

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filling the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U31506MH2008PLC179012

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCT8765G

(ii) (a) Name of the company

TRANSRAIL LIGHTING LIMITED

(b) Registered office address

501 A,B,C,E Fortune 2000, Block G Bandra Kurla Complex, B
andra East NA
Mumbai
Maharashtra
400051
India

(c) *e-mail ID of the company

CS*****NG.COM

(d) *Telephone number with STD code

91*****00

(e) Website

www.transrail.in

(iii) Date of Incorporation

18/02/2008

| Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Public Company | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|----------------------------------|------------------------------|
| 1 | C | Manufacturing | C7 | Metal and metal products | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|-----------------------------------|-----------------------|---|------------------|
| 1 | Transrail International FZE | | Subsidiary | 100 |
| 2 | Transrail Lighting Nigeria Limite | | Subsidiary | 100 |
| 3 | Transrail Lighting Malaysia SDN | | Subsidiary | 100 |
| 4 | Transrail Structures America IN | | Subsidiary | 100 |
| 5 | AJANMA HOLDINGS PRIVATE LI | U72200MH1989PTC054330 | Holding | 85 |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares | 175,000,000 | 123,963,710 | 123,963,710 | 123,963,710 |
| Total amount of equity shares (in Rupees) | 350,000,000 | 247,927,420 | 247,927,420 | 247,927,420 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Number of equity shares | 175,000,000 | 123,963,710 | 123,963,710 | 123,963,710 |
| Nominal value per share (in rupees) | 2 | 2 | 2 | 2 |
| Total amount of equity shares (in rupees) | 350,000,000 | 247,927,420 | 247,927,420 | 247,927,420 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 0 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 0 | 0 | 0 | 0 |

Number of classes

0

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Number of preference shares | | | | |
| Nominal value per share (in rupees) | | | | |
| Total amount of preference shares (in rupees) | | | | |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

(d) Break-up of paid-up share capital

| Class of shares | Number of shares | | | Total nominal amount | Total Paid-up amount | Total premium |
|------------------------------|------------------|-------------|-----------|----------------------|----------------------|---------------|
| | Physical | DEMAT | Total | | | |
| Equity shares | | | | | | |
| At the beginning of the year | 0 | 113,992,200 | 113992200 | 227,984,400 | 227,984,400 | |

| | | | | | | |
|---|---|-------------|-----------|-------------|-------------|--------------|
| Increase during the year | 0 | 9,971,510 | 9971510 | 19,943,020 | 19,943,020 | 1,380,056,98 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 9,971,510 | 9971510 | 19,943,020 | 19,943,020 | 1,380,056,98 |
| v. ESOPs | 0 | 0 | 0 | 0 | 0 | |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify | | | | 0 | 0 | |
| Sub-division of Shares (from face value of Rs. 10 to Rs. 5) | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | | | |
| | | | | | | |
| At the end of the year | 0 | 123,963,710 | 123963710 | 247,927,420 | 247,927,420 | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Others, specify | | | | | | |
| | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|---------------------------------|---|---|---|---|---|---|
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | | | |
| At the end of the year | 0 | 0 | 0 | 0 | 0 | |

ISIN of the equity shares of the company

INE454P01035

(ii) Details of stock split/consolidation during the year (for each class of share)

| Class of shares | | (i) | (ii) | (iii) |
|------------------------------|----------------------|-------------|------|-------|
| Before split / Consolidation | Number of shares | 24,792,742 | | |
| | Face value per share | 10 | | |
| After split / Consolidation | Number of shares | 123,963,710 | | |
| | Face value per share | 2 | | |

(iii) Details of shares/Debtentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

| | | | |
|--|----------------------|---|----------------------|
| Date of the previous annual general meeting | | <input type="text"/> | |
| Date of registration of transfer (Date Month Year) | | <input type="text"/> | |
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |

| | | | | | | |
|----------------------------|----------------------|--|----------------------|----------------------|----------------------|--|
| Ledger Folio of Transferor | | | | <input type="text"/> | | |
| Transferor's Name | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | Surname | | middle name | | first name | |
| Ledger Folio of Transferee | | | | <input type="text"/> | | |
| Transferee's Name | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | Surname | | middle name | | first name | |

| | | | | | | |
|--|--|--|--|----------------------|--|--|
| Date of registration of transfer (Date Month Year) | | | | <input type="text"/> | | |
| Type of transfer | <input type="text"/> | | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | | | |
| | Number of Shares/ Debentures/ Units Transferred | | <input type="text"/> | | Amount per Share/ Debenture/Unit (in Rs.) | |
| Ledger Folio of Transferor | | | | <input type="text"/> | | |
| Transferor's Name | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | Surname | | middle name | | first name | |
| Ledger Folio of Transferee | | | | <input type="text"/> | | |
| Transferee's Name | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | Surname | | middle name | | first name | |

