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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 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 CHUNNIL BAGDE AND SANJAY KUMAR VERMA

NOTICE TO INVESTORS: ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED MARCH 8, 2024 (THE "ADDENDUM")

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) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹4,500.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE (THE "OFFER FOR SALE") OF UP TO 10,160,000 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION, BY AJANMA HOLDINGS PRIVATE LIMITED ("PROMOTER SELLING SHAREHOLDER") ("OFFERED SHARES"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

Potential Bidders may note the following as a corrigendum cum addendum ("Addendum") to the draft red herring prospectus dated March 8, 2024, filed by our Company with SEBI and the Stock Exchanges ("DRHP"):

On June 24, 2024, Asiana Alternative Investment Fund – Scheme: Asiana Fund I ("Asiana"), has waived one of its exit options, i.e. buy-back arrangement (the "Buy-back Termination") under Clauses 11.2.1 and 11.2.2 of the share subscription cum shareholders' agreement dated September 26, 2023 ("SSSA"), entered into by and amongst our Company, our Promoter Selling Shareholder, and Asiana, read with the amendment agreement dated February 9, 2024 and such arrangement shall be of no further force or effect without any further act or deed required by any party to the SSSA. This Buy-back Termination effected in relation to the provisions of the SSSA shall also be deemed to be a termination under the corresponding provisions of the Articles of Association of our Company.

Accordingly, pursuant to the Buy-back Termination, Asiana's exit option by way of buy-back under Clause 11.2.2 of the SSSA has been terminated in its entirety with effect from June 24, 2024. Accordingly, our Company is no longer required to buy-back the Equity Shares held by Asiana in the event our Company and/or our Promoter Selling Shareholder, are unable to facilitate an exit for Asiana.

Please note that since the buy-back arrangement under Clause 11.2.2 of the SSSA was part of a waterfall mechanism and could only be triggered if the Offer was not consummated within a period of three years and no later than four years from the date of the SSSA and a secondary sale of the Equity Shares of our Company was not facilitated by our Company and AHP held by Asiana, irrespective of the Buy-back Termination, our Company's obligation to buy-back the Equity Shares held by Asiana was not in operation as on the date of filing of the DRHP, i.e., March 8, 2024.

Based on the above, we confirm that neither our Company, nor any of our Directors or the Book Running Lead Managers have entered into any buy-back arrangements for purchase of Equity Shares from any person.

This Addendum does not purport to, nor does it, reflect all the changes that have occurred from the date of filing of the Draft Red Herring Prospectus and the date of this Addendum. Accordingly, this Addendum does not include all the changes and/or updates that will be included in the Red Herring Prospectus and the Prospectus. Please note that the information included in the Draft Red Herring Prospectus will be suitably updated, including to the extent updated by way of this Addendum, as may be applicable, in the Red Herring Prospectus and the Prospectus. Investors should not rely on the Draft Red Herring Prospectus or this Addendum for any investment decision, and should read the Red Herring Prospectus, as and when it is filed with the RoC, SEBI and the Stock Exchanges before making an investment decision with respect to the Offer.

This Addendum shall be made available to the public for comments, if any, for a period of at least 21 days and will be available on the website of SEBI at www.sebi.gov.in, the website of the Company at www.transrail.in and the websites of the BRLMs, i.e., Inga Ventures Private Limited at www.ingaventures.com, Axis Capital Limited at www.axiscapital.co.in, HDFC Bank Limited at www.hdfcbank.com and IDBI Capital Markets & Securities Limited at www.idbicapital.com.

Capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the DRHP.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
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 1 st Floor, Axis House, C-2 Wadia International Centre, 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 Gadh/ 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: Dhruv Bhavsar/ 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/-

Place: Mumbai
Date: July 2, 2024

Gandhali Upadhye
Company Secretary and Compliance Officer

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. 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.