

**TRANSINDIA REAL ESTATE LIMITED**  
**(Formerly Known as Transindia Realty & Logistics Parks Limited)**

CIN: U61200MH2021PLC372756

**Registered Office:** 4<sup>th</sup> Floor, A Wing, Allcargo House, CST Road, Kalina, Santacruz (E), Mumbai – 400098

**Tel:** +91 22 66798100

**Website:** [www.transindia.co.in](http://www.transindia.co.in); **Email ID:** investorsrelation@transindia.co.in

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**POSTAL BALLOT NOTICE**

**NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

Dear Member(s),

Notice is hereby given to the members of Transindia Real Estate Limited (the “**Company**”) that pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 and 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 respectively, (collectively termed as “**MCA Circulars**”) including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to consider and if thought fit to pass the resolutions as set out herein below by way of Postal Ballot through Electronic Voting process (“**e-Voting**”).

The proposed resolution along with the explanatory statement, pursuant to Section 102 of the Act and other applicable laws, pertaining to the said resolution setting out the material facts and the reasons thereof, are also appended to this Postal Ballot Notice for your consideration and forms part of this Notice. Only Members of the Company as on Friday, June 02, 2023 (“**cut-off date**”) are entitled to cast their votes electronically and any other person who is not a member of the Company shall treat this Notice for information purpose only.

Pursuant to the provision of Section 110 of the Act read with Rule 22 of the Management Rules, the Board of Directors of the Company (the “**Board**”) has appointed Ms. Ashwini Mohit Inamdar (FCS 9409, CP No. 11226), Partner of M/s. Mehta & Mehta., Practicing Company Secretaries, Mumbai or failing her, Ms. Alifya Sapatwala (ACS 24091, CP No. 24895) as the Scrutinizer for conducting the Postal Ballot through e-Voting process in a fair and transparent manner. The voting will commence on Saturday, June 10, 2023.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as the agency to provide e-Voting facility.

**SPECIAL BUSINESS:**

**1. Approval for divestment / sale / transfer / disposal of 10% stake held in Malur Logistics & Industrial Parks Private Limited**

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof], the provisions of the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (“the Board”) which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including powers conferred by this resolution to divest / sell / transfer / dispose of 20,000 Equity Shares of Face Value of Rs.10/- each (10% stake) held in Malur Logistics & Industrial Parks Private Limited, (“the Undertaking”), to BRE Asia Urban Holdings Ltd (“the Investor”), for an net aggregate consideration of Rs. 25.27 Crores approximately (Rupees Twenty-Five Crore and Twenty-Seven Lakhs Only/-) which are subject to customary and working capital adjustment of transaction and on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company.

**RESOLVED FURTHER THAT** Mr. Jatin Chokshi, Managing Director of the Company, Mr. Ashok Khimji Parmar, Chief Financial Officer of the Company or any officer(s) of the company as delegated by the Board, be and are hereby severally authorised:

- a) to do all such acts, deeds, matters and things including but not limiting to decide the time when the divestment be done by the Company;
- b) the manner of divestment, extent of divestment and other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the divestment;
- c) negotiating and finalizing the terms of sale, negotiating, finalizing and executing share purchase agreement(s), by whatever name called or any such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed;
- d) to determine the final consideration / pricing;
- e) to make all such filings and applications for the statutory / regulatory and other approvals as may be required in the matter of divestment and to complete the aforesaid transaction;

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company be and are hereby severally Authorised to sign and file all the requisite documents with the Registrar of Companies, and any other Regulatory Authorities as may be required.

**RESOLVED FURTHER THAT** a certified copy of this resolution be issued under the signature of any of the Directors or Key Managerial Personnel of the Company to whomsoever it may concern with a request to act thereon.”

## **2. Approval for divestment / sale / transfer / disposal of 10% stake held in Venkatapura Logistics & Industrial Parks Private Limited**

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof], the provisions of the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (“the Board”) which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including powers conferred by this resolution to divest / sell / transfer / dispose of 20,000 Equity Shares of Face Value of Rs.10/- each (10% stake) held in Venkatapura Logistics & Industrial Parks Private Limited, (“the Undertaking”) to BRE Asia Urban Holdings Ltd (“the Investor”), for an net aggregate consideration of Rs. 1.68 Crores approximately (Rupees One Crore and Sixty-Eight Lakhs Only/-) which are subject to customary and working capital adjustment of transaction and on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company.