(iv) *Debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------|-----------------|------------------------|-------------|
| Total | | | 0 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|-------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures | 0 | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

41,304,861,201

(ii) Net worth of the Company

11,006,014,511

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 1,598,540 | 1.29 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |

| | | | | | |
|-----|---|-------------|-------|---|---|
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 105,363,690 | 85 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 106,962,230 | 86.29 | 0 | 0 |

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 595,900 | 0.48 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 5,521,450 | 4.45 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |

| | | | | | |
|-----|---|------------|-------|---|---|
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 912,620 | 0.74 | 0 | |
| 10. | Others Asiana Alternative Investme | 9,971,510 | 8.04 | 0 | |
| | Total | 17,001,480 | 13.71 | 0 | 0 |

Total number of shareholders (other than promoters) 19

Total number of shareholders (Promoters+Public
Other than promoters) 22

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 1 | 3 |
| Members (other than promoters) | 19 | 19 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|-----------------------------------|--|---------------|--|---------------|--|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 0 | 0 | 1 | 1 | 1.25 | 0.04 |
| B. Non-Promoter | 3 | 4 | 1 | 6 | 0 | 0 |
| (i) Non-Independent | 3 | 2 | 1 | 1 | 0 | 0 |
| (ii) Independent | 0 | 2 | 0 | 5 | 0 | 0 |
| C. Nominee Directors representing | 0 | 0 | 0 | 1 | 0 | 0 |
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing Institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| (iii) Government | 0 | 0 | 0 | 0 | 0 | 0 |
| (iv) Small share holders | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|------------|---|---|---|---|------|------|
| (v) Others | 0 | 0 | 0 | 1 | 0 | 0 |
| Total | 3 | 4 | 2 | 8 | 1.25 | 0.04 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year 2013

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|--------------------|------------|---------------------|--------------------------------|--|
| SRIKANT CHATURVED | 00651133 | Director | 0 | |
| RAVITA NIRMAL PUNW | 08990767 | Director | 0 | |
| SANJAY KUMAR VERM | 08235643 | Director | 50,000 | |
| GANDHALI ANANT UP/ | AAOPU5946M | | 0 | |
| RANDEEP NARANG | 07269818 | Managing Director | 0 | |
| RANDEEP NARANG | AAEPN9669C | CEO | 0 | |
| DIGAMBAR CHUNNILAI | 00122564 | Whole-time director | 1,548,540 | |
| AJIT PRATAP SINGH | ALEPS8168A | CFO | 0 | |
| VITA JALAJ DANI | 00032396 | Additional director | 0 | |
| VINOD KUMAR DASAR | 00345657 | Director | 0 | |
| RANJIT RAGHUNATH J | 01526405 | Director | 0 | |
| ASHISH GUPTA | 07998166 | Director | 0 | |
| DILAWAR SINGH | 08216047 | Director | 0 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year

14

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|-----------------------|------------|--|---|--|
| NARAYANARAO SAI | 06942791 | Director | 04/06/2023 | Cessation |
| JEEVAN LAL NAGOF | 00017939 | Additional director | 27/09/2023 | Cessation |
| JALAJ DANI | 00019080 | Nominee director | 23/10/2023 | Appointment |
| AJIT PRATAP SINGH | ALEPS8168A | CFO | 19/01/2024 | Appointment |
| SANJAY KUMAR AGI | AEWPA6446E | CFO | 19/01/2024 | Cessation |
| Vinod Kumar Dasari | 00345657 | Director | 10/08/2023 | Appointment |
| Ranjit Raghunath Jata | 01526405 | Director | 10/08/2023 | Appointment |
| Ashish Gupta | 07998166 | Director | 10/08/2023 | Appointment |
| Dilawar Singh | 08216047 | Director | 14/09/2023 | Appointment |
| Vita Jalaj Dani | 00032396 | Additional director | 29/02/2024 | Appointment |
| Sanjay Kumar Verma | 08235643 | Director | 31/05/2023 | Change in Designation as Indep |
| JALAJ DANI | 00019080 | Nominee director | 27/02/2024 | Cessation |
| Sanjay Kumar Verma | 08235643 | Director | 14/09/2023 | Cessation as Independent Direc |
| Sanjay Kumar Verma | 08235643 | Director | 14/09/2023 | Appointment as NED |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

