

NOTICE OF EXTRA ORDINARY GENERAL MEETING

To,
The Members,
Transrail Lighting Limited

Notice is hereby given that the Extra Ordinary General Meeting of Transrail Lighting Limited will be held at shorter notice on 6th September, 2024, at 01:00 P.M. through Video Conferencing to transact the following Special Businesses:

1. APPROVAL FOR THE ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS THROUGH PRIVATE PLACEMENT

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (hereinafter referred to as the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the provisions of the Foreign Exchange Management Act, 1999 and the regulations made thereunder, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable, if any and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the Members be and is hereby accorded to create, issue, offer and allot upto 10,33,057 (Ten Lakh Thirty Three Thousand Fifty Seven Only) Equity Shares of face value of Rs. 2 each at a price of Rs. 484/- per Equity Share (at a premium of Rs. 482/- per Equity Share), aggregating upto Rs. 50,00,00,000 (Rupees Fifty Crore) to following person(s) / entity(ies) ("Investors") for consideration by way of a preferential issue on a private placement basis ("Preferential Issue") and on such terms and conditions as may be determined by the Board in accordance with the Act:

Sr. No.	Name of Entity/Person ("Offeree(s)")	Number of equity shares of the Company ("Equity Shares")		
1.	Volrado Venture Partners Fund IV Gamma	9,91,730		
2.	Mr. Shyamsundar B. Asawa	20,661		
3.	Mr. Saurabh Sanjay Agrawal	10,333		
4.	Mr. Divyam Sanjay Agrawal	10,333		
	Total	10,33,057		

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the clauses of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company in all respects.

TRANSRAIL LIGHTING LIMITED

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RESOLVED FURTHER THAT the monies to be received by the Company from the Subscribers for application of the securities pursuant to this private placement shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the Companies Act 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, Mr. Digambar Bagde - Executive Chairman, Mr. Randeep Narang - Managing Director & Chief Executive Officer, Mr. Ajit Pratap Singh - Chief Financial Officer and Ms. Gandhali Upadhye - Company Secretary & Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing forms/applications with Registrar of Companies, the Depositories, Registrar and Transfer Agents for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all the powers conferred upon it by this resolution to any other director(s), and/or officer(s) of the Company."

2. APPROVAL OF THE PRIVATE PLACEMENT OFFER LETTER IN FORM PAS-4 FOR THE ISSUANCE OF EQUITY SHARES AND RECORD OF PRIVATE PLACEMENT OFFER

"RESOLVED THAT the private placement offer cum application letter in the format as set out in Form PAS-4 to the Companies (Prospectus And Allotment of Securities) Rules, 2014 together with an application form and other attachments thereto ("Offer Letter"), to be issued to the Offeree (as provided in the table below) to subscribe to the following number of Equity Shares, in dematerialised form, having a face value of Rs. 2/- (Rupees Two Only) each at a premium of Rs. 482/- (Rupees Four Hundred and Eighty Two Only) in accordance with Section 42 and Section 62(1)(c) of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 be and is hereby approved and the same be issued to the Offeree inviting them to subscribe to the Offer.

Sr. No.	Name of Entity/Person ("Offeree(s)")	Number of equity shares of the Company ("Equity Shares")
1.	Volrado Venture Partners Fund IV Gamma	9,91,730
2.	Mr. Shyamsundar B. Asawa	20,661
3.	Mr. Saurabh Sanjay Agrawal	10,333
4.	Mr. Divyam Sanjay Agrawal	10,333
	Total	10,33,057

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to sign PAS-4 Offer Letter on behalf of the Company and issue the PAS-4 Offer Letter to the aforementioned proposed allottees.

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RESOLVED FURTHER THAT the members of the Company hereby confirm the list of proposed allottees on preferential basis through private placement offer and authorize the Board to record their names in Form PAS-5 (Record of Private Placement Offer to be kept by the Company) in accordance with Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT any Director of the Company, be and are hereby jointly and/or severally authorized, to:

- (i) execute, dispatch and circulate the Offer Letter and such documents, deeds, notices, letters, agreements, power of attorneys, declarations, memorandums, instruments and forms as may be required in relation to or in connection with or pursuant to the issuance of the Offer Letter for issuance of the Subscription Securities and to give effect to any transactions contemplated herein ("Documents") on behalf of the Company, including any amendments, modifications, supplements, restatements or novation thereto (now or in the future);
- (ii) do all such acts, matters, deeds and things and to execute all documents, file forms with, make applications to, receive approvals from, and to give any information, explanation, declaration, and confirmations as may be required by any persons, authorized dealers, governmental / regulatory authorities, including but not limited to the Registrar of Companies, the Reserve Bank of India, and Income Tax authorities;
- (iii) sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Documents;
- (iv) to take all steps and do all things and give such directions, as may be required, necessary, expedient, or desirable for giving effect to the Documents, the transactions contemplated therein, and the resolutions mentioned herein; and
- (v) subject to the approval of the shareholders, record the name of the private placement offerees in Form PAS-5.

RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorized to make necessary filings and take any and all such steps and do any and all such things and give directions as may be required and necessary to give effect to this Special Resolution."

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

Gandhali Upadhye Company Secretary & Compliance Officer

Date: 4th September, 2024

Place: Mumbai

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NOTES

- 1. The Ministry of Corporate Affairs ('MCA'), Government of India, permitted conduct of General Meetings through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal presence of the members at the meeting vide its Circular No. 09/2023 dated 25th September 2023, 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 and prescribed the specified procedures to be followed for conducting the General Meetings through VC/OAVM. The deemed venue for the meeting shall be registered office of the Company at "501 A,B,C,E Fortune 2000, Block G Bandra Kurla Complex, Bandra East, Mumbai 400051".
- 2. In compliance with the provisions of the Companies Act, 2013 ("Act"), and MCA circulars, the EGM of the members will be held through video conferencing ('VC') or other audiovisual means ('OAVM'). Hence, Members can attend and participate in the EGM through VC/ OAVM only. The members can join the meeting at the below mentioned link:-

https://teams.microsoft.com/l/meetup-

join/19:meeting ZDhmNTVjYzktYmJhZS00NmZjLWJhN2UtMDY2MWMzZDcwY2N

k@thread.v2/0?context=%7B%22Tid%22:%22f53f0c91-1c65-4436-b359-

446e00e47e8b%22,%22Oid%22:%22fee68f33-a24f-4cfd-a2c0-96e167c258de%22%7D

If there is any change to the above-mentioned link, the same shall be available at the Company website at www.transrail.in.

- The members can contact any of the concerned personnel from the IT Department of the Company i.e. Mr. Rahul Salvi at <u>rahul.salvi@transraillighting.com</u> and/ or 9820104822 or Mr. Bhavik Dangodra at <u>bhavik.dangodra@transraillighting.com</u> and/ or 9601717957 regarding any query/assistance for participation in the EGM through VC/OAVM.
- 4. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, where physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 5. Members can login and join 15 (Fifteen) minutes prior to the scheduled time of meeting and the window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the scheduled time.
- 6. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 7. The explanatory statement pursuant to Section 102(1) of the Act, which sets out details relating to Special Businesses at the meeting, is annexed hereto.
- 8. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the EGM through VC/OAVM.

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- 9. In case of Joint Holders attending the EGM, only such Joint Holder whose names appear first in the order of names will be entitled to vote.
- 10. Only bona fide members of the Company whose name appears on the Register of Members, will be permitted to attend the meeting through VC/OAVM. Please note that members' questions/queries will be answered during the meeting or subsequently via email. The Company reserves the right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
- 11. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and with the RTA of the Company.
- 13. In compliance with the provisions of MCA vide its above mentioned Circulars, Notice of the EGM is being sent through electronic mode to those Members whose email IDs are available with the Company/Depositories/RTA.
- 14. Since the EGM will be held through VC/OAVM, the Route Map is not required to be annexed to this Notice.
- 15. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches and Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements as required under Section 102(1) of the Companies Act, 2013 sets out all material facts relating to the special business mentioned in the Notice of the Extra Ordinary General Meeting.

Item No. 1 and 2:

The Company proposes to list and trade its equity shares of face value ₹2 each ("Equity Shares") on the BSE Limited and National Stock Exchange of India Limited (together, the "Stock Exchanges") by way of an initial public offer of its Equity Shares ("IPO"). The Company has filed a draft red herring prospectus dated 8th March, 2024 read with addendum to the draft red herring prospectus dated 2nd July, 2024 with the Securities Exchange Board of India. ("SEBI") ("DRHP").

As per the DRHP, the Company in consultation with the book running lead managers, may consider a further issue of specified securities as may be permitted under applicable law to any person(s) for consideration aggregating up to Rs. 50,00,00,000, at its discretion, prior to the filing of the red herring prospectus with the ROC ("Pre-IPO Placement"). In furtherance of the same, the Company, as a part of a Pre-IPO Placement, is desirous of offering and issuing 10,33,057 Equity Shares, in dematerialised form, having a face value of Rs. 2/- (Rupees Two Only) each at a premium of Rs. 482/- (Rupees Four Hundred and Eighty Two Only) per Equity Share ("Subscription Securities"), for consideration on preferential basis through private placement to following person(s)/entity(ies) ("Preferential Allotment"), pursuant to the provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 (hereinafter referred to as the "Act"), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and all other applicable provisions, if any, the provisions of the Foreign Exchange Management Act, 1999 and the regulations made thereunder, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and all other applicable laws, if any and pursuant to provisions of the Memorandum and Articles of Association of the Company, as amended from time to time.

