

ADDENDUM TO THE NOTICE OF 16TH ANNUAL GENERAL MEETING OF THE COMPANY

Addendum to the Notice dated 25th August, 2023, convening 16th Annual General Meeting of the members of Transrail Lighting Limited, scheduled to be held on Wednesday, 27th September, 2023 at 2:30 p.m. through Video Conferencing.

Notice is hereby given that pursuant to the provisions of Section 160 and 143(8) of the Companies Act, 2013 ('Act') and any other applicable provisions of the Act read with rules made thereunder, the following items of business are added in the aforesaid Notice as item No(s). 11, 12 & 13 respectively, as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated 25th August, 2023 and the notes provided therein.

SPECIAL BUSINESS:

11. To consider and if thought fit to pass the following resolution with or without modification as an Ordinary Resolution:

"RESOLVED THAT Mr. Sanjay Verma, who was appointed as an Additional Director with effect from 14th September, 2023, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Non-Executive Director of the Company whose period of 3 years whose office shall be liable retire by rotation;

RESOLVED FURTHER THAT any one of the Director and/ or Company Secretary of the Company be and is hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

12. To consider and if thought fit to pass the following resolution with or without modification as an Ordinary Resolution:

"RESOLVED THAT Major General Dr. Dilawar Singh (DIN: 08216047) who was appointed as an Additional Director (in the capacity of Non-Executive Independent Director) by the Board of Directors at its meeting held on 14th September, 2023 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director and who has submitted a declaration of independence as provided under section 149(6) of the Act, be and is hereby appointed as Non- Executive Independent Director of the Company for a period of 3 consecutive years, commencing from 14th September, 2023, whose period of office will not be liable to determination by retirement of directors by rotation;

RESOLVED FURTHER THAT any one of the Director and/ or Company Secretary of the Company be and is hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

TRANSRAIL LIGHTING LIMITED

Corporate & Registered Office :

501 A, B, C, E Fortune 2000, Block-G, Bandra Kurla Complex, Bandra East, Mumbai - 400051, Maharashtra, India
Tel: +91 22 61979600 | Fax: +91 22 61979666 | Web: www.transrail.in | CIN: U31506MH2008PLC179012.



13. To consider and if thought fit to pass the following resolution with or without modification as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Rules framed thereunder, the Board of Directors be and is hereby authorised to appoint Branch Auditors for Branch offices of the Company in India or abroad, whether existing or which may be opened hereafter, in accordance with the laws of the Country in which Company’s branch offices are situated, and to fix their remuneration and the terms and conditions including out of pocket expenses.”

By the order of the Board
For Transrail Lighting Limited



Gandhali Upadhye
General Manager- Legal and Company Secretary
Date: 15th September, 2023
Place: Mumbai

NOTES-

1. Members are requested to read this Addendum in conjunction with 16th AGM Notice. All other contents of the Notice remain unchanged.
2. The explanatory statement pursuant to Section 102(1) of the Act, which sets out details relating to Special Businesses proposed to be transacted at the meeting, is annexed hereto.
3. This addendum to the Notice of 16th AGM is available on the website of the Company at www.transrailighting.in
4. All the processes, notes and instructions relating to attending AGM through VC/OAVM for the ensuing 16th AGM shall mutatis-mutandis apply for the resolutions proposed in this Addendum to the Notice of 16th AGM.



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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

The Company had issued a Notice dated 25th August, 2023 for convening the 16th Annual General Meeting (“AGM”) scheduled to be held on Wednesday, 27th September, 2023 at 02:30 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) and the same has already been circulated to the Members of the Company in due compliance with the provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder.

Item No. 11

Mr. Sanjay Kumar Verma was re-designated as Non-Executive Independent Director w.e.f. 31st May, 2023, However the Company has received an intimation from Mr. Sanjay Kumar Verma on 9th September, 2023, stating his resignation due to change in nature of his “Independent” directorship status as provided under section 149(6) of the Companies Act, 2023. Accordingly, the Board at its meeting held on 14th September, 2023 has appointed him as an Additional Director of the Company for a period of 3 years. He holds office till the conclusion of this Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of Mr. Sanjay Kumar Verma as Non-Executive Director of the Company. The Company has received a notice in writing from the Member of the Company, proposing the candidature of Mr. Sanjay Kumar Verma as a Non-Executive Director in terms of Section 160 of the Companies Act, 2013.

