
 We understand your world	
Inga Ventures Private Limited 1229, Hubtown Solaris N.S. Phadke Marg, Opp. Telli Galli Andheri (East), Mumbai 400 069 Maharashtra, India Tel: +91 22 6854 0808 E-mail: transrail.ipo@ingaventures.com Website: www.ingaventures.com Investor grievance ID: investors@ingaventures.com	Axis Capital Limited Axis House, 1st Floor, Pandurang Budhkar Marg, Worli, Mumbai – 400025 Maharashtra, India Tel: + 91 22 4325 2183 E-mail: transrail.ipo@axiscap.in Website: www.axiscapital.co.in Investor grievance ID: complaints@axiscap.in	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 Tel: +91 22 3395 8233 E-mail: transrail.ipo@hdfcbank.com Website: www.hdfcbank.com Investor grievance ID: investor.redressal@hdfcbank.com	IDBI Capital Markets & Securities Limited 6 th Floor, IDBI Tower, WTC Complex Cuffe Parade, Mumbai 400 005 Maharashtra, India Tel: +91 22 4069 1953 E-mail: transrail.ipo@idbicapital.com Investor grievance ID: redressal@idbicapital.com Contact person: Indrajit Bhagat Website: www.idbicapital.com SEBI registration number: INM000010866 CIN: U65990MH1993GOI075578
Contact person: Kavita Shah SEBI registration number: INM000012698 CIN: U67100MH2018PTC318359	Contact person: Simran Gadh/Harish Patel SEBI registration number: INM000012029 CIN: U51900MH2005PLC157853	Contact person: Sanjay Chudasama SEBI Registration number: INM000011252 CIN: L65920MH1994PLC080618	

November 6, 2024

Securities and Exchange Board of India

Corporation Finance Department

Division of Issues and Listing

SEBI Bhavan, Plot No. C4 A, G Block

Bandra Kurla Complex, Bandra (East)

Mumbai 400 051, India

Kind Attention: Ms. Poonam, Assistant Manager

Dear Sir,

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 connection with the draft red herring prospectus dated March 8, 2024 (the “**DRHP**”) read with notice to investors along with a corrigendum cum addendum dated July 2, 2024 (“**Addendum**”) and a notice to investors dated July 24, 2024, filed by the Company with the Securities and Exchange Board of India (“**SEBI**”), BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**” and together with BSE, the “**Stock Exchanges**”), in connection with the Offer. A notice to investors dated September 9, 2024, was filed on September 11, 2024, disclosing, *inter alia*, the allotment of the Equity Shares pursuant to a pre-IPO placement (“**Pre-IPO Placement**”), prior to filing of the red herring prospectus (“**RHP**”) with SEBI, the Registrar of Companies, Maharashtra at Mumbai, and the Stock Exchanges.

This is to inform you that the Pre-IPO Placement by way of a private placement was approved through resolution dated September 4, 2024 by the board of directors of the Company (“**Board**”) and by the shareholders of the Company through their resolution dated September 6, 2024. Further, as a part of the Pre-IPO Placement, a share subscription agreement dated September 9, 2024 (“**SSA**”) was executed between the Company and Volrado Venture Partners Fund IV Gamma, Mr. Shyamsundar B. Asawa, Mr. Saurabh Sanjay Agrawal and Mr. Divyam Sanjay Agrawal (“**Allottees**”).

Subsequently, the allotment of Equity Shares in relation to the Pre-IPO Placement to the Allottees was made on September 9, 2024, pursuant to resolution of the Board dated September 9, 2024, in accordance with the terms and conditions specified in the SSA. The details of the allotment have been provided below:

Date of Allotment	Name of the Allottee	Number of Equity Shares Allotted	Issue Price (in ₹)	Amount (in ₹)
September 9, 2024	Volrado Venture Partners Fund IV Gamma	9,91,730	484	47,99,97,320
September 9, 2024	Mr. Shyamsundar B. Asawa	20,661	484	99,99,924/-
September 9, 2024	Mr. Saurabh Sanjay Agrawal	10,333	484	50,01,172/-
September 9, 2024	Mr. Divyam Sanjay Agrawal	10,333	484	50,01,172/-
Total		10,33,057		49,99,99,588

