

## LETTER OF APPOINTMENT AS INDEPENDENT DIRECTOR

To,

Date:-5<sup>th</sup> June, 2022

**Mr. Narayanarao Sai Mohan**

**DIN: 06942791**

**Address:- B/201, D B Woods, Krishna Vatika Marg, Gokuldharm, Goregaon East, Mumbai-400063**

Dear Sir,

On behalf of all the Board members of Transrail Lighting Limited (hereinafter referred to as Company), I am pleased to inform you that subject to the approval of the shareholders in the upcoming General Meeting, you are hereby appointed as Additional Independent Director on the Board of Directors (hereinafter referred to as Board) of the Company with effect from 5<sup>th</sup> June, 2022.

As an Independent Director, you will not be liable to retire by rotation.

As per the Companies Act, 2013, this letter of appointment sets out the terms and conditions covering your appointment which are as follows:-

1. **Appointment:-**You are appointed for a period of 1 year i.e. up to 4<sup>th</sup> June, 2023.
2. **Committee:-**The Board may, if it deems fit invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in future.

Your appointment on such Committee(s) will be subject to the applicable regulations.

3. **Status of appointment:-**You will not be an employee of the Company and this letter shall not constitute a contract of employment.

You may be paid such remuneration by way of sitting fees for meetings of the Board and its Committees as decided by the Board.

4. **Commitment:-** As an Independent Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance.

You will be expected to attend meetings of the Board, Board Committees to which you may be appointed and shareholder's meetings and to devote such time to your duties, as appropriate for you to discharge your duties effectively.

5. **Code of Conduct, Functions and Duties:-**You will be expected to perform your duties, whether statutory or fiduciary in faithful, efficient and diligent manner.

You will have all the usual duties of an Independent Director under Company law and other applicable law for the time being in force.

In addition to the above requirements, you shall abide by the Code of Conduct for Independent Director as laid down under Schedule IV of the Companies Act, 2013 (a copy of which is attached for ready reference).

6. **Liability**:-As an Independent Director you will be liable only in respect of such acts which had occurred with your knowledge, attributable through board processes and with your consent or connivance or where you had not acted diligently.
7. **Governing Law**:-This Letter of Appointment is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian courts.

If you are willing to accept these terms of appointment relating to your appointment as a Non-Executive Independent Director of Transrail Lighting Limited, kindly confirm your acceptance of these terms by signing and returning to us the enclosed copy of this letter.

Yours sincerely,

For **Transrail Lighting Limited**

**D.C. Bagde**  
**Executive Chairman**