Brief profile of Mr. Sanjay Kumar Verma is given below for reference of the members -

Mr. Sanjay Kumar Verma is a first-generation technocrat entrepreneur with more than 15 years of diversified experience in Real Estates, Petrochemicals, International Joint Ventures/ Mergers. Currently he is also Chairman Governing Body- Maheshwara Medical College, Vice President of Delhi Flying Club, BRICS Chamber of Commerce & Industry, Indo-German Export Promotion, Indo-Bulgarian Chamber of Commerce.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Sanjay Kumar Verma is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no. 11 for the approval of the members.

Item No. 12

The Board of Directors of the Company by resolution passed at its Meeting held on 14th September, 2023 had appointed Major General Dr. Dilawar Singh as Additional Director of the Company. He holds office of the Director till the conclusion of this Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of Major General Dr. Dilawar Singh as Non-Executive Independent Director of the Company for a period of 3 years. The Company has received a notice in writing from the Member of the Company, proposing the candidature of Major General Dr. Dilawar Singh as a Non-Executive Independent Director in terms of Section 160 of the Companies Act, 2013.

Brief profile of the Director is given below for reference of the members:



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Major General Dr. Dilawar Singh is a fourth generation retired Indian army officer with four decades of proven track record and rare distinction holder of Army War College and Armament Technology University and by qualification B.Sc, M.Sc, MMS, MBA, ATOC, SC, PSC, HDMC, DIREM, HDOMOC, CWE, CT, CCE, D.F.Sc & CCdo.

Formerly he was National Director General -Youth Affairs Department -Govt of India, Additional Director General of India's Counter Terrorist Force - Rashtriya Rifles, Deputy Director General of Capital Finance for larger procurements of Indian Army, Director of Indian Army's Force Structuring, Modernisation and Future Long Term Planning and Joint Director of Military Intelligence and Indian Army's Training Concepts and Policies and Incharge of Techint and procurement of military intelligence related equipment.

He was Member of Governing Board of Rashtriya Raksha University, National Forensic University, Consultative Committee, Expert Committee of UGC, Academic Council Agriculture University and Board of Extra Mural Studies of HN University.

He has been a Chief Advisor for Indian Centre for Inter Disciplinary Studies in Science and Technology and Author for Numerous Military and Technical Papers. He has been delegate and ambassador for Government of India to various countries including Greece and Hungary, Senior VP of Global Economist Forum "ECOSOC, United Nations" and President of Para Sports Fdn of India, Paralympic Committee of India, Member of Advisory Board of Six Sigma and HPMF.

Awards - Recipient of President of India's Parakram Padak, Recipient of three Citations from Army Chief & Army Commanders. Recipient of Commendation of Army Chief and Army Commander, Atal Award for Lifetime Achievement in Defence Services, Dr APJ Kalam - Lifetime Achievement Award for Youth Development.

Speaks on - International and National Forums on following subjects, Leadership, Management, Financial Management, Counter Terrorism, Systems Approach, Future Planning, Technology Development, Youth Development, Future Laws, Public Policy and Governance, Emerging Technologies, Artificial Intelligence, Climate Change, Sustainability, Disability Management and Indian Culture.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Major General Dr. Dilawar Singh is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no. 12 for the approval of the members.

Item No. 13

The Company has branches in India and abroad and may also open new branches within and outside India in future. It is necessary to appoint branch auditors for carrying out the audit of the accounts of such branches to meet the compliance of laws applicable to branches of foreign countries. The Members are requested to authorise the Board of Directors of the Company to appoint branch auditors and to fix their remuneration along with the terms and conditions.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.13 for the approval of the members.

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