We hereby confirm that, the Company undertook the private placement of specified securities, as permitted under applicable laws, to specified persons, for an amount aggregating to ₹500.00 million, the Pre-IPO Placement. The Pre-IPO Placement has not exceeded 20% of the fresh issue size. Since the Pre-IPO Placement was undertaken, the amount raised from the Pre-IPO Placement aggregating to ₹500.00 million has been reduced from the Fresh Issue, subject to the offer complying with rule 19(2)(b) of the securities contracts (regulation) rules, 1957, as amended (“**SCRR**”). The Company has appropriately intimated the subscribers to the Pre-IPO

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Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our company may proceed with the offer or the offer may be successful and will result into listing of the equity shares on the stock exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement shall be appropriately made in the relevant sections of red herring prospectus and will be made in relevant sections of the prospectus. In compliance with the SEBI directive dated May 29, 2024 (“**SEBI Directive**”), we undertake to the inclusion of this intimation letter dated November 6, 2024, as a part of “**Material Contracts and Documents for Inspection**” in connection with this Offer, which will be available for public for inspection. The Company has utilized part of the proceeds from the Pre-IPO Placement towards the working capital requirements and the Company proposes to use unutilized funds towards general corporate purposes..

Further, in compliance with the SEBI directive email dated July 4, 2023, (i) the Company intimated the Stock Exchanges in relation to the Pre-IPO Placement pursuant to the intimation letters, within 24 hours of such Pre-IPO Placement; and (ii) a public announcement dated September 9, 2024 made by the Company in relation to the Pre-IPO Placement, was published on September 10, 2024 in all editions of Financial Express, an English national daily newspaper, in all editions of Jansatta, a Hindi national daily newspaper, and in Mumbai edition of Navshakti, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where the registered office of the Company is located) as annexed in **Annexure A** herewith.




Further, the Company vide a board resolution dated September 9, 2024, had approved an allotment of 1,033,057 Equity Shares at a price of ₹484.00 per Equity Share, aggregating to ₹500.00 million, to four allottees through a private placement. Divyam Sanjay Agrawal, being one of the allottees, was required to remit an amount of ₹5.00 million from his personal bank account towards the share application money for the allotment of 10,333 Equity Shares, under such private placement. However, due to technical difficulties in transferring the required funds Divyam Sanjay Agrawal requested M/s. Sanvijay Rolling and Engineering Limited to transfer such amount on his behalf to the Company. The Company received the share application money for the allotment from M/s. Sanvijay Rolling and Engineering Limited and made the allotment of 10,333 Equity Shares to Divyam Sanjay Agrawal, in contravention of Rule 14(5) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended. Additionally, the Company had filed an adjudication application dated September 27, 2024, with the Registrar of Companies, Maharashtra at Mumbai (“**RoC**”), under Section 454 of the Companies Act, 2013, for adjudication of penalty for contravention of provisions of Section 42 of the Companies Act, 2013 along with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014, each as amended. The Company has received a show cause notice dated October 1, 2024, from the RoC, imposing a penalty of ₹240.00 million on the Company, its Promoters and Directors, under section 42(10) of the Companies Act, 2013, as amended (“**SCN**”). The Company has filed a reply dated October 15, 2024, to the SCN, before the RoC. Subsequently, the Company received an order dated October 29, 2024, for adjudication of penalty under Section 454 of the Companies Act, 2013, for violation of Section 42(10) of the Companies Act, 2013 (“**Order**”) from the RoC. The Order imposed a penalty of ₹5.00 million on the Company, Digambar Chunnilal Bagde, Randeep Narang and Sanjay Kumar Verma, collectively. The penalty has been paid by the Company, Digambar Chunnilal Bagde, Randeep Narang and Sanjay Kumar Verma on November 5, 2024.

We request you to kindly take the same on record. Kindly treat this intimation as compliance under the applicable provisions of the SEBI ICDR Regulations and the SEBI Directive.

All capitalised terms used herein and not specifically defined, shall, unless specifically defined in this letter, have the same meanings as ascribed to such terms under the RHP.

Thanking you.

