



24th January, 2025

To Sr. General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001 Scrip Code: 544317	To Sr. General Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E), Mumbai - 400 051 Scrip Symbol: TRANSRAILL
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Sub: Notice of Postal Ballot

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice dated 15th January, 2025 along with the Explanatory Statement, seeking approval of the Members, by way of a Special Resolution, for increase the remuneration of Mr. Randeep Narang (DIN: 07269818), Managing Director and Chief Executive Officer of the Company.

The Postal Ballot Notice has been dispatched only through electronic mode to all the Members, whose names appear in the list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited / Register of Members of the Company and whose email addresses are registered with the Depositories / Company as on Friday, 17th January, 2025 (Cut-off Date). Please note that there will be no dispatch of physical copies of the Postal Ballot Notice or forms to the Members of the Company and no physical ballot forms will be accepted by the Company.

The remote e-voting period commences from Monday, 27th January, 2025 at 9:00 a.m. IST and ends on Tuesday, 25th February, 2025 at 5:00 p.m. IST. The results of voting by postal ballot will be announced not later than two working days from the conclusion of the remote e-voting.

TRANSRAIL LIGHTING LIMITED

Corporate & Registered Office:

501 A, B, C, E, Fortune 2000, Block-G, Bandra Kurla Complex, Bandra East, Mumbai - 400051, Maharashtra, India
Tel: +91 22 61979600 | Web: www.transrail.in | CIN: U31506MH2008PLC179012



The Postal Ballot Notice can also be accessed from the website of the Company at <https://transrail.in/>, on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL at www.evotingindia.com.

We hereby request you to take the same on your records.

For Transrail Lighting Limited

**Gandhali Upadhye
Company Secretary and Compliance Officer**

Encl: As above

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, and the latest one being General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs ('MCA Circulars') for holding general meetings / conducting postal ballot process through e-voting and any other applicable law, rules and regulations that the Resolution as set out hereunder is proposed as a Special Resolution for approval by the Members of the Company by means of Postal Ballot by voting through electronic means ('remote e-voting') only.

The e-voting commences on Monday, 27th January, 2025 at 09:00 A.M. IST and ends on Tuesday, 25th February, 2025 at 05:00 P.M. IST. The assent or dissent received after such date and time shall be treated as if, reply from the Member has not been received. The Company has engaged the services of Central Depository Services Limited ('CDSL'), for providing remote e-voting facility to the Members, enabling them to cast their vote in a secure manner.

Mr. Saurabh Agrawal (Certificate of Practice No. 20907), failing him Mr. Omkar Dindorkar (Certificate of Practice No. 24580), Designated Partner(s) of M/s. MMJB & Associates LLP, Practicing Company Secretaries, have been appointed as scrutinizers to scrutinize the remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast by way of remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Chairman. The results of voting by Postal Ballot (through the remote e-voting process) will be declared on or before 28th February, 2025, by the Chairman of the Company or any other person authorized by the Chairman at the Registered Office and Corporate Office. The results along with the Scrutinizer's Report will be displayed on the Company's website at <https://transrail.in/> as well as on Stock Exchanges' website viz www.bseindia.com and www.nseindia.com.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, 25th February, 2025 i.e., the last date of remote e-voting.

RESOLUTION FOR APPROVAL THROUGH POSTAL BALLOT

SPECIAL BUSINESS:

ITEM NO. 1: INCREASE IN REMUNERATION OF MR. RANDEEP NARANG (DIN: 07269818), MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in accordance to the provisions of Section 196, 197 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 to increase the remuneration payable to Mr. Randeep Narang, Managing Director & Chief Executive Officer amounting to Rs. 4,15,60,000 (Rupees Four Crore Fifteen Lakh Sixty Thousand Only), consisting salary of Rs. 3,11,60,000/- (Rupees Three Crore Eleven Lakh Sixty Thousand Only) and the incentive of Rs. 1,04,00,000/- (Rupees One Crore Four Lakh Only) as part of the total remuneration per annum plus perquisites/ benefits, subject to such limits as may be specified in Schedule V, Section 197 of the Companies Act, 2013 or any other applicable provisions of law.

