



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 14TH ANNUAL GENERAL MEETING OF TRANSRAIL LIGHTING LIMITED HELD ON MONDAY, 27TH SEPTEMBER, 2021 AT 11.00 A.M. VIDE VIDEO CONFERENCING

APPOINTMENT OF MR. RANDEEP NARANG AS CHIEF EXECUTIVE OFFICER & DEPUTY MANAGING DIRECTOR

“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 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. Randeep Narang (DIN: 07269818), as Chief Executive Officer & Deputy Managing Director (Whole Time Director) on the Board of the Company with effect from 15th December, 2020 for a period of 5 (five) years, whose period of office shall be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to fix the salary of Mr. Randeep Narang within the limit of Rs. 2,00,00,000/- (Rupees Two Crore Only) to Rs. 3,00,00,000/- (Rupees Three Crore Only) and the incentive of Rs. 90,00,000 (Rupees Ninety Lacs) or more as may be decided by the Board as part of the Total remuneration per annum (subject to the limits contained in Schedule V of the Companies Act, 2013) plus perquisites/benefits, as detailed in the agreement executed between the Company and Mr. Randeep Narang containing his terms and conditions of appointment and remuneration, as placed before the Board, from time to time but not more than such limits as may be specified in Schedule V, Section 197 of the Act or any other applicable provisions of law;

RESOLVED FURTHER THAT the current remuneration of Mr. Randeep Narang shall be Rs. 3,34,00,000/- (Rupees Three Crore Thirty Four Lacs Only) per annum for the period commencing from 15th December, 2020 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**

ANUPRI
YA
GARG

Digitally signed by ANUPRIYA GARG
DN: cn=ANUPRIYA GARG, o=TRANSRAIL LIGHTING LIMITED, ou=TRANSRAIL LIGHTING LIMITED, email=anupriya.garg@transrail.in, c=IN
Date: 2021.09.27 11:24:44 +05'30'

Anupriya Garg
GM- Legal & Company Secretary
M. No. A18612

TRANSRAIL LIGHTING LIMITED

Registered Office: 501, A,B,C,E Fortune 2000, Block-G, Bandra Kurla Complex, Bandra East, Mumbai-400051, Maharashtra, India.
Tel. +91-22-6197-9600 | Fax: +91-22-6197-9666 | Web: www.transrail.in | CIN:U31506MH2008PLC179012.



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

Item Nos.7 & 8:- To consider and approve the appointment of Mr. Randeep Narang & Mr. Aditya Vikram as Executive Directors:

The Board of Directors in its meeting held on 15th December, 2020 had appointed Mr. Randeep Narang as an Additional Director, in the capacity of Executive Director to be designated as Chief Executive Officer & Deputy Managing Director of the Company. He holds office as Director till the conclusion of next 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. Randeep Narang as an Executive Director to be designated as Chief Executive Officer & Deputy Managing Director of the Company vide Special Resolution.

Board of Directors of the Company through resolution passed at its Meeting held on 23rd September, 2020 had appointed Mr. Jeevanlal Nagori as an Additional Director in the capacity of Non-Executive Director of the Company. Subsequently, the Board of Directors in its meeting held on 25th June, 2021 had re-classified Mr. Jeevanlal Nagori as an Executive Director designated as Director-Finance of the Company with effect from 8th June, 2021. He holds office as Director till the conclusion of next 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. Jeevanlal Nagori as an Executive Director to be designated as Director-Finance of the Company vide Special Resolution.

A brief profiles of Mr. Randeep Narang & Mr. Jeevanlal Nagori pursuant to Secretarial Standard -2 are enclosed as a part of this Explanatory statement.

Other particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of Schedule V to the Companies Act, 2013 are given in **Annexure "A"** to this explanatory statement.

None of the others Directors and Key Managerial Personnel of the Company and their relatives except Mr. Randeep Narang & Mr. Jeevanlal Nagori are concerned or interested, financial or otherwise, in these resolutions respectively.

Annexure "A" to the Explanatory Statement

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of appointment of Mr. Jeevanlal Nagori as an Executive Director is as under"-

I. General Information:

- a. **Nature of Industry-** Transmission & Distribution
- b. **Date of commencement of commercial production-** Company is in business since 2008
- c. **Financial Performance of the Company-** As per the published Audited Financial results for the financial year ended 31st March 2019.

