

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

To,  
**The Members,**  
**Transrail Lighting Limited**

Notice is hereby given that the Extra Ordinary General Meeting of the Shareholders of the Company will be held on Monday, 12<sup>th</sup> February, 2024, at 11:00 a.m. (IST) at a shorter notice through Video Conferencing to transact the following Special Businesses:

**1. Sub-Division of Face Value of Equity Shares of the Company and amendment in Memorandum of Association and Articles of Association of the Company**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Sections 13, 61(1)(d), 64 and all other applicable provisions of the Companies Act, 2013, and the rules and regulations made thereunder, as amended from time to time, (collectively referred to as the **“Companies Act”**) and the Articles of Association of the Company and subject to applicable law, the consent and approval of the shareholders be and is hereby accorded to the proposal of sub-division of the existing authorised share capital of the Company from Rs. 35,00,00,000 consisting of 3,50,00,000 equity shares of face value of Rs. 10/- (Rupees Ten Only) each (**“Equity Shares”**), to Rs. 35,00,00,000 consisting of 17,50,00,000 Equity Shares of face value of Rs. 2/- (Rupees Two only) each.

**RESOLVED FURTHER THAT** pursuant to the sub-division of the authorised share capital of the Company, the existing face value of equity shares of Rs. 10 each of all the issued, subscribed and paid-up equity share capital of the Company shall stand sub-divided into equity shares of face value of Rs. 2 each fully paid and shall rank pari-passu in all respects with the existing fully paid equity shares of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act as amended and the rules made thereunder, the consent and approval of the shareholders of the Company be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company with the following clause:

“The Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only) divided into 17,50,00,000 (Seventeen Crore Fifty Lakh) Equity Shares of Rs. 2/- (Rupees Two Only) each.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any of the Companies Act and the Rules framed thereunder, consent of the Shareholders of the Company be and is hereby accorded to substitute the definition of “Shares” as mentioned under ‘Clause 89-sub clause (x) of Part-B’ of the Articles of Association of the Company as follow:

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**Corporate & Registered Office :**

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“Equity Shares” means the ordinary equity shares of the Company having a face value of INR 2 (Rupees Two) each.”

**RESOLVED FURTHER THAT** upon sub-division of equity shares, as aforesaid, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014, the sub-divided equity shares of nominal value of Rs. 2 each shall be credited to the respective beneficiary account of the Members with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares of the Company.

**RESOLVED FURTHER THAT** any of Directors of the Company and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including making the necessary applications, filing forms including Corporate Action Forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution.”

## 2. Approval for Initial Public Offer of Equity Shares of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the “**Companies Act**”), the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), as amended, and the rules and regulations made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**SEBI Listing Regulations**”), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (“**GoI**”), including the Department for Promotion of Industry and Internal Trade (“**DPIIT**”), Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), and any other applicable laws, rules and regulations, in India or outside India (collectively, the “**Applicable Laws**”), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective recognised stock exchanges of India where the equity shares of the Company (“**Equity Shares**”) are proposed to be listed (“**Stock Exchanges**”), and subject to any approvals, consents, permissions or sanctions from the GoI, the Registrar of Companies, Maharashtra at Mumbai (“**RoC**”), SEBI, RBI, DPIIT and any other appropriate governmental, statutory and regulatory authorities of India (“**Regulatory Authorities**”), and any third parties including but not limited to lender(s) of the Company, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include the IPO committee or any others duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the shareholders be and is hereby accorded to create, issue, offer, allot and/or transfer such number of Equity Shares, up to an aggregate of Rs. 5000 million by way of a fresh issue of Equity Shares (the “**Fresh Issue**”) and an offer for sale of such number of equity shares as may be offered by certain existing shareholders

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("Selling Shareholders") ("Offer for Sale" and together with the Fresh Issue, "the Offer"), for cash, either at par or premium, as may be determined by the Board or its duly constituted IPO Committee (with an option to the Company to retain an over-subscription to the extent of 1% of the Offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer and making allotments in minimum lots, while finalising the basis of allotment, in consultation with the designated stock exchange and on such terms and conditions as may be finalised by the Board in consultation with the Book Running Lead Managers ("BRLMs") including the issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations, out of the authorised capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide in consultation with the BRLMs, including anchor investors and qualified institutional buyers defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign / resident investors, employees (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, mutual funds, systemically important non-banking finance companies, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons, including retail individual bidders, in one or more combinations thereof, whether through the Offer or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively, the "Investors"), by way of the Offer in consultation with the BRLMs and/or underwriters and/or the stabilizing agent, in case of a green shoe option, and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer document, prospectus and/or an offering memorandum, as required, including the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board as permissible under Applicable Law and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit.

