



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 May, 2022, at 10.30 a.m. vide Video Conferencing.

1. Special Business:

To enhance the borrowing limits of the Company.

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

“RESOLVED THAT in supersession of all the previous resolutions passed in respect of increasing the borrowing limits of the Company, consent of the shareholders be and is hereby accorded pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and its rules thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to the Board of Directors (which expression shall be deemed to include any committee/s thereof and hereinunder referred to as **“the Board”**) for borrowing any sum or sums of money from time to time from any one or more banks, financial institutions or other persons, firms, bodies corporate or financial institutions, whether in India or abroad, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans availed by the Company from the Company’s bankers in the ordinary course of business), which may exceed the aggregate of the paid-up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) so that the amount up to which the money may be borrowed by the Board of Directors and outstanding at any time shall not exceed Rs. 100,00,00,00,000/- (Rupees Ten Thousand Crore Only);

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors, to finalize and execute the loan agreements, trust deeds and/ or other deeds, documents and agreements and to do all such acts, deeds, matters and things and to take all such further steps as may in opinion of the Board of Directors (including any Committee thereof) be necessary, proper or expedient for giving effect to this resolution.”

2. Special Business:

Creation of security on the assets of the Company

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

“RESOLVED THAT in supersession of all the previous resolutions passed in respect of creation of security on the assets of the Company, consent of the shareholders be and is hereby accorded pursuant to section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) to the Board of Directors of the Company for mortgaging and/ or charging on such terms and conditions at such time or times and in such form and manner and with such ranking as to priority (whether pari passu with subsisting charges or otherwise) as it may think fit, all or some or any immovable and or/ movable properties of the company, wherever situated, both present and future and/ or

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the whole or substantially the whole of the company's one or more undertaking or all the undertakings, including the present and/ or future properties, whether movable or immovable, comprised in any undertaking or undertakings of the company as the case may be, in favour of the lender(s) including debenture trustees for the holders of the debentures that may be issued whether privately placed/ to be placed with the financial institutions, banks, bodies corporate and others with power to the lender(s) or debenture-trustees to take over the management of the business and concern of the Company in certain events and upon the terms and conditions decided/ to be decided by the Board of Directors of the Company, together with interest thereon or additional interest, cumulative interest, liquidated damages, remuneration of debenture-trustees, if any, premium, if any, on redemption/ pre-payment costs, charges, expenses and all other moneys payable by the company to the lender(s) or debenture trustees and to the holders of debentures/ bonds in terms of the availment of loans or issue of the said debentures/ bonds subject to the maximum amount of Rs. 100,00,00,00,000/- (Rupees Ten Thousand Crores Only) including the charges subsisting;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors, to finalize and execute the loan agreements, trust deeds and/ or other deeds, documents and agreements and to do all such acts, deeds, matters and things and to take all such further steps as may in opinion of the Board of Directors (including any Committee thereof) be necessary, proper or expedient for giving effect to this resolution.”

By Order of the Board

For Transrail Lighting Limited

Sd/-

Date: 05.05.2022

Place: Mumbai

Gandhali Upadhye

GM- Legal & Company Secretary

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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 provisions of Section 180(1)(c) of the Companies Act, 2013, the members at their Annual General Meeting held on 14th September, 2018, had approved the existing borrowing limits for the Company upto Rs. 6,000 crores. However, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from Rs. 6,000 crores to Rs. 10,000 crores. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

The Board recommends the above special resolution for your approval.

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.

Item No. 2: As explained above consequent to increase in the borrowing limits of the Company it would be necessary to revise the approval for creation of charge on properties of the Company given by the members in their Annual General Meeting held on 14th September, 2018, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013. The current approved limit is Rs. 6,000 crores and it is proposed to increase the existing limits from Rs.6, 000 crores to Rs. 10,000 crores. Creation of security on the assets of the Company which may mean or include whole or substantially the whole of undertaking of the Company, requires consent of shareholders. Accordingly, matter has been put forward for members' approval.

The Board recommends the above special resolution for your approval.

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.

By Order of the Board

For Transrail Lighting Limited

Sd/-

Date: 05.05.2022

Place: Mumbai

**Gandhali Upadhye
GM- Legal & Company Secretary**

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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. 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 MH 400051, India

In compliance with the provisions of the Companies Act, 2013 ("Act"), and MCA circulars, the Extraordinary General Meeting (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 link:-

https://teams.microsoft.com/l/meetup-join/19:meeting_MTBIMjJiODUtNTk2ZS00OTBILW15Y2MtNThkYmNINjBhODAw@thread.v2/0?context=%7B%22Tid%22:%22f53f0c91-1c65-4436-b359-446e00e47e8b%22,%22Oid%22:%22fee68f33-a24f-4cfd-a2c0-96e167c258de%22%7D

2. If there is any change in the link, the same shall be available at the website of the Company 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 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.

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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
9. In case of Joint Holders attending the EGM, only such Joint Holder whose name 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 gandhali.upadhye@transrailighting.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 gandhali.upadhye@transrailighting.com up to the date of AGM.
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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BALLOT FORM

Name(s) & Registered Address :-
of the Sole/First named Member

Name of the Joint Holder(s):-
(if any)

Registered Folio No/ :-
Client ID/ DP ID

No. of Ordinary Shares held:-

I/We exercise my/ our vote(s) in respect of the resolutions set out in the Notice of the Annual General Meeting of the company to be held on the 27th day of May, 2022 at 10.30 a.m. vide Video Conferencing by sending my/ our assent or dissent to the said resolutions by placing a tick mark at the appropriate box below:

Resolution No.	Resolutions	Assent	Dissent
Special Business(es)			
01	Increase in borrowing limits		
02	Creation of Security on the assets of the Company		

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Signature of shareholder

Place:

Date

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