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(Amount-INR in crores)

| Particulars | Consolidated | | Standalone | |
|----------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
| | 31 st March, 2021 | 31 st March, 2020 | 31 st March, 2021 | 31 st March, 2020 |
| Total Revenue | 2200.90 | 1902.77 | 2183.43 | 1,858.49 |
| Total Expenses | 2069.15 | 1781.60 | 2048.57 | 1,738.18 |
| Profit / (Loss) before tax | 131.03 | 120.21 | 134.86 | 120.31 |
| Tax expense | 32.85 | 18.22 | 32.85 | 18.14 |
| Profit / (Loss) after tax | 98.18 | 101.99 | 102.01 | 102.17 |

d. **Foreign Investments or collaborations-The Investments in the wholly owned foreign subsidiaries of your Company is as under:-**

| Company | Amount Invested in foreign currency | Amount Invested (In Rs.) |
|-------------------------------------|-------------------------------------|--------------------------|
| Transrail International FZE (UAE) | 200,000 AED | 36,08,230 |
| Transrail Structures America INC | 10,000 USD | 6,91,713 |
| Transrail Lighting Nigeria Limited | 1,00,00,000 Naira | 19,74,000 |
| Transrail Lighting Malaysia SDN BHD | 9,800 RM | 1,69,799 |

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II. Information about the appointee:

| Heading | Mr. Randeep Narang | Mr. Jeevanlal Nagori |
|---------------------------|---|---|
| Background details | <p>Mr. Randeep Narang has a successful 36 years of experience in managing complex P&Ls across various industries. Most recently he was President at KEC, managing International T&D, Solar and RPG Cables, prior to which he was the ED/President for KEC India and South Asia (for 4-1/2 years). At KEC he was instrumental in the 3-x revenue growth of the India and South Asia business between 2011-16 (2015/16 Revenue 3500+cr). He further cemented growth in the international business(2016-2020 , 4-1/2 years),successfully entering 17 new countries in last 4 years (2019/20 Revenue 2500crs) and also turned around the RPG Cables business which had been loss making for 10+ years(19/20 Revenue 1000+cr).</p> <p>Prior to his 9 years in the EPC industry, he has managed companies and functions across multiple industries. He was the MD & CEO for CEAT Sri Lanka for 3 years and COO (West) for Airtel I Ltd. He started his career as an Executive Trainee (DCM Management Training programme) with Shri Ram Fertilisers & Chemicals Kota/Mumbai and has also worked with NEC Corporation Japan, MRF Ltd, and Goodyear Tyres & Rubber co, over the years.</p> <p>He has pursued his education from St. Xaviers School Delhi, Hans Raj College, Delhi University and MBA from NMIMS Mumbai. He has attended several Leadership Development & Strategic Management programmes in the US as well as in India. He has also worked closely with IEEMA, where he has previously been the Chairman of its T&D division as well as Chairman of IEEMA international Division.</p> | <p>Mr. Jeevanlal Nagori is a qualified Chartered Accountant. During the span of 34 years i.e. from September 1983 till May 2017, he held various various positions right from Chief Accountant, Senior Manager till President Projects API+ Formulations in IPCA Laboratories. He is also a Partner in the firm “JLN US & Co., Chartered Accountants.” This firm was established in 1965 which has 15 branches PAN India and a team of 300+ people, working exclusively in the field of turnaround & rehabilitation of sick industries. The firm also provides management consultancy & transaction advisory.</p> |