RESOLVED FURTHER THAT the remuneration of Mr. Randeep Narang shall be Rs. 4,15,60,000 (Rupees Four Crore Fifteen Lakh Sixty Thousand Only) per annum for the period commencing from 1st April, 2024 and the perquisites/ benefits as detailed in the agreement executed at the time of appointment, 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 no profit 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 order of the Board
For Transrail Lighting Limited**

Sd/-
Gandhali Upadhye
Company Secretary & Compliance Officer

**Place: Mumbai
Date: 15th January, 2025**

Registered Office:
501 A,B,C,E Fortune 2000, Block G,
Bandra Kurla Complex, Bandra East, Mumbai,
Maharashtra, India, 400051
Tel – +91 22 61979600
Email – cs@transrailighting.com
Website –www.transrail.in
CIN – U31506MH2008PLC179012

NOTES -

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and reasons in respect of the proposed Resolution is annexed to this Postal Ballot Notice.
2. The details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standards-2, in respect of the person seeking appointment as a director are furnished as an Annexure to this Postal Ballot Notice.
3. In compliance with the applicable provisions of the Act read with the Rules framed thereunder, the Listing Regulations and the MCA Circular:
 - a. This Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Beneficial Owners maintained by the Depositories or in the Register of Members of the Company as on 17th January, 2025 ('cut-off date') and whose e-mail addresses are registered with the Depositories / Company. The manner of voting on the proposed Special Resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Physical copies of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelopes will not be sent to the Members for this Postal Ballot.
 - b. The Company is providing a remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of Central Depository Services Limited (CDSL). The instructions for remote e-voting are provided in this Postal Ballot Notice.
4. Members are requested to carefully read the remote e-voting instructions and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the said instructions.
5. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the proposed Special Resolution. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their board or governing body's resolution / authorisation, authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at scrutinisers@mmjc.in with a copy marked to CDSL at helpdesk.evoting@cdslindia.com.
6. All the documents referred to in this Postal Ballot Notice and the accompanying Statement, may be accessed for inspection upon log-in to www.evotingindia.com from the date of dispatch of this Postal Ballot Notice till 25th February, 2025 (last date of remote e-voting).

Information and Other Instructions Relating to Remote E-Voting:

7. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circular, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL, on the Special Resolution set forth in this Postal Ballot Notice.

8. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option

	where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; _____ (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1

Mr. Randeep Narang has a successful 39 years of experience in managing complex P& Ls across various industries. Previously 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. He further cemented growth in the international business successfully entering 17 new countries and also turned around the RPG Cables business which had been loss making for 10+ years. Prior to this, 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. and has also worked with NEC Corporation Japan, MRF Ltd, and Goodyear Tyres & Rubber co, over the years.

He has pursued his education from Delhi University and MBA from NMIMS Mumbai. 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.

He is responsible for overall operations of the Company and is directly supervising all verticals of the Company. His visionary approach, exceptional leadership, entrepreneurial skills and proactive strategies enabled the Company to grab opportunities for growth and innovation. Under his astute leadership and guidance, the Company has achieved remarkable stability, resilience, and progress, setting a strong foundation for sustained growth in future.

The Board at its meeting held on 15th January, 2025 had approved the increase in remuneration payable to Mr. Randeep Narang, Managing Director & Chief Executive Officer of the Company w.e.f. 1st April, 2024. Pursuant to the provisions of Section 196, 197 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, the said increase in remuneration is subject to the approval from the members vide a Special Resolution.

A brief profile of Mr. Randeep Narang pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 is enclosed as Annexure A.

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

Thus, the Board recommends the resolution set forth in Item No. 1 for the approval of the members as a Special Resolution.

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

Sd/-
**Gandhali Upadhye
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: 15th January, 2025**

Registered Office:
501 A,B,C,E Fortune 2000, Block G,
Bandra Kurla Complex, Bandra East, Mumbai,
Maharashtra, India, 400051
Tel – +91 22 61979600
Email – cs@transrailighting.com
Website –www.transrail.in
CIN – U31506MH2008PLC179012

Annexure “A” to the Explanatory Statement

Information pursuant to Secretarial Standards

Name	Mr. Randeep Narang
Age	62 years
Date of appointment of Director	15 th December, 2020
Experience in functional area	About 4 Decades
Qualification	M.B.A.
Brief profile including experience	<p>Mr. Randeep Narang has a successful about 39 years of experience in managing complex P& Ls across various industries. Previously 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. He further cemented growth in the international business successfully entering 17 new countries and also turned around the RPG Cables business which had been loss making for 10+ years. Prior to this, 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. 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 Delhi University and MBA from NMIMS Mumbai. 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>
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. 3,83,00,000/- (Rupees Three Crore Eighty Three Lacs Only) per annum for the period commencing from 1st April, 2023 including perquisites/benefits as detailed in the abovementioned executed agreement, till further amendment by the Board</p>
Remuneration sought to be paid	As disclosed in item no. 1
Directorship in other companies	<ol style="list-style-type: none"> 1. Transrail International FZE 2. Transrail Contracting L.L.C.
Membership of Committees of other Public Companies	None

No. of shares held in the Company	Nil
First appointment by the Board	15 th December, 2020
Relationship with other Directors, Managers & KMP's	None
Board Meetings attended during the Financial Year 2023-24	12/12
Name of listed entities from which the person has resigned in the past three years	Nil
Chairmanship / Membership of Committees in other companies in which position of Director is held	Nil