4

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|-----------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| AGM | 27/09/2023 | 21 | 8 | 96.32 |
| EGM | 12/02/2024 | 23 | 9 | 96.47 |
| EGM | 27/10/2023 | 22 | 7 | 94.55 |
| EGM | 25/08/2023 | 20 | 7 | 96.19 |

B. BOARD MEETINGS

*Number of meetings held

12

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 18/04/2023 | 7 | 6 | 85.71 |
| 2 | 31/05/2023 | 6 | 5 | 83.33 |
| 3 | 10/08/2023 | 6 | 6 | 100 |
| 4 | 25/08/2023 | 9 | 8 | 88.89 |
| 5 | 14/09/2023 | 9 | 7 | 77.78 |
| 6 | 28/09/2023 | 9 | 8 | 88.89 |
| 7 | 23/10/2023 | 9 | 7 | 77.78 |
| 8 | 17/11/2023 | 10 | 8 | 80 |
| 9 | 13/12/2023 | 10 | 10 | 100 |
| 10 | 19/01/2024 | 10 | 9 | 90 |
| 11 | 06/02/2024 | 10 | 10 | 100 |
| 12 | 08/03/2024 | 10 | 9 | 90 |

C. COMMITTEE MEETINGS

Number of meetings held

11

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | ACM | 30/05/2023 | 3 | 3 | 100 |
| 2 | ACM | 14/09/2023 | 3 | 3 | 100 |
| 3 | ACM | 08/03/2024 | 3 | 3 | 100 |
| 4 | NRC | 18/04/2023 | 3 | 3 | 100 |
| 5 | NRC | 09/05/2023 | 3 | 3 | 100 |
| 6 | NRC | 30/05/2023 | 3 | 3 | 100 |
| 7 | NRC | 10/08/2023 | 3 | 3 | 100 |

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 8 | NRC | 08/09/2023 | 3 | 3 | 100 |
| 9 | NRC | 20/10/2023 | 3 | 3 | 100 |
| 10 | NRC | 13/12/2023 | 3 | 3 | 100 |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | 01/07/2024 |
| | | | | | | | | (Y/N/NA) |
| 1 | SRIKANT CHA | 12 | 12 | 100 | 11 | 11 | 100 | Yes |
| 2 | RAVITA NIRM/ | 12 | 11 | 91.67 | 9 | 9 | 100 | Yes |
| 3 | SANJAY KUM/ | 12 | 4 | 33.33 | 0 | 0 | 0 | Yes |
| 4 | RANDEEP NAI | 12 | 12 | 100 | 0 | 0 | 0 | Yes |
| 5 | DIGAMBAR CH | 12 | 12 | 100 | 1 | 1 | 100 | Yes |
| 6 | VITA JALAJ D/ | 1 | 1 | 100 | 0 | 0 | 0 | Yes |
| 7 | VINOD KUMAF | 10 | 8 | 80 | 3 | 3 | 100 | Yes |
| 8 | RANJIT RAGH | 10 | 10 | 100 | 2 | 2 | 100 | Yes |
| 9 | ASHISH GUPT | 10 | 9 | 90 | 2 | 2 | 100 | Yes |
| 10 | DILAWAR SING | 8 | 8 | 100 | 0 | 0 | 0 | No |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|--------------------|--------------------|--------------|------------|-------------------------------|-----------|--------------|
| 1 | Jeevanlal Nagori | Executive Director | 833,334 | 167,000 | 0 | 0 | 1,000,334 |
| 2 | Digamber Chunnilal | Wholetime Director | 32,605,470 | 0 | 0 | 1,233,600 | 33,839,070 |
| 3 | RANDEEP NARANG | Managing Director | 27,058,125 | 7,790,000 | 0 | 387,600 | 35,235,725 |
| | Total | | 60,496,929 | 7,957,000 | 0 | 1,621,200 | 70,075,129 |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-----------------------|-------------------|--------------|------------|-------------------------------|--------|--------------|
| 1 | AJIT PRATAP SINGH | CFO | 2,149,084 | 0 | 0 | 0 | 2,149,084 |
| 2 | GANDHALI ANANT | Company Secretary | 3,316,380 | 0 | 0 | 0 | 3,316,380 |
| 3 | Sanjay Kumar Aggarwal | CFO | 7,809,788 | 0 | 0 | 0 | 7,809,788 |
| | Total | | 13,275,252 | 0 | 0 | 0 | 13,275,252 |

