

27th September, 2023

Mr. Ashish Gupta
Independent Director
(DIN : 07998166)
E-1404, La Royale, GH 1 CISF
Road, Indirapuram, Shipra Sun C,
Ghaziabad, UP – 201014.

Dear Sir,

We are pleased to inform you that upon approval of Members of Transrail Lighting Limited at their Annual General Meeting held on 27th September, 2023, you are being appointed as an Independent Director on the Board of the Company. The appointment is governed by the provisions of Companies Act, 2013.

You may also kindly note the following in respect of your appointment:-

1. The term of Independent Director should be considered as defined under the Companies Act, 2013, as amended from time to time.
2. The provisions contained in the Companies Act, 2013 shall apply as regards Performance Evaluation of the Independent Director is concerned.
3. The Board of Directors may, if deems fit, invite you for being appointed in one or more existing Committee(s) or any such Committee i.e. set up in future. Your appointment in such Committee(s) will be subject to the applicable statutory provisions.
4. Your role and duties will be those normally required of an Independent Director under Companies Act, 2013 as amended from time to time, which are detailed hereunder –
 - i. The Director shall act in good faith in accordance with the provisions of the Companies Act, 2013 and Memorandum and Articles of Association of the Company in order to promote objectives of the Company for the benefit of its Members as a whole and in the interest of the Company;
 - ii. The Director shall not involve himself in a situation in which he may have direct or indirect interest that conflicts or possibly may conflict with the interest of the Company;
 - iii. Director shall not achieve or attempt to achieve under undue gain or advance either to himself or to his relatives, partners or associates;
 - iv. Director shall not assign the office of Director and any assignments so made shall be void;
 - v. The Independent Director are also required to abide to the provisions of Code of Conduct for Independent Directors as provided in Schedule IV of Companies Act, 2013;
 - vi. Entitled to sitting fees and Commission payable as approved by Board of Directors or any Committee thereof, from time to time;

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.



- vii. The Company will reimburse you in accordance with the Company's Articles of Association or applicable Company policy for any reasonable expenses properly incurred in performing your duties;
- viii. The Company has "Directors and Officers Liability Insurance" and Independent Directors are covered in that insurance.

Yours sincerely,

For TRANSRAIL LIGHTING LIMITED

A handwritten signature in blue ink, appearing to read "Digambar Bagde".

DIGAMBAR BAGDE
EXECUTIVE CHAIRMAN



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