**RESOLVED FURTHER THAT** Mr. Jatin Chokshi, Managing Director of the Company, Mr. Ashok Khimji Parmar, Chief Financial Officer of the Company or any officer(s) of the Company as delegated by the Board, be and are hereby severally authorised:

- a) to do all such acts, deeds, matters and things including but not limiting to decide the time when the divestment be done by the Company;
- b) the manner of divestment, extent of divestment and other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the divestment;
- c) negotiating and finalizing the terms of sale, negotiating, finalizing and executing share purchase agreement(s), by whatever name called or any such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed;
- d) to determine the final consideration / pricing;
- e) to make all such filings and applications for the statutory / regulatory and other approvals as may be required in the matter of divestment and to complete the aforesaid transaction;”

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company be and are hereby severally Authorised to sign and file all the requisite documents with the Registrar of Companies, and any other Regulatory Authorities as may be required.

**RESOLVED FURTHER THAT** a certified copy of this resolution be issued under the signature of any of the Directors or Key Managerial Personnel of the Company to whomsoever it may concern with a request to act thereon.”

### **3. Approval for divestment / sale / transfer / disposal of 10% stake held in Kalina Warehousing Private Limited**

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof], the provisions of the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (“the Board”) which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including powers conferred by this resolution to divest / sell / transfer / dispose of 10,000 Equity Shares of Face Value of Rs.10/- each (10% stake) held in Kalina Warehousing Private Limited, (“the Undertaking”), to BRE Asia Urban Holdings Ltd (“the Investor”), for an net aggregate consideration of Rs. 5.49 Crores approximately (Rupees Five Crore and Forty-Nine Lakhs Only/-) which are subject to customary and working capital adjustment of transaction and on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company.

**RESOLVED FURTHER THAT** Mr. Jatin Chokshi, Managing Director of the Company, Mr. Ashok Khimji Parmar, Chief Financial Officer of the Company or any officer(s) of the company as delegated by the Board, be and are hereby severally authorised:

- a) to do all such acts, deeds, matters and things including but not limiting to decide the time when the divestment be done by the Company;
- b) the manner of divestment, extent of divestment and other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the divestment;
- c) negotiating and finalizing the terms of sale, negotiating, finalizing and executing share purchase agreement(s), by whatever name called or such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed;
- d) to determine the final consideration / pricing;
- e) to make all such filings and applications for the statutory / regulatory and other approvals as may be required in the matter of divestment and to complete the aforesaid transaction;

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company be and are hereby severally Authorised to sign and file all the requisite documents with the Registrar of Companies, and any other Regulatory Authorities as may be required.

**RESOLVED FURTHER THAT** a certified copy of this resolution be issued under the signature of any of the Directors or Key Managerial Personnel of the Company to whomsoever it may concern with a request to act thereon.”

#### **4. Approval for divestment / sale / transfer / disposal of 10% stake held in Panvel Warehousing Private Limited**

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof], the provisions of the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (“the Board”) which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including powers conferred by this resolution to divest / sell / transfer / dispose of 10,000 Equity Shares of Face Value of Rs.10/- each (10% stake) held in Kalina Warehousing Private Limited, (“the Undertaking”), to BRE Asia Urban Holdings Ltd (“the Investor”), for an net aggregate consideration of Rs. 14.78 Crores approximately (Rupees Fourteen Crores and Seventy-Eight Lakhs Only/-) which are subject to customary and working capital adjustment of transaction and on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company.

**RESOLVED FURTHER THAT** Mr. Jatin Chokshi, Managing Director of the Company, Mr. Ashok Khimji Parmar, Chief Financial Officer of the Company or any officer(s) of the Company as delegated by the Board, be and are hereby severally authorised:

- a) to do all such acts, deeds, matters and things including but not limiting to decide the time when the divestment be done by the Company;
- b) the manner of divestment, extent of divestment and other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the divestment;
- c) negotiating and finalizing the terms of sale, negotiating, finalizing and executing share purchase agreement(s), by whatever name called or any such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed;
- d) to determine the final consideration / pricing;
- e) to make all such filings and applications for the statutory / regulatory and other approvals as may be required in the matter of divestment and to complete the aforesaid transaction;

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company be and are hereby severally Authorised to sign and file all the requisite documents with the Registrar of Companies, and any other Regulatory Authorities as may be required.

**RESOLVED FURTHER THAT** a certified copy of this resolution be issued under the signature of any of the Directors or Key Managerial Personnel of the Company to whomsoever it may concern with a request to act thereon.”

**5. Approval for divestment / sale / transfer / disposal of 10% stake held in Allcargo Logistics & Industrial Park Private Limited**

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof], the provisions of the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (“the Board”) which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including powers conferred by this resolution to divest / sell / transfer / dispose of 1,80,000 Equity Shares of Face Value of Rs.10/- each (10% stake) held in Allcargo Logistics & Industrial Park Private Limited, (“the Undertaking”), to BRE Asia Urban Holdings Ltd (“the Investor”), for an net aggregate consideration of Rs. 9.20 Crores approximately (Rupees Nine Crore and Twenty Lakhs Only/-) which are subject to customary and working capital adjustment of transaction and on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company.

