

# AJANMA HOLDINGS PRIVATE LIMITED

CIN NO: U72200MH1989PTC054330

Regd. Office: 405, 4<sup>th</sup> Floor, KESHAVA, Block E, Bandra Kurla Complex, Bandra East, Mumbai- 400051.

Tel No: 022-46171756

Email: enquiry@ajanmaholdings.com

## CONSENT LETTER

Date: 08/03/2024

To:

**The Board of Directors,  
Transrail Lighting Limited**  
501, A, B, C, E, Fortune 2000,  
Block G, Bandra Kurla Complex,  
Bandra East, Mumbai 400051  
Maharashtra, India

**Inga Ventures Private Limited**  
1229, Hubtown Solaris, N.S. Phadke Marg,  
Opp. Telli Galli, Andheri (East)  
Mumbai 400 069,  
Maharashtra, India

**Axis Capital Limited**  
1<sup>st</sup> floor, Axis House,  
C-2 Wadia International Centre,  
P.B. Marg, Worli,  
Mumbai 400 025,  
Maharashtra, India

**IDBI Capital Markets & Securities Limited**  
6<sup>th</sup> Floor, IDBI Tower, World Trade Centre Complex  
Cuffe Parade,  
Mumbai 400 005,  
Maharashtra, India

**HDFC Bank Limited**  
Investment Banking Group  
Unit No. 701, 702 and 702-A  
7<sup>th</sup> floor, Tower 2 and 3  
One International Centre, Senapati Bapat Marg  
Prabhadevi,  
Mumbai 400 013  
Maharashtra, India

(Inga Ventures Private Limited, Axis Capital Limited, IDBI Capital Markets & Securities Limited and HDFC Bank Limited, are hereinafter collectively referred to as the "Book Running Lead Managers" or "BRLMs" in relation to the Offer)

**Re: Proposed initial public offering of equity shares of face value of ₹ 2/- each (the "Equity Shares") of Transrail Lighting Limited (the "Company" and [such offering, the "Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")]**

We, Ajanma Holdings Private Limited, (the "Selling Shareholder"), incorporated under the laws of India, having our registered office at 405, 4<sup>th</sup> Floor, KESHAVA, Block E, Bandra Kurla Complex, Bandra East, Mumbai- 400051, hold 10,53,63,890 Equity Share representing 85.00% of the pre-Offer/[paid-up] Equity Share capital of the Company, hereby consent to the inclusion of 1,01,60,000 equity shares ("Equity Shares") constituting 8.19 % of the pre-Offer/paid-up equity share capital of the Company (the "Offered Shares"), as part of the offer for sale in the Offer (the "Offer for Sale"), subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP"), the prospectus (the "Prospectus" and together with the DRHP and RHP, the "Offer Documents") and transaction agreements executed in relation to the Offer

GeoSystems Infrastructure

(A Division of Ajanma Holdings Private Limited)

Corporate Office: 501 A, Fortune 2000, Bandra Kurla Complex, Bandra East, Mumbai- 400051



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and the approval of any other regulatory or statutory authority, if required. The certified copy of the board resolution dated 06<sup>th</sup> March, 2024 authorizing the proposed offer for sale of the Offered Shares is attached herewith as **Annexure 1**.

We consent to the inclusion of our name and our details as set out in **Annexure 2**, as a Selling Shareholder in the Draft Red Herring Prospectus to be filed with SEBI, the Red Herring Prospectus to be filed with the Registrar of Companies, Maharashtra at Mumbai, the Prospectus which the Company intends to issue in respect of the Offer and such other documents as may be required to be issued in relation to the Offer (collectively, the “**Offer Documents**”) in any Offer related material. We also hereby authorize the delivery of a copy of this letter to the Registrar of Companies, Maharashtra at Mumbai, if required, pursuant to Section 26 of the Companies Act, 2013, or any other regulatory authority, as may be required. We also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with the Offer, which will be available to the public for inspection from the date of the filing of the RHP until the Bid/ Offer Closing Date.

We hereby consent that our entire pre-Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 17 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations.

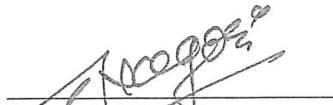
We undertake that the above information/certification/declaration is true and correct and also undertake to promptly inform the BRLMs and the Company of any change to the contents of this letter until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of such intimation from us, the above information shall be considered updated.

This letter may also be relied upon by the Company, BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer. We hereby consent to the submission of this certificate as may be necessary to SEBI, the Registrar of Companies, Maharashtra at Mumbai, the relevant Stock Exchanges and any other regulatory or statutory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents, as the case may be.

Sincerely,

For and on behalf of Ajanma Holdings Private Limited

  
\_\_\_\_\_  
Jeevan Lal Nagori  
Director  
DIN: 00017939

Encl: Annexure 1: Board Resolution  
Annexure 2: Details of Selling Shareholder  
CC:

Cyril Amarchand Mangaldas  
5<sup>th</sup> floor, Peninsula Chambers  
Peninsula Corporate Park  
Ganpatrao Kadam Marg  
Lower Parel, Mumbai 400 013  
Maharashtra, India

J. Sagar Associates  
One Lodha Place, 27th Floor, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400013, Maharashtra, India

Encl: as above

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