



NOTICE

Notice is hereby given that the 14th Annual General Meeting of the members of Transrail Lighting Limited having its registered office at 501 A,B,C,E Fortune 2000, Block G Bandra Kurla Complex, Bandra East Mumbai MH 400051, India will be held through Video Conferencing (VC) or other audio visual means ('OAVM') on Monday, 27th September, 2021 at 11.00 a.m. in accordance with the applicable provisions of the Companies Act, 2013, to transact the following businesses:-

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) of the Company for the Financial Year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Srikant Chaturvedi (DIN: 00651133), who retires by rotation and being eligible, offers himself for re-appointment.

Brief profile of Mr. Srikant Chaturvedi is as under:-

Mr. Srikant Chaturvedi is a practising Chartered Accountant having experience and expertise in the Banking and Accounting matters.

SPECIAL BUSINESS:

3. To consider and if thought fit to pass the following resolution with or without modification as an Ordinary Resolution:

A.

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration paid to M/s. ABK & Associates, Cost Accountants, (Registration No. 000036), appointed as Cost Auditors (in lieu of casual vacancy caused to the office of Cost Auditor) to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2021, amounting to Rs. 2,20,000 (Rupees Two Lac Twenty Thousand only) plus applicable taxes and out of pocket expenses be ratified, confirmed and approved;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

TRANSRAIL LIGHTING LIMITED

Registered Office: 501, A,B,C,E Fortune 2000, Block-G, Bandra Kurla Complex, Bandra East, Mumbai-400051, Maharashtra, India.
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B.

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. ABK & Associates, Cost Accountants, (Registration No. 000036), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2022, amounting to Rs. 3,00,000 (Rupees Three Lac only) plus applicable taxes and out of pocket expenses be ratified, confirmed and approved;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To consider and if thought fit to pass the following resolution with or without modification as an Ordinary Resolution:

“RESOLVED THAT Ms. Ravita Punwani, who was originally appointed as an Additional (Non-Executive) Director with effect from 15th December, 2020 and re-designated as an Independent Director with effect from 25th June, 2021 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Non- Executive Independent Director of the Company for a period till 14th December, 2023;

RESOLVED FURTHER THAT any one 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.”

5. To consider and if thought fit to pass the following resolution with or without modification as an Ordinary Resolution:

“RESOLVED THAT Mr. Sanjay Verma, who was appointed as an Additional (Non-Executive) Director with effect from 15th December, 2020 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Non- Executive Director of the Company for a period till 14th December, 2023 and whose period of office shall be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT any one 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.”

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6. To consider and if thought fit to pass the following resolution with or without modification as an Ordinary Resolution:

“RESOLVED THAT Mr. Aditya Vikram, who was appointed as an Additional (Independent) Director with effect from 20th August, 2021 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Non- Executive Independent Director of the Company for a period till 19th August, 2024.;

RESOLVED FURTHER THAT any one 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.”

7. To consider and if thought fit to pass the following resolution with or without modification as a Special Resolution:

“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.”

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8. To consider and if thought fit to pass the following resolution with or without modification as a Special Resolution:

“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. Jeevanlal Nagori (DIN: 00017939), as Director-Finance (Whole Time Director) on the Board of the Company with effect from 8th June, 2021 for a period of 3 (three) 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. 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;

RESOLVED FURTHER THAT 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;

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."

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

Anupriya Garg
GM- Legal and Company Secretary
Date: 02nd September, 2021
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 Annual General Meeting ('AGM') through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal presence of the members at the meeting vide its circular No. 02/2021 dated January 13, 2021 read with Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and prescribed the specified procedures to be followed for conducting the AGM 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 MH 400051, India
2. In compliance with the provisions of the Companies Act, 2013 ("Act"), and MCA circulars, the 14th AGM of the members will be held through video conferencing ('VC') or other audio visual means ('OAVM'). Hence, Members can attend and participate in the AGM through VC/ OAVM only. The members can join the meeting at the below mentioned link:-

https://teams.microsoft.com/l/meetup-join/19:meeting_ZmY1NWQwNzEtM2IzZi00ZDg4LWI3ZWItYmM1ZWQxYmQ4ZjY1@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 AGM through VC/OAVM.
4. Since this AGM 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 AGM 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 AGM 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 AGM through VC/OAVM.

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9. In case of Joint Holders attending the AGM, 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 anupriya.garg@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 AGM. Members who wish to seek inspect, may send their request through an email at anupriya.garg@transraillighting.com up to the date of AGM.
14. In compliance with the provisions of MCA prescribed vide its circular No. 02/2021 dated January 13, 2021 read with Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Notice of the AGM along with the Annual Report for 2020-21, are being sent through electronic mode to those Members whose email IDs are available with the Company/Depositories/RTA.
15. Since the AGM 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 of the Companies Act, 2013:

Item No. 3.

