

NOTICE OF EXTRAORDINARY GENERAL MEETING

To,

The Members,

Transrail Lighting Limited

Notice is hereby given that the **Extra Ordinary General Meeting** of the company will be held on **27th October, 2023**, at **11:00 A.M.** vide Video Conferencing at a shorter notice to transact the following business as Special Business

1. To adopt new set of Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 (“Act”) and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and the Share Subscription cum Shareholders’ Agreement entered into by “Transrail Lighting Limited” with “Asiana Alternative Investment Fund – Scheme: Asiana Fund I” and “Ajanma Holdings Private Limited”, the insertion of special articles to the existing Articles of Association of the Company, be and is hereby approved and adopted, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

2. Appointment of Mr. Jalaj Dani as Non- Executive (Investor) Director, as a representative of Asiana Alternative Investment Fund – Scheme: Asiana Fund I”

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

“RESOLVED THAT pursuant to Section 161(3) of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications and re-enactment thereof) Mr. Jalaj Dani (DIN: 00019080) who was appointed as an Additional Director (in the capacity of Non-Executive Investor Director) by the Board of Directors at its meeting held on 23rd October, 2023 in respect of whom the Company has received a notice from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Non- Executive (Investor) Director of the Company, representing “Asiana Alternative Investment Fund – Scheme: Asiana Fund I”, whose office will not be liable to retire by rotation;

TRANSRAIL LIGHTING LIMITED

Corporate & Registered Office :

501 A, B, C, E Fortune 2000, Block-G, Bandra Kurla Complex, Bandra East, Mumbai - 400051, Maharashtra, India
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RESOLVED FURTHER THAT any 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.”

By the order of the Board
For **Transrail Lighting Limited**

A handwritten signature in blue ink, appearing to read "Gandhali Upadhye".

Gandhali Upadhye
Company Secretary



Date:-23.10.2023
Place:- Mumbai

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NOTES

1. In view of continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA'), Government of India, permitted conduct of General Meetings through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal presence of the members at the meeting vide its circular no. 09/2023 dated 25th September, 2023, 10/2022 dated 28th December, 2022, circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/ 2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 and prescribed the specified procedures to be followed for conducting the General Meetings through VC/OAVM. The deemed venue for the meeting shall be registered office of the Company 501 A,B,C,E Fortune 2000, Block G Bandra Kurla Complex, Bandra East Mumbai - 400051.
2. In compliance with the provisions of the Companies Act, 2013 ("Act"), and MCA circulars, the EGM of the members will be held through video conferencing ('VC') or other audio visual means ('OAVM'). Hence, Members can attend and participate in the EGM through VC/ OAVM only. The members can join the meeting at the below mentioned link:-

https://teams.microsoft.com/l/meetup-join/19:meeting_NjMzMjU4NmItNTJmZC00NDAlmYjEtMDkyOTliZGQzMjc3@thread.v2/0?context=%7B%22Tid%22:%22f53f0c91-1c65-4436-b359-446e00e47e8b%22,%22Oid%22:%22fee68f33-a24f-4cfd-a2c0-96e167c258de%22%7D

If there is any change in the above mentioned link, the same shall be available at the Company website at www.transrail.in

3. The members can contact any of the concerned personnel from the IT Department of the Company i.e. Mr. Rahul Salvi at rahul.salvi@transraillighting.com and/ or 9820104822 or Mr. Bhavik Dangodra at bhavik.dangodra@transraillighting.com and/ or 9601717957 regarding any query/assistance for participation in the EGM through VC/OAVM.
4. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, where physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
6. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The explanatory statement pursuant to Section 102(1) of the Act, which sets out details relating to Special Businesses at the meeting, is annexed hereto.
8. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the EGM through VC/OAVM

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9. In case of Joint Holders attending the EGM, only such Joint Holder whose names appear first in the order of names will be entitled to vote
10. Only bona fide members of the Company whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. Please note that, members' questions/queries will be answered during the meeting or subsequently via email. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
11. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and with the RTA of the Company.
12. The Voting shall be conducted via show of hands during the meeting unless a demand for poll is made by any member in accordance with section 109 of the Companies Act 2013. In case the Poll on any item is required, then the members shall cast their vote on the resolution item only by sending email at cs@transraillighting.com through their email addresses registered with the Company.
13. 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 the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the EGM. Members who wish to seek inspect, may send their request through an email cs@transraillighting.com up to the date of EGM.
14. In compliance with the provisions of MCA vide its above mentioned Circulars, Notice of the EGM is being sent through electronic mode to those Members whose email IDs are available with the Company/Depositories/RTA.
15. Since the EGM will be held through VC/OAVM, the Route Map is not required to be annexed in this to the Notice.
16. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches and Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements as required under Section 102(1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in the Notice of the Extraordinary General Meeting.

Item No. 1: Pursuant to the Share Subscription cum Shareholders' Agreement (SSHA) entered into by "Transrail Lighting Limited" with "Asiana Alternative Investment Fund, Scheme: Asiana Fund I" and "Ajanma Holdings Private Limited", it is proposed to amend the Articles of Association of the Company by way of insertion of special articles to align with the said SSHA.

Pursuant to Section 14 of the Companies Act, 2013 ("Act"), the consent of the members of the Company by way of a Special Resolution is required for insertion of special articles to the existing Articles of Association of the Company.

The Board recommends the resolution set forth in Item no.1 for the approval of the members.

