

Date: 10th June, 2024

To,

Registrar of Companies
100, Everest, Marine Drive
Mumbai 400 002
Maharashtra, India

Dear Sir/ Madam,

Re: Intimation of certain delays and errors in form filings of Transrail Lighting Limited (the "Company")

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 initial public offering, the "Offer")

This is in relation to the email dated May 17, 2024 received from the Securities and Exchange Board of India ("SEBI") seeking clarifications in respect of certain disclosures in the draft red herring prospectus dated March 8, 2024 (the "DRHP") filed with the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE", together with BSE, the "Stock Exchanges"), which requires, *inter alia*, our Company to write to the Registrar of Companies, Maharashtra at Mumbai ("RoC") informing you about certain delays or errors in filing of corporate records by our Company, as disclosed in risk number 29 in the section titled "Risk Factors" of the DRHP.

In this regard, please note that certain form filings, as applicable, set out in **Annexure A**, of our Company were inadvertently filed with errors and there were some delays in filing these forms with the RoC, in the past. Our Company has obtained a certificate dated March 8, 2024, from independent practising company secretaries, Mehta & Mehta Company Secretaries ("PCS Certificate"), stating that: (a) an independent search/inspection was carried out for the documents available in the digital records maintained on the Ministry of Corporate Affairs portal at www.mca.gov.in ("MCA Portal"); and (ii) a review of the documents and records available with the Company, was undertaken. Basis the above, the PCS Certificate has verified that the form filings set out in **Annexure A**, have been filed with errors or inadvertent delays, as applicable.

Further, please also note the Company had allotted 90,000 equity shares of face value ₹ 10 each to Digambar Chunnilal Bagde on August 1, 2022, under the Transrail Lighting Limited Employee Stock Options Scheme, 2019, when he was not the promoter of the Company.

We request you to take the aforementioned matter on your record.

This letter shall be submitted with the SEBI and any other statutory or regulatory authority, as may be required, and may be available for public for inspection in connection with the Offer.

All the capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the DRHP filed with SEBI.

Thanking you,

Yours sincerely,

For and on behalf of Transrail Lighting Limited



Gandhali Upadhye
Company Secretary & Compliance Officer



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.

ANNEXURE A

List of delayed form filings

1. Form MGT-14 for conversion of optionally convertible debentures in relation to the allotment of equity shares dated October 30, 2017;
2. Form MGT -14 for board resolution dated December 6, 2022 in relation to appointment of our erstwhile chief financial officer, Sanjay Kumar Agrawal;
3. Form MGT – 14 for board resolution dated May 5, 2017 in relation to appointment of our erstwhile company secretary, Purna Joshi; and
4. Form MGT 14 for extra ordinary general meeting of our Company dated April 28, 2008 for the issuance of equity shares to Associated Transrail Structures Limited.

List of form filings with errors

1. Form 2 for the allotment dated November 19, 2011, has been filed to reflect that these allotments were made for consideration other cash while cash was received when loan was granted to our Company.



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