Yours sincerely,

			
<p>Inga Ventures Private Limited 1229, Hubtown Solaris N.S. Phadke Marg, Opp. Telli Galli Andheri (East), Mumbai 400 069 Maharashtra, India Tel: +91 22 6854 0808 E-mail: transrail.ipo@ingaventures.com Website: www.ingaventures.com Investor grievance ID: investors@ingaventures.com Contact person: Kavita Shah SEBI registration number: INM000012698 CIN: U67100MH2018PTC318359</p>	<p>Axis Capital Limited Axis House, 1st Floor, Pandurang Budhkar Marg, Worli, Mumbai – 400025 Maharashtra, India Tel: + 91 22 4325 2183 E-mail: transrail.ipo@axiscap.in Website: www.axiscapital.co.in Investor grievance ID: complaints@axiscap.in Contact person: Simran Gadh/Harish Patel SEBI registration number: INM000012029 CIN: U51900MH2005PLC157853</p>	<p>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 Tel: +91 22 3395 8233 E-mail: transrail.ipo@hdfcbank.com Website: www.hdfcbank.com Investor grievance ID: investor.redressal@hdfcbank.com Contact person: Sanjay Chudasama SEBI Registration number: INM000011252 CIN: L65920MH1994PLC080618</p>	<p>IDBI Capital Markets & Securities Limited 6th Floor, IDBI Tower, WTC Complex Cuffe Parade, Mumbai 400 005 Maharashtra, India Tel: +91 22 4069 1953 E-mail: transrail.ipo@idbicapital.com Investor grievance ID: redressal@idbicapital.com Contact person: Indrajit Bhagat Website: www.idbicapital.com SEBI registration number: INM000010866 CIN: U65990MH1993GOI075578</p>

This signature page forms an integral part of the letter to Securities and Exchange Board of India, in relation to the proposed initial public offering of Transrail Lighting Limited.

For Inga Ventures Private Limited








Authorized Signatory

Name: Kavita Shah

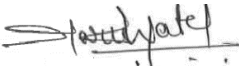

Designation: Partner

Contact number: +91 9867501267

Email: kavita@ingaventures.com

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For Axis Capital Limited





Authorised Signatory

Name: Harish Patel

Designation: AVP

Contact number: +91-9930994153

Email: harish.patel@axiscap.in

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This signature page forms an integral part of the letter to Securities and Exchange Board of India, in relation to the proposed initial public offering of Transrail Lighting Limited.

For HDFC Bank Limited








Authorised Signatory

Name: Ashwani Tandon

Designation: Senior Vice President and Head ECM – Execution

Contact: +91 99877 59931

Email: ashwani.tandon@hdfcbank.com

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This signature page forms an integral part of the letter to Securities and Exchange Board of India, in relation to the proposed initial public offering of Transrail Lighting Limited.

For IDBI Capital Markets & Securities Limited




Name: Subodh Gandhi
Designation: Sr. Vice President
Contact number: 9819605305
Email: subodh.gandhi@idbicapital.com

			
<p>Inga Ventures Private Limited 1229, Hubtown Solaris N.S. Phadke Marg, Opp. Telli Galli Andheri (East), Mumbai 400 069 Maharashtra, India Tel: +91 22 6854 0808 E-mail: transrail.ipo@ingaventures.com Website: www.ingaventures.com Investor grievance ID: investors@ingaventures.com Contact person: Kavita Shah SEBI registration number: INM000012698 CIN: U67100MH2018PTC318359</p>	<p>Axis Capital Limited Axis House, 1st Floor, Pandurang Budhkar Marg, Worli, Mumbai – 400025 Maharashtra, India Tel: + 91 22 4325 2183 E-mail: transrail.ipo@axiscap.in Website: www.axiscapital.co.in Investor grievance ID: complaints@axiscap.in Contact person: Simran Gadh/Harish Patel SEBI registration number: INM000012029 CIN: U51900MH2005PLC157853</p>	<p>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 Tel: +91 22 3395 8233 E-mail: transrail.ipo@hdfcbank.com Website: www.hdfcbank.com Investor grievance ID: investor.redressal@hdfcbank.com Contact person: Sanjay Chudasama SEBI Registration number: INM000011252 CIN: L65920MH1994PLC080618</p>	<p>IDBI Capital Markets & Securities Limited 6th Floor, IDBI Tower, WTC Complex Cuffe Parade, Mumbai 400 005 Maharashtra, India Tel: +91 22 4069 1953 E-mail: transrail.ipo@idbicapital.com Investor grievance ID: redressal@idbicapital.com Contact person: Indrajit Bhagat Website: www.idbicapital.com SEBI registration number: INM000010866 CIN: U65990MH1993GOI075578</p>

Annexure A

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September 9, 2024

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Maharashtra, India

Kind attention: Mohit Nainani, Deputy Manager

Dear Sir,

Sub: Proposed initial public offering of equity shares of face value of ₹2 each (“Equity Shares”) by Transrail Lighting Limited (the “Company”) and such offering (the “Offer”)

This is with reference to the draft red herring prospectus dated March 8, 2024 (the “DRHP”) read with the notice to investors along with a corrigendum cum addendum dated July 2, 2024, and a notice to investors dated July 24, 2024 filed by our Company with the Securities and Exchange Board of India (“SEBI”), BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE” and together with BSE, the “Stock Exchanges”), in connection with the Offer, disclosing, *inter alia*, the intention of our Company to undertake a pre-IPO placement (“Pre-IPO Placement”), prior to filing of the red herring prospectus (“RHP”) with SEBI, the Registrar of Companies, Maharashtra at Mumbai and the Stock Exchanges.

