

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF TRANSRAIL LIGHTING LIMITED HELD ON 10TH AUGUST, 2023 AT 5.00 P.M. VIDE VIDEO CONFERENCING.

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. DIGAMBAR BAGDE AS AN EXECUTIVE CHAIRMAN FOR A PERIOD OF 3 YEARS W.E.F. 1ST OCTOBER, 2023

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the approval by the shareholders at upcoming General Meeting of the Company, approval of the board be and is hereby accorded for appointment of Mr. Digambar Bagde (DIN: 00122564) as an Executive Chairman of the Company with effect from 01st October, 2023 for a period of 3 (Three) years i.e upto 30th September 2026;

RESOLVED FURTHER THAT the current salary of Mr. Digambar Bagde shall be Rs. 4,00,00,000/- (Rupees Four Crore Only) per annum and his current incentive/ commission shall be as may be determined by the Nomination and Remuneration Committee of the Company for the period commencing from 01st October, 2023 and the perquisites/ benefits as detailed in the in the Service agreement to be executed between the Company and Mr. Digambar Bagde containing his terms and conditions of appointment and remuneration, till further amendment by the Board;

RESOLVED FURTHER THAT the said remuneration shall be the minimum remuneration that shall be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, subject to the necessary approvals as may be required in this regard;

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the company be and are hereby severally authorized to file necessary forms with the Registrar of Companies in this respect and to do all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

Certified True Copy
For Transrail Lighting Limited



Gandhali Upadhye
General Manager-Legal & Company Secretary



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.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 16TH ANNUAL GENERAL MEETING OF TRANSRAIL LIGHTING LIMITED HELD ON WEDNESDAY, 27TH SEPTEMBER, 2023 AT 2.30 P.M. VIDE VIDEO CONFERENCING

Appointment of Mr. Digambar Bagde as Executive Chairman for a period of 3 years

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for appointment of Mr. Digambar Bagde (DIN: 00122564), aged 73 years as an Executive Chairman (in the capacity of a Whole Time Director) on the Board of the Company with effect from 01st October, 2023 for a period of 3 (Three) years;

RESOLVED FURTHER THAT pursuant to the provisions of Section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, approval of the Members of the Company be and is hereby accorded for holding of office of Executive Chairman by Mr. Digambar Bagde (DIN 00122564) up to 30th September, 2026;

RESOLVED FURTHER THAT the salary of Mr. Digambar Bagde be Rs. 4,00,00,000/- (Rupees Four Crore Only) per annum and his incentive/ commission be as may be determined by the Nomination and Remuneration Committee of the Company for the period commencing from 01st October, 2023 and the perquisites/ benefits as detailed in the abovementioned executed agreement, till further amendment by the Board;

RESOLVED FURTHER THAT the said remuneration shall be the minimum remuneration that shall be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, subject to the necessary approvals as may be required in this regard;

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the company be and are hereby severally authorized to file necessary forms with the Registrar of Companies in this respect and to do all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

For Transrail Lighting Limited



Gandhali Upadhye
GM- Legal & Company Secretary
M. No. F10368



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