**RESOLVED FURTHER THAT**, in accordance with Applicable Laws, the Offer may include, without limitation, issuance and allotment of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations and reservation of a certain number of Equity Shares to be issued to such person or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the BRLMs and as may be permissible under Applicable Laws.

**RESOLVED FURTHER THAT** the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLMs and the Selling Shareholders (to the extent applicable), subject to the consent of and approvals from SEBI, GoI, RBI, RoC, DIPPT and the Stock Exchanges, and/or such other approvals, permissions and

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sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company and the Selling Shareholders in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other Applicable Laws, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer.

**RESOLVED FURTHER THAT** the Board and such other persons as may be authorised by the Board be and is hereby authorised on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees or such other eligible categories of investors (“**Reservation**”) or to provide a discount to the issue price to retail individual bidders or eligible employees (“**Discount**”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and any other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws, the consent and approval of the shareholders be and is hereby accorded to complete a private placement of up to such number of Equity Shares for cash consideration aggregating up to Rs. 1000 million may be decided by the Board (or duly authorised committee thereof), subject to the same not exceeding 20% of the estimated issue size or other limit as permitted under Applicable Laws, to certain investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus (“**Pre-IPO Placement**”), at such other price as decided by the Company [and the Selling Shareholders], in consultation with the BRLMs, underwriters, placement agents and/or other advisors, determine in light of the then prevailing market conditions in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of a Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under the Pre-IPO Placement subject to the Offer satisfying the minimum issue size requirements under the Securities Contracts (Regulation) Rules, 1957.

**RESOLVED FURTHER THAT** the Equity Shares issued, allotted or transferred pursuant to the Offer along with the existing shares held by the current members shall be listed on one or more recognized stock exchanges in India.

**RESOLVED FURTHER THAT** the Equity Shares so allotted under the Fresh Issue (including any reservation or green shoe option) and transferred pursuant to the Offer for Sale [(including pursuant to green shoe option)] shall be subject to the memorandum of association and the articles

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of association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board and such other persons as may be authorised by the Board in consultation with the BRLMs, be and is hereby authorised to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, issue, transfer and allotment of the Equity Shares, and utilization of the Offer proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with Applicable Laws, or the Company [and/or the selling shareholders] shall pay interest on failure thereof, as per Applicable Laws.

**RESOLVED FURTHER THAT** subject to compliance with Applicable Laws such Equity Shares as are not subscribed and/or not transferred by way of the Offer may be disposed of by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ foreign portfolio investors / such other persons or otherwise.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the Board and such other persons as may be authorised by the Board, on behalf of the Company, be and are hereby severally authorised to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.



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**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary and Compliance Officer be and is hereby authorised to certify the true copy of the aforesaid resolutions.”

### 3. Adoption of new set of Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 5,14 of the Companies Act, 2013 and the rules made thereunder, as amended, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and the requirements of the stock exchanges where the equity shares of the Company are proposed to be listed and in accordance with the enabling provisions of the Memorandum of Association and subject to the applicable provisions of any other applicable law, the set of existing Articles of Association of the Company, be and is hereby substituted with a new set of Articles of Association as placed before the shareholders of the Company and the same be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion and substitution of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any one of the Directors and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to take all steps for giving effect to the aforesaid resolution, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution.”

### 4. Re-appointment of Ms. Ravita Punwani as an Independent Director for second term

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Ms. Ravita Punwani (DIN: 08990767), who was appointed as an Independent Director of the Company for a term of 3 (Three) consecutive years commencing from 15<sup>th</sup> December, 2020 upto 14<sup>th</sup> December, 2023 (both days inclusive) and who upon expiry of first term, based on the recommendation of the Nomination & Remuneration Committee has been re-appointed by the Board of Directors as an Additional Director (Independent Director), with effect from 15<sup>th</sup> December 2023, be and is hereby regularized as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of 3 (Three) consecutive years commencing from 15<sup>th</sup> December, 2023 upto 14<sup>th</sup> December, 2026 (both days inclusive).