This is to inform you that the Pre-IPO Placement by way of a private placement was approved through resolution dated September 4, 2024, by our board of directors (“Board”) and by our Shareholders through resolution dated September 6, 2024. Further, as a part of the Pre-IPO Placement, a share subscription agreement dated September 9, 2024 (“SSA”) was executed between our Company and Volrado Venture Partners Fund IV Gamma, Mr. Shyamsundar B. Asawa, Mr. Saurabh Sanjay Agrawal and Mr. Divyam Sanjay Agrawal (collectively the “Subscribers”).

Subsequently, the allotment of Equity Shares in relation to the Pre-IPO Placement to the Subscribers was made pursuant to resolution of Board dated September 9, 2024, in accordance with the terms and conditions specified in the SSA. The details of the allotment have been provided below:

Date of Allotment	Name of the Allottee	Number of Equity Shares Allotted	Issue Price (in ₹)	Amount (in ₹)
September 9, 2024	Volrado Venture Partners Fund IV Gamma	991,730	484	479,997,320
September 9, 2024	Mr. Shyamsundar B. Asawa	20,661	484	9,999,924

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.

Date of Allotment	Name of the Allottee	Number of Equity Shares Allotted	Issue Price (in ₹)	Amount (in ₹)
September 9, 2024	Mr. Saurabh Sanjay Agrawal	10,333	484	5,001,172
September 9, 2024	Mr. Divyam Sanjay Agrawal	10,333	484	5,001,172
	Total	1,033,057		499,999,588

We hereby confirm that the amount proposed to be raised through Fresh Issue shall be reduced by ₹500.00 million pursuant to the Pre-IPO Placement and accordingly the revised Fresh Issue size shall be up to ₹4,000.00 million, subject to the Offer complying with Rule 19(2)(b) of the SCRR.

We further undertake to update the disclosures in the RHP and Prospectus to include details of the Pre-IPO Placement undertaken, along with summary of the SSA.

We request you to kindly take the same on record and publish this intimation for public inspection in accordance with the SEBI guidance dated July 4, 2024 (“SEBI Guidance”). Kindly treat this intimation as compliance under the applicable provisions of the SEBI ICDR Regulations and the SEBI Guidance.

Should you require any clarification, we request you to contact the following official from our Company:

Contact Person	Telephone	Email
Gandhali Upadhye (Company Secretary and Compliance Officer)	+91 22 6197 9600	cs@transraillighting.com

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to such terms in the DRHP.

Thank you.

Yours sincerely,
For and on behalf of Transrail Lighting Limited



Gandhali Upadhye
Company Secretary and Compliance Officer



TRANSRAIL LIGHTING LIMITED

Corporate & Registered Office :

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Tel: +91 22 61979600 | Web: www.transrail.in | CIN: U31506MH2008PLC179012.

September 9, 2024

BSE Limited
P. J. Towers
Dalal Street, Fort
Mumbai - 400 001
Maharashtra, India

Kind attention: Bhuvana Sriram, Manager

Dear Madam,

Sub: Proposed initial public offering of equity shares of face value of ₹2 each ("Equity Shares") by Transrail Lighting Limited (the "Company") and such offering (the "Offer").

This is with reference to the draft red herring prospectus dated March 8, 2024 (the "DRHP") read with the notice to investors along with a corrigendum cum addendum dated July 2, 2024, and a notice to investors dated July 24, 2024 filed by our Company with the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" and together with BSE, the "Stock Exchanges"), in connection with the Offer, disclosing, *inter alia*, the intention of our Company to undertake a pre-IPO placement ("Pre-IPO Placement"), prior to filing of the red herring prospectus ("RHP") with SEBI, the Registrar of Companies, Maharashtra at Mumbai and the Stock Exchanges.