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| <p>Past remuneration drawn & recognition or rewards</p> | <p>The current remuneration of Mr. Randeep Narang is Rs. 3,34,00,000/- (Rupees Three Crore Thirty Four Lacs Only) per annum for the period commencing from 15th December, 2020 plus perquisites/ benefits as detailed in the agreement executed between the Company and Mr. Randeep Narang, till further amendment by the Board.</p> | <p>The past remuneration of Mr. Jeevanlal Nagori was Rs. 1,00,00,000/- (Rupees One Crore Only) per annum.</p> |
| <p>Job Profile and suitability</p> | <p>To use his wide experience and devote his whole time and attention towards the business of the Company and carry out such duties as may be entrusted to him by the Board and to make all efforts and use all of his experience for growth and profitability of the business of the Company</p> | <p>To use his wide experience and devote his whole time and attention towards the business of the Company and carry out such duties as may be entrusted to him by the Board and to make all efforts and use all of his experience for growth and profitability of the business of the Company</p> |
| <p>Remuneration proposed</p> | <p>The Board of Directors can fix the salary of Mr. Randeep Narang within the limit of Rs. 2,00,00,000/- (Rupees Two Crore Only) to Rs. 3,00,00,000/- (Rupees Three Crore Only) and the incentive of Rs. 90,00,000 (Rupees Ninety Lacs) or more as may be decided by the Board as part of the Total remuneration per annum (subject to the limits contained in Schedule V of the Companies Act, 2013) plus perquisites/ benefits, as detailed in the agreement executed between the Company and Mr. Randeep Narang containing his terms and conditions of appointment and remuneration, as placed before the Board, from time to time but not more than such limits as may be specified in Schedule V, Section 197 of the Act or any other applicable provisions of law;</p> <p>The current remuneration of Mr. Randeep Narang is Rs. 3,34,00,000/- (Rupees Three Crore Thirty Four Lacs Only) per annum for the period commencing from 15th December, 2020 and perquisites/ benefits as detailed in the agreement executed between the Company and Mr. Randeep Narang, till further amendment by the Board.</p> | <p>The Board of Directors can fix the salary of Mr. Jeevanlal Nagori within the limit of Rs. 1,00,00,000/- (Rupees One Crore Only) to Rs. 1,50,00,000/- (Rupees One Crore Fifty Lacs Only) and the incentive of Rs. 20,00,000 (Rupees Twenty Lacs) or more as may be decided by the Board as part of the Total remuneration per annum (subject to the limits contained in Schedule V of the Companies Act, 2013) and the perquisites/ benefits, as detailed in the agreement executed between the Company and Mr. Jeevanlal Nagori containing his terms and conditions of appointment and remuneration, as placed before the Board, from time to time but not more than such limits as may be specified in Schedule V, Section 197 of the Act or any other applicable provisions of law;</p> <p>The current salary of Mr. Jeevanlal Nagori shall be Rs. 1,00,00,000/- (Rupees One Crore Only) per annum and his current incentive shall be Rs. 20,00,000/- (Rupees Twenty Lacs Only) per annum for the period commencing from 8th June, 2021 and perquisites/ benefits as detailed in the abovementioned executed agreement, till further amendment by the Board.</p> |

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| Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | <p>The Board evaluated these aspects while determining the current salary and it is as per the industrial standards</p> |
| Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel | <p>None</p> |

III. Other Information:

- a. **Reasons for Loss or inadequate profits along with the steps taken or proposed to be taken for improvement and the Expected increase in productivity and profits in measurable terms** - As on date the Company has adequate profits. The Company runs with risks associated with the business and hence the adequacy of profits cannot be guaranteed. The Company has a diversified business line and is on the growth track. The Company also has a Risk Management Policy in place and has different vertical heads to ensure profitability of the Company. The reviews are carried out on quarterly and annual basis to monitor the financial state of the Company.

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Profile of the Director(s) (Seeking appointment/ re-appointment as per SS-2)

| | | |
|---|--|--|
| Name | Randeep Narang | Mr. Jeevanlal Nagori |
| Age | 59 years | 61 years |
| Date of appointment of Director | 15 th December, 2020 | 8 th June, 2021 |
| Experience in functional area | 36 Years | 34 Years |
| Qualification | M.B.A. | C.A. |
| Terms & Conditions of appointment & last remuneration | <p>The terms and conditions of his appointment are as per the Service Agreement entered into between the Company and Mr. Randeep Narang.</p> <p>His last drawn remuneration is Rs. 3,34,00,000/- (Rupees Three Crore Thirty Four Lacs Only) per annum for the period commencing from 15th December, 2020 including perquisites/ benefits as detailed in the abovementioned executed agreement, till further amendment by the Board;</p> | <p>The terms and conditions of his appointment are as per the Service Agreement entered into between the Company and Mr. Jeevanlal Nagori.</p> <p>His last drawn remuneration was Rs. 1,00,00,000/- (Rupees One Crore Only) per annum.</p> |
| Directorship in other companies | NA | <ol style="list-style-type: none"> 1. Avik Pharmaceuticals Ltd. 2. Unilink Impex Private Limited 3. Aether Industries Limited 4. Ajanma Holdings Private Limited |
| Membership of Committees of other Public Companies | None | None |
| No. of shares held in the Company | None | None |
| First appointment by the Board | 15 th December, 2020 | 11 th December, 2019 |
| Relationship with other Directors, Managers & KMP's | None | None |
| Board Meetings attended during the Financial Year 2020-21 | 3 (As he was appointed the Board Meeting held on 15.12.2020, he was eligible to attend only 3 Board Meeting during the financial year 2020-21) | 8 |

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