

SUVABRATA DASGUPTA

Chartered Engineer
Registration No.M-137099-5

Address:- KHEDKAR & ASSOCIATES CONSULTANT PVT. LTD.
85/14, Azad Hind Nagar, Jaitala Road, Trimurti Nagar, Nagpur-440022

CERTIFICATE FROM THE INDEPENDENT CHARTERED ENGINEER ON OBJECTS

Date:-24 September 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
1st floor, Axis House,
C-2 Wadia International Centre,
P.B. Marg, Worli,
Mumbai 400 025,
Maharashtra, India

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

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

(Inga Ventures Private Limited, Axis Capital Limited, HDFC Bank Limited and IDBI Capital Markets & Securities 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”)



Dear Sir(s)/Madam(s),

I, Suvabrata Dasgupta, the undersigned, confirm that I am duly registered as Chartered Engineer with the Institution of Engineers (India) (Membership Registration No. **M-137099-5**, copy of the membership certificate is attached herewith as **Schedule I**). Further, I confirm that the aforesaid registration is valid as on date hereof, and as such, we/I are/am duly qualified to issue this certification.

Pursuant to the engagement letter dated April 1, 2023 I have been engaged by the Company to carry out an independent verification for certifying certain information identified in **Annexure A** hereto, to be included in the updated draft red herring prospectus (“**UDRHP**”) to be filed with the Securities and Exchange Board of India (“**SEBI**”) red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) that the Company intends to file with the SEBI and the Registrar of Companies, Maharashtra at Mumbai (“**RoC**”) and the stock exchanges where the Equity Shares of the Company are proposed to be listed (the “**Stock Exchanges**”), in respect of the Offer, including but not limited to, in any publicity or marketing materials, research reports, presentations or press releases or media releases or any other material published or filed by the Company in relation to the Offer (collectively, the “**Offer Documents**”). The information identified in **Annexure A** covers amongst other things, certain products and machines, being purchased and deployed by the Company at their manufacturing facilities, including their intended use from the Net Proceeds of the Offer.

Based on my independent review of the records/documents examined/ verified as per **Annexure B** and necessary procedures carried out by me, I hereby certify that the information identified in **Annexure A** hereto, duly initialled by us/me, is true, correct, accurate and not misleading as on the date hereof.

We further certify that:

- a. The Company has placed any firm orders for the machinery/ equipment identified in Annexure A;
- b. The order copies provided are for new equipment, and the Company does not propose to purchase any second-hand equipment from the Net Proceeds of the Offer.

I hereby consent to contents of this certificate (including the annexure hereto) or any extracts thereof being used in the Offer Documents, and reference(s) thereto being included in the Offer Documents.

I hereby confirm that this certificate does not contain any untrue statement of a material fact and does not omit to state any material fact necessary in order to make the statements made herein, in the light of the circumstances under which they were made, not misleading. I confirm that I am independent and have not been engaged in or interested in the formation or promotion or in management of the Company. Further, I am not in any way connected with the Company, its subsidiary, its promoters or directors. Additionally, I confirm that the Book Running Lead Managers and the legal counsels appointed in relation to the Offer may rely on the contents of this certificate (including the annex hereto) for the purposes of the Offer and the Offer Documents.

We further confirm that we are an independent organization with no direct or indirect interest in the Company, except for provision of professional services in the ordinary course of our profession in connection with the Offer, and are not related in any manner to promoters, promoter group, directors, shareholders, officers, employees, agents representatives of the Company and are not a ‘related party’ of the Company, or otherwise interested or engaged in the formation, promotion or management of the Company.

I also consent to the references to us/me as “Independent Chartered Engineer” under the sections or headings “*General Information*”, “*Other Regulatory and Statutory Disclosures*”, “*Material Contracts and Documents for Inspection*” and any other sections in Offer Documents and references to me as an “Expert” as required under Section 26 of the Companies Act, 2013 (“**Act**”) read with the SEBI ICDR Regulations and as defined under Section 2(38) of the Act to the extent and in my capacity as an independent chartered engineer and in respect of our/my certificates/ letters included in the Offer Documents.

I hereby authorize you to deliver this letter to SEBI, the Stock Exchanges, the RoC or any other governmental or regulatory authority as may be required and for the purpose of any defence that the Book Running Lead Managers may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents.

I hereby 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 for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

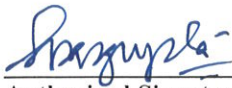


Further, I undertake to immediately inform the Company and the Book Running Lead Managers in writing of any changes or qualifications or any material developments in respect of the matters covered in this certificate (including the annex hereto) until the date when the Equity Shares allotted pursuant to the Offer commence trading on the Stock Exchanges. In the absence of any such written communication from us/me, the above information contained in the Offer Documents and certified herein should be taken as true, correct, accurate and updated until the date when the Equity Shares allotted pursuant to the Offer commence trading on the Stock Exchanges.

I agree to keep the information regarding the proposed Offer and the contents of this certificate granted by me strictly confidential.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

For and on behalf of Suvabrata Dasgupta



Authorized Signatory

Name: Suvabrata Dasgupta

Designation: Chartered Engineer

Registration No: M-137099-5

Place: Nagpur



Encl.: As above

CC:

Cyril Amarchand Mangaldas
5th 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

ANNEXURE B

DETAILS OF DOCUMENTS /RECORDS EXAMINED AND STUDIED AND PROCEDURES CARRIED OUT

1. List of various Machines/items required Plant-wise and it's reasoning.
2. Various Quotations/Tenders Plant-wise for items listed in Annexure-A.
3. Calculation sheet for requirement of Capex.



SCHEDULE I

The Institution of Engineers (India)

017378

M-137099-5



By virtue of Professional training, experience and Corporate Membership of this Institution

**SUVABRATA DASGUPTA MIE
OF
MECHANICAL ENGINEERING DIVISION**

is hereby authorised to use the style and title of

Chartered Engineer [India]

Dated this

Fourth

day of

February

2009