Sr. No.	Name of Entity/Person ("Offeree(s)")	Number of equity shares of the Company ("Equity Shares")		
1.	Volrado Venture Partners Fund IV Gamma	9,91,730		
2.	Mr. Shyamsundar B. Asawa	20,661		
3.	Mr. Saurabh Sanjay Agrawal	10,333		
4.	Mr. Divyam Sanjay Agrawal	10,333		
Total		10,33,057		

Post the IPO, the Subscription Securities shall be locked-in in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

In this context, approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Act, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. Therefore, in terms of said Sections, Rules and Regulations, consent of the members is being sought for the issue of the Subscription Securities, on a preferential basis to the Subscribers.

In terms of the provisions of Section 42 and 62 of the CA 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the relevant disclosures / details are given below:

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1. Particulars of the offer including date of passing of Board Resolution:

The Board has pursuant to its resolution dated 4th September, 2024, accorded its approval for raising funds by issuing up to 10,33,057 Equity Shares of face value of Rs. 2 (Rupees Two) each on preferential basis through private placement, at a price of Rs. 484 (Indian Rupees Four Hundred and Eighty Four) including a premium of Rs. 482 (Rupees Four Hundred and Eighty Two) per Equity Share. The Equity Shares, if any, allotted in the proposed offer shall rank in all respects pari passu with the existing equity shares.

2. The objects of the preferential issue:

The management proposes to use the proceeds from the Offer for meeting requirements of incremental working capital of the Company and General Corporate Purposes.

3. The total number of securities to be issued

10,33,057 fully paid-up Equity Shares.

4. Kinds of securities offered and the price at which security is being offered:

Equity Shares ranking pari passu with the existing equity shares are offered at a price of Rs. 484 (Rupees Four Hundred and Eighty Four) with a face value of Rs. 2 (Rupees Two) including a premium of Rs. 482 (Rupees Four Hundred and Eighty Two) per Equity Share.

5. Basis or justification on which the price has been arrived at (including premium) at which the offer or invitation is being made, along with report of the registered valuer:

The value per Equity Share of the Company on a going concern basis as arrived at by Mr. Subodh Kumar (IBBI Registered Valuer) and Navigant Corporate Advisors Limited (SEBI Registered Category I Merchant Banker) is Rs. 484 per share as specified in the Valuation Report.

6. Name and address of valuer who performed valuation:

The valuation of the Equity Shares has been carried out by:

- a. Mr. Subodh Kumar, Registration No. IBBI/RV/05/2019/11705 (IBBI Registered Valuer) having its office at 210, 2nd Floor, D/288/89 Vadhava Complex, Vikas Marg, Laxmi Nagar, East, National Capital Territory of Delhi 110092. The valuation report is dated 4th September, 2024; and
- b. Navigant Corporate Advisors Limited, SEBI Registration No. INM000012243 ("SEBI Registered Category I Merchant Banker") having its office at 804, Meadows, Sahar Plaza Complex, J.B. Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059. The valuation report is dated 4th September, 2024

7. Relevant date with reference to which the price has been arrived at:

The relevant date with reference to which the price per Equity Share has been arrived at is as per valuation report dated 4th September, 2024.

8. Amount which the Company intends to raise by way of such securities:

Up to Rs. 50,00,00,000 (Rupees Fifty Crore).



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9. Material terms of raising such securities:

Issue of 10,33,057 Equity Shares at a price of Rs. 484 (Rupees Four Hundred and Eighty Four) with a face value of Rs. 2 (Rupees Two) including a premium of Rs. 482 (Rupees Four Hundred and Eighty Two) per Equity Share.

Subscription Securities shall be in dematerialized form and shall rank *pari-passu* with the existing Equity Shares of the Company. Post the IPO, the Subscription Securities shall be locked-in, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

10. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

There is no contribution being made by the Directors or Promoters as part of offer.

11. Principle terms of assets charged as securities:

Not Applicable

12. The class or classes of persons to whom the allotment is proposed to be made:

Allotment is proposed to be made to non-promoters

13. Intention of promoters, directors or key managerial personnel to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment and thus no contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of objects. The Equity Shares shall be offered to the Proposed Allottee only.

14. The proposed time within which the allotment shall be completed:

Within 60 (Sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as prescribed under any applicable laws.