The members of the Company in their 13th AGM held on 8th September, 2020 had approved the remuneration of Rs. 2,20,000/- to be paid to Mr. R.S. Raghavan, the Cost Auditor of the Company for the Financial Year 2020-21. Mr. R.S. Raghavan met with a sudden untimely demise on 16th June, 2021. Due to the casual vacancy caused in the office of the Cost Auditor in accordance with Rule 6(3A) of the Companies (Cost Records & Audit) Rules, 2014, the Company had appointed M/s. ABK & Associates., Cost Accountants, as the Cost Auditors of the Company for the Financial Year 2020-21.

Thus, pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the members are required to approve the following:-

- a. Ratification of remuneration payable to the Cost Auditors with regards to audit the cost records for applicable products of the Company carried out for the Financial Year 2020-21; and
- b. Remuneration payable to the Cost Auditors with regards to audit the cost records for applicable products of the Company to be carried out for the Financial Year 2021-22

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

The Board recommends the above Ordinary Resolution(s) as set out in Item No. 3A & 3B respectively of the Notice for your approval.

Item No. 4.

Board of Directors of the Company through resolution passed at its Meeting held on 15th December, 2020 had appointed Ms. Ravita Punwani as an Additional (Non-Executive) Director of the Company. In the Board Meeting held on 25th June, 2021, she was re-designated as an Additional (Independent) Director of the Company. She holds office of the 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 Ms. Ravita Punwani as an Independent Director of the Company. Brief profile of Ms. Ravita Punwani is given below for reference of the members:

Ms. Ravita Punwani is Human Resource Professional with 20+ years expertise in Research, Talent acquisition, Talent Management, Talent Mapping, Leadership Hiring, Head Hunting, Business Intelligence, in Manufacturing, Engineering, Auto Ancillary, Financial services & the Retail sectors. She also gained immense experience in Public Relations & Corporate Communications with the corporate sector.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Ravita Punwani is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.4 for the approval of the members.

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Item No. 5.

Board of Directors of the Company through resolution passed at its Meeting held on 15th December, 2020 had appointed Mr. Sanjay Verma as an Additional Director of the Company. He holds office of the 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. Sanjay Verma as Non-Executive Director of the Company. Brief profile of Mr. Sanjay Verma is given below for reference of the members:

Mr. Sanjay Verma is a first generation technocrat entrepreneur with more than 15 years of diversified experience in Real Estates, Petrochemicals, International Joint Ventures/ Mergers. Currently he is also Chairman Governing Body- Maheshwara Medical College, Vice President of Delhi Flying Club, BRICS Chamber of Commerce & Industry, Indo-German Export Promotion, Indo-Bulgarian Chamber of Commerce.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Sanjay Verma is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.5 for the approval of the members.

Item No. 6.

Board of Directors of the Company through resolution passed at its Meeting held on 20th August, 2021 had appointed Mr. Aditya Vikram as an Additional (Independent) Director in the Company. He holds office of the 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. Aditya Vikram as Non-Executive Independent Director of the Company. Brief profile of Mr. Aditya Vikram is given below for reference of the members:

Mr Aditya Vikram IRS (Retd) was member of Central Board of Direct Taxes. He did his schooling and graduation from Rajasthan and postgraduation from Delhi. In 1981 , at the age of 22 he joined Indian Revenue Service . After his training at LBSNA Mussorie and National Academy of Direct Taxes at Nagpur he was posted to Mumbai from 1983 to early 1991 into investigation(intelligence gathering and searches) and headquarter administration.

On his promotion as Deputy Commissioner currently known as Joint and Addl. Commissioner, he was at Chennai, Jaipur, Ahmedabad and Delhi from 1991 to 2000 as an incharge of appeals , administration and investigation and vigilance . In 2001, he got promoted as Commissioner of Income Tax and at that level he worked in Ahmedabad , Mumbai and Surat both in appellate and Administrative role.

On his promotion as Chief Commissioner and Director General of Investigation he was in Delhi from 2014 to 2017. He was also Director General of Logistics, HRD and Administration with all india jurisdiction.

On his promotion as Member Central Board of Direct Taxes he was incharge of south zone but the main role was policy formulation and major technological transformation of departmental internal processes . He retired at the month end of June 2019 .

With his vast experience of income-tax matters, his presence on the Board of Transrail may bring benefit of his knowledge in the area of taxation to the company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Aditya Vikram is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.6 for the approval of the members.

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Item No.7 & 8.

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 though 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.

The Board recommends the resolutions set forth in Item no. 7 & 8 for the approval of the members as Special Resolutions.

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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. Randeep Narang & Mr. Jeevanlal Nagori as Executive Directors 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 2021.

(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(s):

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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Past remuneration drawn & recognition or rewards	<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>
Job Profile and suitability	<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>
Remuneration proposed	<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	The Board evaluated these aspects while determining the current salary and it is as per the industrial standards
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel	None

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 (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

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

Anupriya Garg
GM- Legal and Company Secretary
Date: 02nd September, 2021
Place: Mumbai

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