Number of other directors whose remuneration details to be entered

11

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|--------------------------|------------------------|--------------|------------|-------------------------------|-----------|--------------|
| 1 | Vita Jalaj Dani | Nominee Director | 0 | 83,000 | 0 | 35,000 | 118,000 |
| 2 | Jalaj Dani | Nominee Director | 0 | 333,000 | 0 | 175,000 | 508,000 |
| 3 | Dilawar Singh | Independent Director | 0 | 583,000 | 0 | 280,000 | 863,000 |
| 4 | Ranjit Raghunath Jaitani | Independent Director | 0 | 667,000 | 0 | 390,000 | 1,057,000 |
| 5 | Vinod Kumar Dasari | Independent Director | 0 | 667,000 | 0 | 340,000 | 1,007,000 |
| 6 | Ashish Gupta | Independent Director | 0 | 667,000 | 0 | 355,000 | 1,022,000 |
| 7 | Sanjay Kumar Verma | Non Executive Director | 0 | 1,000,000 | 0 | 160,000 | 1,160,000 |
| 8 | Ravita Nirmal Punwani | Independent Director | 0 | 1,000,000 | 0 | 565,000 | 1,565,000 |
| 9 | NARAYANARAO SAKHARE | Independent Director | 0 | 167,000 | 0 | 170,000 | 337,000 |
| 10 | SRIKANT CHATURVEDI | Non Executive Director | 0 | 1,000,000 | 0 | 640,000 | 1,640,000 |
| 11 | Jeevanlal Nagori | Non Executive Director | 0 | 333,000 | 0 | 140,000 | 473,000 |
| | Total | | 0 | 6,500,000 | 0 | 3,250,000 | 9,750,000 |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable Yes No provisions of the Companies Act, 2013 during the year

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
| | | | | | |

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Vishal Lochan Aggarwal

Whether associate or fellow

Associate Fellow

Certificate of practice number

7622

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 29 dated 24/05/2024

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director Digambar Chunnital Bagde Digitally signed by Digambar Chunnital Bagde Date: 2024.05.02 09:52:43 +05'30'

DIN of the director 0*1*2*6*

To be digitally signed by Gandhari Anant Upadhye Digitally signed by Gandhari Anant Upadhye Date: 2024.05.02 09:53:44 +05'30'

- Company Secretary
Company secretary in practice

Membership number 1*3*8 Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach Attach Attach Attach

List of attachments

List of Shareholders as on 31032024.pdf
List of Transfers.pdf
Committee Meeting.pdf
Clarification Letter_Break up of Paid up sh
MGT-8_Transrail_2023-24.pdf

Remove attachment

Modify Check Form Prescrutiny Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Shareholding Pattern of Transrail Lighting Limited as on 31.03.2024