15. The names of the proposed allottees, number of shares and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name of Entity/Person ("Offeree(s)")	Number of equity shares of the Company ("Equity Shares")		
1.	Volrado Venture Partners Fund IV Gamma	9,91,730		
2.	Mr. Shyamsundar B. Asawa	20,661		
3.	Mr. Saurabh Sanjay Agrawal	10,333		
4.	Mr. Divyam Sanjay Agrawal	10,333		
	Total	10,33,057		



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16. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in control consequent to the preferential offer.

17. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

No issuance and/or allotment on preferential or private placement basis have been made during FY 2024-25.

18. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

19. The pre issue and post issue shareholding pattern of the Company:

As per "Annexure A"

Pursuant to this proposed Preferential Allotment, the private placement offer cum application letter in the format as set out in Form No. PAS-4 to the Companies (Prospectus And Allotment Of Securities) Rules, 2014 together with an application form and other attachments thereto ("Offer Letter"), is to be issued to the Offeree (as provided in the table below) to subscribe to the Subscription Securities in accordance with section 42 and Section 62(1)(c) of the Companies Act read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

As required under Section 102 (3) of the Companies Act 2013, the relevant documents are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the corporate office of the Company and will also be made available at the Meeting.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends both special resolutions for members' approval.

None of the Directors, key managerial personnel of the Company or the relatives are in any way materially or financially concerned or interested in the resolution as set out at Item No.1 and 2.

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

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Gandhali Upadhye Company Secretary & Compliance Officer

Date: 4th September, 2024

Place: Mumbai

TRANSRAIL LIGHTING LIMITED

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ANNEXURE-A

Sr. No.	Name of the Shareholder	Pre Issue Shareholding		Post Issue Shareholding	
		Number of shares held	% of shares held	Number of shares held	% of shares held
1	Ajanma Holdings Private Limited	10,40,19,944	83.92	10,40,19,944	83.22
2	Asiana Alternative Investment Fund, Scheme: Asiana Fund I	99,71,510	8.04	99,71,510	7.98
3	Digambar Bagde	15,48,540	1.25	15,48,540	1.24
4	Canara Bank-Mumbai	20,11,220	1.62	20,11,220	1.61
5	ICICI Bank Limited	10,45,700	0.84	10,45,700	0.84
6	IDBI Bank Limited	9,44,370	0.76	9,44,370	0.76
7	Punjab National Bank	6,07,655	0.49	6,07,655	0.49
8	IDBI Trusteeship Services Limited	5,22,850	0.41	5,22,850	0.42
9	Gammon India Limited	3,89,770	0.31	3,89,770	0.31
10	Ashish Kacholia	3,61,750	0.29	3,61,750	0.29
11	Madhulika Agarwal J/w. Omprakash Agarwal	3,61,750	0.29	3,61,750	0.29
12	Union Bank of India	3,60,930	0.29	3,60,930	0.29
13	Volrado Venture Partners Fund IV Gamma	3,00,000	0.24	12,91,730	1.03
14	UCO Bank	2,61,665	0.21	2,61,665	0.21
15	Punjab National Bank	2,13,910	0.17	2,13,910	0.17
16	Rajasthan Global Securities Private Limited	2,06,611	0.17	2,06,611	0.17
17	D. Suryanarayana	1,75,300	0.14	1,75,300	0.14
18	Rajesh Neelakantan J/w. Lalita Rajesh	1,75,300	0.14	1,75,300	0.14
19	Meha Chaturvedi	1,50,180	0.12	1,50,180	0.12
20	Narayanarao Sai Mohan	75,060	0.06	75,060	0.06
21	Vinod Sethi	61,983	0.05	61,983	0.05
22	Sanjay Kumar Verma	50,000	0.04	50,000	0.04
23	Karnataka Bank Limited	36,390	0.03	36,390	0.03
24	Central Bank of India	27,010	0.02	27,010	0.02
25	Shubham Bansal	20,661	0.02	20,661	0.02
26	Rishab Bansal	20,661	0.02	20,661	0.02
27	Mr. Shyamsundar B. Asawa	-		20,661	0.02
28	Sandhya Digambar Bagde	20,000	0.02	20,000	0.02
29	Indian Bank	12,600	0.01	12,600	0.01
30	Mr. Saurabh Sanjay Agrawal	-	-	10,333	0.01
31	Mr. Divyam Sanjay Agrawal	-	-	10,333	0.01
32	Devansh Ajit Vajani	6,198	0.00	6,198	0.00
33	Bhavini Hemang Shah J/w Jinisha Pritesh Chheda J/w Niddhi Ajit Motwani	4,132	0.00	4,132	0.00
34	Manish Arvind Parikh	60	0.00	60	0.00
	TOTAL	12,39,63,710	100.00	12,49,96,767	100.00

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