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**RESOLVED FURTHER THAT** any of the Directors and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”



By order of the Board  
For Transrail Lighting Limited

*Gaupadhye*

Gandhali Upadhye  
Company Secretary & Compliance Officer

Place: Mumbai  
Date: 6<sup>th</sup> February, 2024

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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:**

It is hereby informed to the members that the Board at its meeting held on 6<sup>th</sup> February, 2024, considered the proposal of Sub-division of the Equity shares of the Company, in the following manner:

1 (one) Equity Share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be sub-divided into 5 (five) equity shares having face value of Rs. 2/- (Rupee two only) each, fully paid-up, ranking pari-passu in all respects.

It is envisaged that proposed sub-division will make the equity shares of the Company more affordable and therefore it is in the best interest of the investors and the Company.

The sub-division of equity shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association of the Company.

Accordingly, Clause V of the Memorandum of Association will be substituted as stated below:

*The Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only) divided into 17,50,00,000 (Seventeen Crore Fifty Lakh) Equity Shares of Rs. 2/- (Rupees Two Only) each.*

There will not be any change in the amount of authorised, subscribed, issued and paid-up share capital of the Company on account of sub-division of the equity shares. Further, such sub-division/ split shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 13, 14 and 61 of the Companies Act, 2013, the approval of the Members is required for sub-division of shares and consequent amendment to Clause V of the Memorandum of Association and for altering the relevant clauses in the Articles of Association of the Company having reference/mentioning of existing face value.

None of the directors or key managerial personnel of the Company and their relatives are interested in the said resolution except to the extent of their shareholding in the Company.

The Board recommends to the members to pass the resolutions set out at Item No. 1 of the accompanying Notice for your approval as Special resolutions.

**Item No. 2:**

The Company intends to list its equity shares (the "Equity Shares") on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with the Company's Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of Equity Shares by way of [fresh issue of Equity Shares (the "Fresh Issue") and an offer for sale of Equity Shares by certain

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existing shareholders ("Selling Shareholders") ("Offer for Sale" and together with the Fresh Issue, the "Offer"). The Company intends to, at the discretion of the Board or its duly constituted IPO Committee, undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers ("BRLMs") and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

In view of the above and in terms of Sections 23, 62(1)(c) and other applicable provisions of the Companies Act, 2013 ("Companies Act"), and the rules and regulations made thereunder, each as amended, the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to issue and allot such number of Equity Shares in the Offer aggregating up to ₹ 5000 million on such terms and at such price or prices and at such time as may be considered appropriate by the Company, in consultation with the BRLMs, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). The Equity Shares, if any, allotted vide the Offer shall rank in all respects pari passu with the existing Equity Shares of the Company. The net proceeds of the Offer will be utilised for the purposes that shall be disclosed in the draft red herring prospectus, red herring prospectus and the prospectus. The Board or its duly constituted IPO Committee has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

The Equity Shares are proposed to be listed on BSE Limited, National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion (together, the "Stock Exchanges") and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

The Company will not make an offer of Equity Shares to the promoter, or members of the promoter group of the Company in the Offer. However, the directors (except who are part of the promoter group or are independent directors) or the key managerial personnel or senior managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

Other than through their participation in the Offer as mentioned above, none of the directors except Mr. D. C. Bagde, key managerial personnel or senior managerial personnel of the Company, or the relatives of the aforementioned persons are interested in the said resolution.

The Board recommends the resolutions in Item No. 2 of the accompanying Notice for your approval as special resolutions. Accordingly, approval of the shareholders of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act and the rules and regulations made thereunder, each, as amended.

### **Item No. 3:**

The Board of Directors of the Company at its meeting held on 6<sup>th</sup> February, 2024 has approved the proposal to raise further share capital through initial public offer subject to approval of the Shareholders and other regulatory approvals as may be required in this connection.

To enable the Company to proceed for initial public offering and to align with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and ICDR Regulations, the Company shall be required adopt new set of the Articles of Association.

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The draft of new set of Articles of Association to be adopted shall be available for inspection by the Members.

In view of the above and in terms of Section 5 and 14 and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company is required through a Special Resolution.

The Board recommends passing of the resolution as set out under Item No. 3 of the Notice for approval of the members as a Special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**Item No. 4:**

Ms. Ravita Punwani was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013 vide resolution passed by the Members for period of 3 years with effect from 15<sup>th</sup> December 2020 upto 14<sup>th</sup> December 2023.