A copy of the proposed new set of the Articles of Association of the Company would be available for inspection at the registered office of the Company situated at "501 A,B,C,E Fortune 2000, Block G Bandra Kurla Complex, Bandra East Mumbai - 400051" on all working days except Saturdays and Public Holidays between 9.30 A.M to 5.30 P.M.

None of the directors, managers, key managerial personnel of the Company and their relatives except Mr. Jalaj Dani are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

Item No. 2: Board of Directors of the Company through resolution passed at its Meeting held on 23rd October, 2023 had appointed Mr. Jalaj Dani (DIN: 00019080) as an Additional Director of the Company in the capacity of Non-Executive (Investor) Director, as a representative of Asiana Alternative Investment Fund, Scheme: Asiana Fund I, who holds office of the Director till the conclusion of this General Meeting. Accordingly, in terms of the section 161 and all other applicable provisions of the Companies Act, 2013, approval of the members of the Company is required for appointment of Mr. Jalaj Dani, as Non-Executive (Investor) Director of the Company. Brief profile of Mr. Jalaj Dani is given below for reference of the members:

Mr. Jalaj Ashwin Dani, 53 years, pursued Chemical Engineering from University of Wisconsin, Madison, USA and did Advanced Management Programme from INSEAD, Fontainebleau, Paris.

- A Co-Promoter, Asian Paints Limited.
- Chairman and Board Member of Addverb Technologies Limited, India's largest Robotics company, focussed on warehouse automation and robotics.
- Chairman Invitee and Board Member of Fourth Frontier Technologies Private Limited, a start-up involved in world's first and only chest-worn smart heart monitor that provides high quality continuous ECG & real-time feedback on heart health.

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- Chairman, Endure Air Systems – is an unmanned aviation technology company focused on providing world class aerial robotic solutions suited for Indian market.
- Board positions:
 - a. Board position of educational institutions: Chairman, Board of Governors for Indian Institute of Management (Tiruchirapalli, Tamil Nadu). Also, part of the Board of Governors of Pandit Deendayal Energy University in Gandhinagar.
 - b. Board positions of corporations: Independent Director on the Board of Havells India (Listed on Bombay Stock Exchange) and was till 29th April 2023, on the Board of HDFC Limited. Appointed as a Non-Executive Director of Greenlam Industries Limited with effect from 29th June, 2023.
 - c. Board / member positions on Government bodies: Member of Steering Committee - Department for Promotion of Industry and Internal Trade SCALE and Brand India Cell, Ministry of Commerce & Industry. Member of Advisory Committee of 'Fit India' Chaired by Union Minister, Ministry of Youth Affairs and Sports.
 - d. Board positions on Foundations: Director, Reliance Foundation; Board member of Piramal Foundation and Piramal Foundation for Education Leadership; Board member of Pratham Education Foundation; Vice President of Kapadwanj Kelavani Mandal (Trust based in Gujarat), Member of Advisory Committee of Sanskardham Sports Academy, Board Member of H T Parekh Foundation. Board Member of Project Mumbai Civic Transformation Foundation.
- Spent over 2 decades in various capacities including being responsible for Supply Chain and Chemicals Business and spearheading the Human Resources, Corporate Quality and Safety Functions at the group level at Asian Paints. Asian Paints is India's leading paint and decor Company and ranked amongst the top ten Decorative coating companies in the world. Along with its subsidiaries, have operations in 15 countries across the world with 27 paint manufacturing facilities, servicing consumers in over 60+ countries. Led Asian Paints' International Business and was the chief architect of the blistering expansion in international markets through organic and inorganic growth.
- Investor in start-up Companies: (i) Skillmatics i.e., Grasper Global Pvt Ltd (engaged in educational products and games for children); (ii) Smart Express Pvt Ltd (in the space of logistics). (iii) Surge Technologies, a start-up in US, (engaged in innovative tech-enabled fitness and sports equipment which helps fitness enthusiasts to improve the quality of their workouts.
- Co-founder of ELMS Sports Foundation - dedicated to improving physical literacy and sporting excellence in India through formalized knowledge creation and dissemination.



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- Founder President of Sportscom – Mr Dani’s passion for sports is the driving force behind Sportscom, a not-for-profit apex industry body to promote the business of manufacturers of sports goods and service providers to the sports sector and make them, globally competitive.
- Past President, Sports Skill Council – Mr Dani was instrumental to steer the Sports Skills Council (under the Ministry of Skill Development and Entrepreneurship) to train and upskill the youth in the sports ecosystem.
- Founder Member of Dani Foundation - committed to creating a self-sustaining society by empowering individuals and engaging communities through transformative action in society. This includes imparting holistic learning, promoting well-being, providing access to better means of livelihood, and boosting physical literacy and sport.
- Member of Young Presidents Organization (YPO), the premier leadership organization of chief executives around the world.
- He has expertise in information technology, data analytics, digital platforms, cyber security, consumer behaviour, sales & marketing, corporate governance, risk management and strategic thinking and vast experience in housing and real estate sector.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Jalaj Dani are concerned or interested, financial or otherwise, in the resolution. The Board recommends the resolution set forth in Item no. 2 for the approval of the members.

By the order of the Board
For **Transrail Lighting Limited**

A handwritten signature in blue ink, reading "Gandhali Upadhye".

Gandhali Upadhye
Company Secretary

Date:-23.10.2023
Place:- Mumbai



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