This is to inform you that the Pre-IPO Placement by way of a private placement was approved through resolution dated September 4, 2024 by our board of directors ("Board") and by our Shareholders through resolution dated September 6, 2024. Further, as a part of the Pre-IPO Placement, a share subscription agreement dated September 9, 2024 ("SSA") was executed between our Company and Volrado Venture Partners Fund IV Gamma, Mr. Shyamsundar B. Asawa, Mr. Saurabh Sanjay Agrawal and Mr. Divyam Sanjay Agrawal (collectively the "Subscribers").

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Contact Person	Telephone	Email
Gandhali Upadhye (Company Secretary and Compliance Officer)	+91 22 6197 9600	cs@transraillighting.com

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to such terms in the DRHP.

Thank you.

Yours sincerely,

For and on behalf of Transrail Lighting Limited



Gandhali Upadhye
Company Secretary and 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.

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INITIAL PUBLIC OFFER OF EQUITY SHARES ON THE MAIN BOARD OF THE STOCK EXCHANGES (DEFINED BELOW) IN COMPLIANCE WITH CHAPTER II OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS")

PUBLIC ANNOUNCEMENT



(Please scan this QR code to view the DRHP and the Addendum)



TRANSRAIL LIGHTING LIMITED

Our Company was originally incorporated as 'Transrail Lighting Limited' at Mumbai, Maharashtra as a public limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated February 18, 2008, issued by Registrar of Companies, Maharashtra at Mumbai ("RoC") and commenced operations pursuant to a certificate of commencement of business dated March 14, 2008. For further details of our Company, see "History and Certain Corporate Matters – Brief History of our Company" on page 204 of the draft red herring prospectus dated March 8, 2024, filed with Securities and Exchange Board of India on March 9, 2024 ("DRHP").

Registered Office: 501, A,B,C,E Fortune 2000, Block G, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400 051, India; **Tel:** +91 22 6197 9600; **Website:** www.transrail.in;
Contact person: Gandhali Upadhye, Company Secretary and Compliance Officer; **E-mail:** cs@transrailighting.com; **Corporate Identity Number:** U31506MH2008PLC179012

THE PROMOTERS OF OUR COMPANY ARE AJANMA HOLDINGS PRIVATE LIMITED, DIGAMBAR CHUNNILAL BAGDE AND SANJAY KUMAR VERMA

NOTICE TO INVESTORS ("NOTICE")

INITIAL PUBLIC OFFERING OF UP TO [•] EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH ("EQUITY SHARES") OF TRANSRAIL LIGHTING LIMITED (OUR "COMPANY" OR "THE COMPANY") FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [•] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO [•] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [•] EQUITY SHARES AGGREGATING UP TO ₹ 4,000.00 MILLION* (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 10,160,000 EQUITY SHARES AGGREGATING UP TO ₹ [•] MILLION, BY AJANMA HOLDINGS PRIVATE LIMITED (THE "OFFER FOR SALE"). THE OFFER INCLUDES A RESERVATION OF UP TO [•] EQUITY SHARES AGGREGATING UP TO ₹ [•] MILLION (CONSTITUTING UP TO [•]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [•]% AND [•]%, RESPECTIVELY, OF POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

* A Pre-IPO Placement was undertaken by our Company, in consultation with the BRLMs, for an amount aggregating to ₹ 500.00 million (rounded off). Accordingly, the size of the Fresh Issue has been reduced by ₹ 500.00 million and the revised Fresh Issue size aggregates to ₹ 4,000.00 million.

Potential Bidders may note the following:

- a) As disclosed in the cover page and relevant sections of the DRHP, our Company, in consultation with the BRLMs, have considered a Pre-IPO placement of such number of specified securities aggregating up to ₹ 500.00 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC ('Pre-IPO Placement'). Pursuant to the resolutions passed by the board of directors and the shareholders dated September 4, 2024 and September 6, 2024, respectively, and pursuant to the share subscription agreement dated September 9, 2024 entered into between our Company and Volrado Venture Partners Fund IV Gamma, Mr. Shyamsundar B. Asawa, Mr. Saurabh Sanjay Agrawal and Mr. Divyam Sanjay Agrawal, our Company approved the Pre-IPO Placement of 1,033,057 Equity Shares of face value of ₹ 2 each, for cash at a price of ₹ 484 per Equity Share (including a share premium of ₹ 482 per Equity Share) aggregating to ₹ 500.00 million (rounded off).
- b) Our Company, through the resolution passed by the board of directors dated September 9, 2024, has allotted the Equity Shares in relation to the Pre-IPO Placement, in the manner as set forth below:

Date of Allotment	Name of the Allottee	Number of Equity Shares Allotted	Issue Price (in ₹)	Amount (in ₹)
September 9, 2024	Volrado Venture Partners Fund IV Gamma	991,730	484	479,997,320
September 9, 2024	Mr. Shyamsundar B. Asawa	20,661	484	9,999,924
September 9, 2024	Mr. Saurabh Sanjay Agrawal	10,333	484	5,001,172
September 9, 2024	Mr. Divyam Sanjay Agrawal	10,333	484	5,001,172
Total		1,033,057		499,999,588

- c) The abovementioned allottees are not connected to our Company, Promoters, Promoter Group, Directors, Key Managerial Personnel, Senior Management, Subsidiaries or Group Companies and the directors or key managerial personnel or senior management of such Subsidiaries and Group Companies in any manner.

BOOK RUNNING LEAD MANAGERS

REGISTRAR TO THE OFFER

INGA®	AXIS CAPITAL	HDFC BANK We understand your world	IDBI capital	LINK Intime
Inga Ventures Private Limited 1229, Hubtown Solaris N.S. Phadke Marg, Opp. Telli Galli Andheri (East), Mumbai 400 069 Maharashtra, India Tel: +91 22 6854 0808 E-mail: transrail.ipo@ingaventures.com Website: www.ingaventures.com Investor grievance ID: investors@ingaventures.com Contact person: Kavita Shah SEBI registration number: INM000012698	Axis Capital Limited Axis House, 1 st Floor, Pandurang Budhkar Marg, Worli, Mumbai 400 025, Maharashtra, India Tel: + 91 22 4325 2183 E-mail: transrail.ipo@axiscap.in Website: www.axiscapital.co.in Investor grievance ID: complaints@axiscap.in Contact person: Simran Gadhi/ Harish Patel SEBI registration number: INM000012029	HDFC Bank Limited Investment Banking Group, Unit no. 701, 702 and 702-A, 7 th floor, Tower 2 and 3, One International Centre, Senapati Bapat Marg, Prabhadevi, Mumbai 400 013, Maharashtra, India Tel: +91 22 3395 8233 E-mail: transrail.ipo@hdfcbank.com Website: www.hdfcbank.com Investor grievance ID: investor.redressal@hdfcbank.com Contact person: Sanjay Chudasama SEBI Registration number: INM000011252	IDBI Capital Markets & Securities Limited 6 th Floor, IDBI Tower, WTC Complex Cuffe Parade, Mumbai 400 005 Maharashtra, India Tel: +91 22 4069 1953 E-mail: transrail.ipo@idbicapital.com Investor grievance ID: redressal@idbicapital.com Contact person: Indrajit Bhagat/ Vimal Maniyar Website: www.idbicapital.com SEBI registration number: INM000010866	Link Intime India Private Limited C 101, 1 st Floor, 247 Park, L.B.S Marg Vikhroli (West), Mumbai 400 083 Maharashtra, India Tel: +91 22 810 811 4949 E-mail: transrailighting.ipo@linkintime.co.in Website: www.linkintime.co.in Investor grievance ID: transrailighting.ipo@linkintime.co.in Contact person: Shanti Gopalakrishnan SEBI registration number: INR000004058

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the DRHP.

For TRANSRAIL LIGHTING LIMITED

On behalf of the Board of Directors

Sd/-

Gandhali Upadhye

Company Secretary and Compliance Officer

Place: Mumbai
Date: September 9, 2024

TRANSRAIL LIGHTING LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the DRHP dated March 8, 2024 with the SEBI on March 9, 2024 read with the notice to investors along with a corrigendum cum addendum dated July 2, 2024, and a notice to investors dated July 24, 2024. The DRHP shall be available on the website of SEBI at www.sebi.gov.in, on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, on the website of the Company at www.transrail.in and on the websites of the BRLMs, i.e. Inga Ventures Private Limited, Axis Capital Limited, HDFC Bank Limited and IDBI Capital Markets & Securities Limited at www.ingaventures.com, www.axiscapital.co.in, www.hdfcbank.com and www.idbicapital.com, respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section entitled 'Risk Factors' on page 29 of the DRHP. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

This announcement is not an offer of securities for sale in the United States or elsewhere. This announcement has been prepared for publication in India only and is not for publication or distribution, directly or indirectly, in or into the United States. The Equity Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state law of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act or any state law of the United States. Accordingly, the Equity Shares are only being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. There will be no public offering of the Equity Shares in the United States.

