



**A. M. Sheth & Associates**  
**Company Secretaries**

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**A. M. SHETH**  
Proprietor

**Secretarial compliance report of Transrail Lighting Limited for the  
year ended 31 March 2025**

We, A M Sheth & Associates, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Transrail Lighting Limited (the listed Entity/ the Company)**
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31 March 2025** ( Review Period\* ) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ( 'SEBI ' );

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( SEBI LODR );
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (**Not applicable to the listed entity during the Review Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB Regulations);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the listed entity during the Review Period**);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

(b) The listed entity has taken the following actions to comply with the observations made in the previous reports: **Not Applicable**.

\* During the Financial Year, the Company has got listed on BSE Limited and the National Stock Exchange of India Limited on 27th December 2024, so review period shall be considered accordingly.

(c) In respect of following matters, the listed entity, during the review period, has complied with as specified below:

Sr. No.	Particulars	Compliance Status (Yes/No/Not Applicable)	Observations / Remarks by Practicing Company Secretary
1.	<u>Secretarial Standards:</u>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity; and</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>	Yes	-
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> <li>The listed entity is maintaining a functional website;</li> <li>Timely dissemination of the documents/ information under a separate section on the website; and</li> <li>Web-links provided in annual corporate governance report under regulation 27(2) of the SEBI LODR are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes	-



4.	<u>Disqualification of director:</u>  None of the directors of the listed entity is disqualified under section 164 of Companies Act, 2013.	Yes	-
5.	<u>Details related to subsidiaries of listed entity examined with respect to:</u>  • Identification of material subsidiary companies; and • Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	-
6.	<u>Preservation of documents:</u>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the SEBI LODR.	Yes	-
7.	<u>Performance Evaluation:</u>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of the financial year as prescribed in SEBI Regulations.	Yes	-
8.	<u>Related Party Transactions:</u>  a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;  b) In case where no prior approval obtained, the listed entity shall provide with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.	Yes  Yes	In some of the cases Related party transactions were subsequently approved/ ratified  In None of the cases Related party transactions were Rejected by the Audit Committee





9.	<u>Disclosure of events or information:</u>  The listed entity has provided all the required disclosure(s) under regulation 30 read with Schedule III to the SEBI LODR within the time limits prescribed thereunder.	Yes	-
10.	<u>Prohibition of Insider Trading:</u>  The listed entity is in compliance with regulation 3(5) and 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  No Action has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	-
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries, if any:</u>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 for compliance with the provisions of the SEBI LODR by listed entities.	Not Applicable	No such instance Occurred
13.	<u>Compliance with requirements for disclosure of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the SEBI LODR:</u>  Company has complied with SEBI Circular No. SEBI/ HO/ CFD/ CFD - PoD-2/ CIR/P/2024/185 dated December 31, 2024 and the Company has uploaded the Employee Benefit scheme documents on its website	Yes	-



14.	Additional Non-compliances, if any:		
	No additional non-compliance observed for any SEBI regulations/circulars/guidance notes, etc.	Yes	-

**Assumptions and Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**FOR A. M. SHETH & ASSOCIATES**

(Company Secretaries)

**A. M. SHETH**

(Prop)

ACS No. 24127, CP No. 13976

Place: Mumbai

Date: 23rd May, 2025

UDIN: A024127G000419291

P R No : S2023MH948300

