, in accordance with SEBI ICDR Regulations, other than the Equity Shares offered by way of the Offer for Sale and which are successfully allotted as part of the Offer for Sale.

(iv) Proceeds and Expenses in relation to the Offer:

As per the SEBI ICDR Regulations, the proceeds of the Offer received by the Company (pursuant to the Fresh Issue) and the Selling Shareholders (pursuant to the Offer for Sale), and Offer related expenses (except for listing fees which shall be exclusively born by the Company), shall be borne by the Company and the Selling Shareholders in proportion to the number of Equity Shares offered by the Company and the Selling Shareholders through the Offer.

(v) Documentation:

The Selling Shareholders will have to provide duly executed consent and certificate, in relation to compliance and certain confirmations required under the SEBI ICDR Regulations and other applicable law, including in relation to clear title to the Equity Shares held by them and Offer expenses, and a power of attorney authorizing certain officials of the Company to act on their behalf in relation to the Offer.

With respect to the Offer, the Company will be required to file a draft red herring prospectus (the "**DRHP**") with the Securities and Exchange Board of India ("**SEBI**") and the Stock Exchanges, and subsequently file a red herring prospectus (the "**RHP**") with the Registrar of Companies, NCT of Delhi and Haryana ("**RoC**") and thereafter with SEBI, and the Stock Exchanges and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges

in respect of the Offer (the “**Prospectus**”, and together with the DRHP and the RHP, the “**Offer Documents**”), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the “**Companies Act**”) and other applicable laws.

The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Company, in consultation with the BRLM in accordance with the SEBI ICDR Regulations, on the basis of the book-building process.

The proceeds of the Fresh Issue are to be utilized for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the SEBI in connection with the Offer. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law. The proceeds of the offer for sale by the Selling Shareholders, will not be received by the Company.

The directors (except independent directors) or the key managerial personnel may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations, the Companies Act, and any other applicable laws.

No change in control of the Company or its management is intended or expected pursuant to the Offer.

Furthermore, in the event that Equity Shares are allotted to investors pursuant to a pre-Offer placement of Equity Shares prior to registration of the red herring prospectus relating to the Offer with the Registrar of Companies, NCT of Delhi and Haryana, the price at which such pre-Offer placement shall be made shall be subject to prevailing market conditions, and shall be decided by the Company in consultation with the book running lead manager to the Offer.

The Board recommends the resolution for your approval as a special resolution. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Offer, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and their proposed participation in the Offer for Sale in the Offer and Equity Shares, which may be subscribed for and allotted in their names.

Item. 4

The Company is proposing to undertake an initial public offer of the equity shares of the face value of ₹ 2 (Rupee One) each (“**Equity Shares**”) of the Company comprising of fresh issuance of Equity Shares by the Company (“**Fresh Issue**”) and an offer for sale of Equity Shares by certain existing shareholders of the Company (“**Selling Shareholders**”) (“**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”), and list the Equity Shares on one or more of the stock exchanges.

In order to undertake the proposed initial public offering, the Company will be required to ensure that the articles of association of the Company (the “**Articles of Association**”) conform to the requirements prescribed by relevant

stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges.

The Company, therefore, proposes to alter the Memorandum of Association and adopt a new set of Articles of Association that shall conform to the Companies Act, 2013, as amended, and the rules and regulations made thereunder. Further, pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 as applicable, any amendment in memorandum of association and the Articles of Association requires approval of the shareholders of the Company.

The copies of the existing and proposed altered Memorandum of Association and Articles of Association of the Company are available for inspection by the members at the registered office of the Company on all working days, during business hours up to the date of the meeting and will also be made available at the meeting.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolutions, except to the extent of their shareholding in the Company.

The board of directors of the Company recommends the resolutions set out at Item No. 2 of the accompanying Notice for your approval as special resolutions.

Therefore, your directors recommend the resolution for approval as an Ordinary Resolution set out under item no. 1 to 4 of the Notice of the Meeting.

For **TRANSLINE TECHNOLOGIES LIMITED**

Sd/-

Arun Gupta
Managing Director
DIN: 00217119
Add: 23A, 3rd Floor, Shivaji Marg,
New Delhi 110015

Date: 11.11.2024

Place: Delhi