| Sr. No. | Name of the Shareholder | Number of shares held | % of shares held |
|---------|---|-----------------------|------------------|
| 1 | Ajanma Holdings Private Limited | 10,53,63,690 | 85.00 |
| 2 | Asiana Alternative Investment Fund, Scheme: Asiana Fund I | 99,71,510 | 8.04 |
| 3 | Digambar Bagde | 15,48,540 | 1.25 |
| 4 | Canara Bank-Mumbai | 20,11,220 | 1.63 |
| 5 | ICICI Bank Limited | 10,45,700 | 0.84 |
| 6 | IDBI Bank Limited | 9,44,370 | 0.76 |
| 7 | Punjab National Bank | 6,07,655 | 0.49 |
| 8 | IDBI Trusteeship Services Limited | 5,22,850 | 0.42 |
| 9 | Gammon India Limited | 3,89,770 | 0.32 |
| 10 | Union Bank of India | 3,60,930 | 0.29 |
| 11 | UCO Bank | 2,61,665 | 0.21 |
| 12 | Punjab National Bank | 2,13,910 | 0.17 |
| 13 | D. Suryanarayana | 1,75,300 | 0.14 |
| 14 | Rajesh Neelakantan J/w. Lalita Rajesh | 1,75,300 | 0.14 |
| 15 | Meha Chaturvedi | 1,50,180 | 0.12 |
| 16 | Narayanarao Sai Mohan | 75,060 | 0.06 |
| 17 | Sanjay Kumar Verma | 50,000 | 0.04 |
| 18 | Karnataka Bank Limited | 36,390 | 0.03 |
| 19 | Central Bank of India | 27,010 | 0.02 |
| 20 | Sandhya Digambar Bagde | 20,000 | 0.02 |
| 21 | Indian Bank | 12,600 | 0.01 |
| 22 | Manish Arvind Parikh | 60 | 0.00 |
| | TOTAL | 12,39,63,710 | 100.00 |

For Transrail Lighting Limited

Gandhali Upadhye

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.

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Details of Shares Transfers from 01/04/2023 to 31/03/2024

| Sr. No. | Date of the previous annual general meeting | Date of registration of transfer | Type of transfer | Number of Shares/ Debentures/ Units Transferred | Amount per Share/ Debenture/ Unit (in Rs.) | Ledger Folio / DP ID Client ID of Transferor | Transferor's Name | Ledger Folio of Transferee | Transferee's Name |
|---------|---|----------------------------------|------------------|---|--|--|---------------------|----------------------------|--|
| 1. | 27/09/2023 | 08/08/2023 | Equity | 30012 | 10/- | IN300126- 10363514 | Mr. Deepak Bhojwani | IN304418-10000004 | Mr. Manish Parikh |
| 2. | 27/09/2023 | 14/08/2023 | Equity | 6000 | 10/- | IN304418-10000004 | Mr. Manish Parikh | IN300450-11914674 | Mr. Digambar C. Bagde |
| 3. | 27/09/2023 | 21/08/2023 | Equity | 5000 | 10/- | IN304418-10000004 | Mr. Manish Parikh | IN301549-10063781 | Mr. Rajesh Neelakantan J/w Ms. Lilita Rajesh |
| 4. | 27/09/2023 | 21/08/2023 | Equity | 4000 | 10/- | IN304418-10000004 | Mr. Manish Parikh | IN300450 -11914666 | Mrs. Sandhya Digambar Bagde |
| 5. | 27/09/2023 | 26/09/2023 | Equity | 5000 | 10/- | IN304418-10000004 | Mr. Manish Parikh | IN302902-45268722 | Mr. D. Suryanarayana |
| 6. | 27/09/2023 | 27/12/2023 | Equity | 10000 | 10/- | IN304418-10000004 | Mr. Manish Parikh | IN300214 -51298079 | Mr. Sanjay Verma |

For Transrail Lighting Limited

Digambar Bagde
Executive Chairman
DIN: 00122564

IX. MEETING OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

C. COMMITTEE MEETINGS

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| II | CSR Committee Meeting | 30/05/2023 | 4 | 4 | 4 |

For Transrail Lighting Limited

Digambar Chunnilal Bagde
Digitally signed by Digambar Chunnilal Bagde
Date: 2024.07.30 11:49:42 +05'30'

Digambar Bagde
Executive Chairman
DIN: 00122564



July 31, 2024

To
Registrar of Companies
Ministry of Corporate Affairs,
Everest, 5th Floor, 100 Marine Drive,
Mumbai - 400002

Sub: Clarification for point no. IV. (d) Break up of paid-up share Capital in the Form MGT-7

Dear Sir / Madam,

With regards to the captioned subject, we would like to bring to your attention that we are unable to fill up actual details of Equity shares at point no. IV (d) i.e. At the beginning of the year and Increase during the year due to split/sub-division of equity shares during FY 2023-24. As whenever we fill the actual details of shares i.e. before split/sub-division 'at the beginning of the year', there would be difference of equity shares mentioned 'at the end of the year'.