Pursuant to recommendations of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13<sup>th</sup> December 2023, has approved re-appointment of Ms. Ravita Punwani as Additional Director (Independent) for a second term of 3 years with effect from 15<sup>th</sup> December 2023 to 14<sup>th</sup> December 2026 (both days inclusive) subject to approval of the members at ensuing General Meeting.

Pursuant to the provisions of 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, approval of shareholders is required through special resolution for the aforesaid re-appointment.

Except Ms. Ravita Punwani, none of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends to the members to pass the resolutions set out at Item No. 4 of the accompanying Notice for your approval as Special resolutions.

The information and brief profile of director pursuant to provisions of the Companies Act, 2013 read with Secretarial Standard 2 issued by the Institute of Company Secretaries of India, is as under:

<b>Name of the Director</b>	Ravita Punwani
<b>Directors Identification Number</b>	08990767
<b>Date of Birth (Age in years)</b>	March 9, 1964 (59 years)
<b>Original date of appointment</b>	15 <sup>th</sup> December 2020
<b>Qualifications and Experience and expertise in specific functional area (including brief resume)</b>	Ms. Ravita Punwani holds a bachelor's degree in Science from the College of Home Science, University of Bombay and a Diploma in Advertising and Public relations from K.C. College of Management Studies. She has over thirty-nine years of experience with a corporate exposure of 10 years in Microbiology, Public Relations and Corporate Communications. Previously, she was associated with Britannia Industries limited, Hotel Corporation of India Limited and ATV Projects India Limited. She has been working with Technical Systems, HR consulting firm since

**TRANSRAIL LIGHTING LIMITED**

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	1997 and currently designated as Human Resources Business Partner.
<b>Shareholding in the Company</b>	0
<b>Remuneration last drawn</b>	Sitting fees and commission was paid for attending meeting of Board and Committee(s) wherein she is a member.
<b>No. of Board meetings attended during the year (*Considered the Board meeting held till the quarter ended 31st December 2023)</b>	8/9*
<b>Terms and conditions of re-appointment and remuneration</b>	The term of re-appointment shall be for 3 years, not be liable to retire by rotation and entitled to sitting fees and commission payable as approved by the Board of Directors from time to time
<b>Relationship with other Directors or KMPs</b>	None
<b>Directorships held in other companies in India</b>	Transrail Foundation
<b>Membership / Chairmanship of committees in public limited and listed companies in India</b>	None
<b>Justification and performance report</b>	Ms. Ravita Punwani has experience in public relations and human resource management and basis of her performance review, the board recommends that it will be in the interest of the Company to continue her on second term as an Independent Director of the Company.



By order of the Board  
For Transrail Lighting Limited

*Gandhali Upadhye*

Gandhali Upadhye  
Company Secretary & Compliance Officer

Place: Mumbai

Date: 6<sup>th</sup> February, 2024

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## NOTES

1. 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. 09/2023 dated 25<sup>th</sup> September 2023, 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.**
2. In compliance with the provisions of the Companies Act, 2013 ("Act"), and MCA circulars, the 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 below mentioned link:-

[https://teams.microsoft.com/l/meetup-join/19:meeting\\_ZWl0YTJmODYtMmE5Zi00MzUxLWE5ZWItODUwYTliYjVhMmQ4@thread.v2/0?context=%7B%22Tid%22:%22f53f0c91-1c65-4436-b359-446e00e47e8b%22,%22Oid%22:%22fee68f33-a24f-4cfd-a2c0-96e167c258de%22%7D](https://teams.microsoft.com/l/meetup-join/19:meeting_ZWl0YTJmODYtMmE5Zi00MzUxLWE5ZWItODUwYTliYjVhMmQ4@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](http://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](mailto:rahul.salvi@transraillighting.com) and/or 9820104822 or Mr. Bhavik Dangodra at [bhavik.dangodra@transraillighting.com](mailto:bhavik.dangodra@transraillighting.com) and/or 9601717957 regarding any query/assistance for participation in the EGM 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.
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 names appear first in the order of names will be entitled to vote.

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10. Only bona fide members of the Company whose name appear first on the Register of Members as on 09.02.2024, 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 [cs@transraillighting.com](mailto:cs@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 EGM. Members who wish to seek inspect, may send their request through an email [cs@transraillighting.com](mailto:cs@transraillighting.com) up to the date of EGM.
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, 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.



By order of the Board  
For Transrail Lighting Limited

*Gaupadhye*

Gandhali Upadhye  
Company Secretary & Compliance Officer

Place: Mumbai

Date: 6<sup>th</sup> February, 2024

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