The factual details are given below:

IV. (d) Break-up of paid-up share capital (At the beginning of the year and Increase during the year before giving effect of Split/sub-division at ratio of 1:5):

| Class of shares | Number of Shares | | | Total Nominal amount | Total Paid-up amount | Total premium |
|--|------------------|---------------|---------------|----------------------|----------------------|----------------|
| | Physical | DEMAT | Total | | | |
| Equity Shares | | | | | | |
| At the beginning of the year | 0 | 2,27,98,440 | 2,27,98,440 | 22,79,84,400 | 22,79,84,400 | - |
| Increase during the year | 0 | 19,94,302 | 19,94,302 | 1,99,43,020 | 1,99,43,020 | - |
| iv. Private Placement/ Preferential allotment | 0 | 19,94,302 | 19,94,302 | 1,99,43,020 | 1,99,43,020 | 1,38,00,56,984 |
| At the end of the year | 0 | 12,39,63,710* | 12,39,63,710* | 24,79,27,420 | 24,79,27,420 | - |

*Number of share post giving effect of Split/sub-division

In view of the aforementioned technical difficulty in the said Form, we request you to consider this clarification and take the form on the records.

Thanking you,

Yours faithfully,

For Transrail Lighting Limited

Digambar Chunnillal Bagde
Digitally signed
by Digambar
Chunnillal Bagde
Date: 2024.07.31
15:02:34 +05'30'

Digambar Bagde
Executive Chairman
DIN: 00122564

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

Form MGT-8

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

We have examined the registers, records and books and papers of **Transrail Lighting Limited** ("the Company") as required to be maintained under the Companies Act, 2013 and the rules made there under ("the Act") for the financial year ended on 31st March, 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act;

The Company has adhered to the provisions of law to maintain active status as Public Limited Company (Unlisted) under the Act.

2. maintenance of registers/records & making entries therein within the time prescribed therefore;

The Company has maintained all the registers/records as required under the Act and the entries are made within the prescribed time.

3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;

The Company has duly filed the requisite forms and returns with the Registrar of Companies and Central Government for its event based and periodic compliances.

Further no forms / returns have been filed with the Tribunal, Court or other authorities in terms of the provisions of the Act.



4. **calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the minute book/registers maintained for the purpose and the same have been signed;**

During the financial year under review, the Company has called, convened and held the meetings of the Board of Directors, its committees and of members on due dates as stated in Annual Return, in respect of which proper notices were given and the proceedings including the circular resolutions have been recorded in the minute book/registers maintained for that purpose and the same have been signed.

Further, no resolution has been passed by postal ballot during the period under review.

5. **closure of Register of Members / Security holders, as the case may be;**

During the financial year under review, register of members/ security holders were not closed.

6. **advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act;**

During the financial year under review, the Company has entered into transactions within the purview of Section 185 of the Act, for which the Company has complied with the requirements of Section 185 of the Act.

7. **contracts/arrangements with related parties as specified in Section 188 of the Act;**

During the financial year under review, the Company has entered into contracts/ arrangements with related parties in its ordinary course of business as specified in Section 188 of the Act, for which the Company has complied with the requirements of Section 188 of the Act.

8. **issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;**

During the financial year under review, the Company has made the following allotments:



- 19,94,302 fully paid up equity shares having face value of Rs. 10/- each and at a premium of Rs. 692/- each by way of preferential issue on a private placement basis.

Further, the Company has sub divided face value of Equity shares of Company, which consequently effect as 1 equity share of Rs. 10/- each is divided into 5 Equity shares of Rs. 2/- each as per the approval of members at Extra Ordinary General Meeting held on 12th February, 2024 in compliance with the provisions of the Act.

Further, the company also recorded transfer of securities mentioned below:

- 30,012 Equity shares of face value Rs. 10 from Mr. Deepak Bhojwani to Mr. Manish Parikh.
- 6,000 Equity shares of face value Rs. 10 from Mr. Manish Parikh to Mr. Digambar C. Bagde.
- 5,000 Equity shares of face value Rs. 10 from Mr. Manish Parikh to Mr. Rajesh Neelakantan J/w Ms. Lilita Rajesh.
- 4,000 Equity shares of face value Rs. 10 from Mr. Manish Parikh to Mrs. Sandhya Digambar Badge.
- 5,000 Equity shares of face value Rs. 10 from Mr. Manish Parikh to Mr. D. Suryanarayana.
- 10,000 Equity shares of face value Rs. 10 from Mr. Manish Parikh to Mr. Sanjay Verma.

Further, there was no transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities during the year under review.

(Note: Shares are held in Demat form. Hence, there is no need of issuance of security certificates)

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

There were no instances of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.

10. declaration/ payment of dividend, transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;



During the financial year under review, there was no declaration/payment of dividend, and there was no requirement of transfer of unpaid/ unclaimed dividend/other amounts to the Investor Education and Protection Fund.

11. signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - Sections (3), (4) and (5) thereof;

The audited standalone and consolidated financial statement and Board's Report were duly signed in accordance with the provisions of the Act.

The standalone and consolidated audited financial statement have been signed by Mr. Digambar Bagde (Executive Chairman), Mr. Randeep Narang (Managing Director and Chief Executive Officer), Mr. Ajit Pratap Singh (Chief Financial Officer), and Ms. Gandhali Upadhye (Company Secretary & Compliance Officer).

The Board's Report has been signed by Mr. Digambar Bagde (Executive Chairman) and Mr. Randeep Narang (Managing Director & Chief Executive Officer).

Further, the Directors' Report for the financial year 2023-24 contains all the details as required under Section 134(3) and (5) as sub section 4 of the Act is not applicable to the company.

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

During the financial year review, the Board of Directors of the Company was duly constituted.

Further, the following changes in the composition of the Board of Directors of the Company were carried during the year under review:

- Mr. Sanjay Kumar Verma was re-designated as independent director w.e.f. 31st May, 2023.
- Mr. Narayanarao Sai Mohan ceased to be director of the Company w.e.f. 04th June, 2023.
- Mr. Vinod Kumar Dasari was appointed as Independent director of the Company w.e.f. 10th August, 2023.
- Mr. Ashish Gupta was appointed as the Independent director of the Company w.e.f. 10th August, 2023.



- Mr. Ranjit Raghunath Jatar was appointed as the as Independent director of the Company w.e.f. 10th August, 2023.
- Major General Dr. Dilawar Singh (Retd.) was appointed as the as Independent director of the Company w.e.f. 14th September, 2023.
- Mr. Sanjay Kumar Verma ceased to be an Independent Director of the Company w.e.f. 14th September, 2023.
- Mr. Sanjay Kumar Verma was appointed as the Non-Executive Director of the company w.e.f. 14th September, 2023.
- Mr. Jeevan Lal Nagori ceased to be Additional Non-Executive Director of the Company w.e.f. 27th September, 2023.
- Mr. Jalaj Dani was appointed as Nominee director of the Company w.e.f. 23rd October, 2023.
- Mr. Jalaj Dani ceased to be Nominee director of the Company w.e.f. 27th February, 2024.
- Ms. Vita Jalaj Dani was appointed as Additional Nominee director of the Company w.e.f. 29th February, 2024.

Further, the following changes in the Key Managerial Personnel of the Company were carried during the year under review:

- Mr. Ajit Pratap Singh appointed as the CFO of the Company w.e.f. 19th January, 2024.
- Mr. Sanjay Kumar Agrawal resigned as CFO of the Company w.e.f. 19th January, 2024.

Further, the disclosures made by the directors duly taken on record and remuneration paid to directors and key managerial personnel were in accordance with the provisions of the Act.

13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of Section 139 of the Act;

During the financial year under review, no appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of Section 139 of the Act.

14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

During the financial year under review, no approval was required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or any such other authority under the provisions of the Act.



15. Acceptance/renewal/repayment of deposits;

The Company has not accepted/renewed/repaid any deposits during the financial year under review.

16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

The Company, during the financial year under review, has made borrowings from Banks and Financial Institutions in compliance with the provisions of the Act.

Further, the Company has created, modified and satisfied the charges as per the provisions of the Act.

17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;

During the financial year under review, the Company has provided loan and investments to other body corporates falling under the provisions of Section 186 of the Act in compliance thereof.

18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company;

The Company during the year under review has altered the Memorandum and Articles of Association of the Company in compliance with the provisions of the Act.

Date: 01st August, 2024
Place: New Delhi



For VLA & Associates
Company Secretaries

A handwritten signature in black ink that reads "Vishal Aggarwal".

Vishal Lochan Aggarwal
(Proprietor)
C.P. No. 7622
UDIN: F007241F000873810