**RESOLVED FURTHER THAT** Mr. Jatin Chokshi, Managing Director of the Company, Mr. Ashok Khimji Parmar, Chief Financial Officer of the Company or any officer(s) of the Company as delegated by the Board, be and are hereby severally authorised:

- a) to do all such acts, deeds, matters and things including but not limiting to decide the time when the divestment be done by the Company;
- b) the manner of divestment, extent of divestment and other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the divestment;
- c) negotiating and finalizing the terms of sale, negotiating, finalizing and executing share purchase agreement(s), by whatever name called or any such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed;
- d) to determine the final consideration / pricing;
- e) to make all such filings and applications for the statutory / regulatory and other approvals as may be required in the matter of divestment and to complete the aforesaid transaction;

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company be and are hereby severally Authorised to sign and file all the requisite documents with the Registrar of Companies, and any other Regulatory Authorities as may be required.

**RESOLVED FURTHER THAT** a certified copy of this resolution be issued under the signature of any of the Directors or Key Managerial Personnel of the Company to whomsoever it may concern with a request to act thereon.”

**6. Approval for divestment / sale / transfer / disposal of 100% stake held in Allcargo Multimodal Private Limited, a wholly owned subsidiary of the Company**

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof], the provisions of the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (“the Board”) which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including powers conferred by this resolution to divest / sell / transfer / dispose of 2,24,05,002 Equity Shares of Face Value of Rs.10/- each (100% stake) held in Allcargo Multimodal Private Limited, (“the Undertaking”), to BRE Asia Urban Holdings Ltd (“the Investor”), for an Enterprise Value of Rs. 625 Crores approximately which are subject to customary and working capital adjustment of transaction and on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company.

**RESOLVED FURTHER THAT** Mr. Jatin Chokshi, Managing Director of the Company, Mr. Ashok Khimji Parmar, Chief Financial Officer of the Company or any officer(s) of the Company as delegated by the Board, be and are hereby severally authorised:

- a) to do all such acts, deeds, matters and things including but not limiting to decide the time when the divestment be done by the Company;
- b) the manner of divestment, extent of divestment and other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the divestment;
- c) negotiating and finalizing the terms of sale, negotiating, finalizing and executing share purchase agreement(s), by whatever name called or any such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed;
- d) to determine the final consideration / pricing;
- e) to make all such filings and applications for the statutory / regulatory and other approvals as may be required in the matter of divestment and to complete the aforesaid transaction;

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company be and are hereby severally Authorised to sign and file all the requisite documents with the Registrar of Companies, and any other Regulatory Authorities as may be required.

**RESOLVED FURTHER THAT** a certified copy of this resolution be issued under the signature of any of the Directors or Key Managerial Personnel of the Company to whomsoever it may concern with a request to act thereon.”

**7. Appointment of Ms. Shloka ShashiKiran Shetty (DIN:10052463) as a Non-Executive Director of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation and approval the Board of Directors of the Company, Ms. Shloka ShashiKiran Shetty (DIN:10052463), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from May 08, 2023 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.”

**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel of the Company be and are hereby severally Authorised to sign and file all the requisite documents with the Registrar of Companies, and any other Regulatory Authorities as may be required.

**RESOLVED FURTHER THAT** a certified copy of this resolution be issued under the signature of any of the Directors or Key Managerial Personnel of the Company to whomsoever it may concern with a request to act thereon.”

By order of the Board of Directors  
**For Transindia Real Estate Limited**  
(Formerly known as Transindia Realty & Logistics Parks Limited)

Sd/-

**Khushboo Mishra**  
Company Secretary  
(Membership No.: A68324)

**Place:** Mumbai

**Date:** June 09, 2023

**Registered Office:**

4<sup>th</sup> Floor, A Wing, Allcargo House, CST Road,  
Kalina, Santacruz (E), Mumbai – 400098

**E-mail ID:** investorsrelation@transindia.co.in

**Website:** www.transindia.co.in

**Tel:** +91 22 66798100

**CIN:** U61200MH2021PLC372756

**NOTES AND INSTRUCTIONS:**

1. The explanatory statement pursuant to Section 102 of the Act read together with Rule 22 of the Management Rules and other applicable provisions, setting out all the material facts and reasons in relation to the proposed special business is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/ list of beneficial owners as received from Registrar and Share Transfer Agent i.e., Link Intime India Private Limited (“**Link Intime/RTA**”) as on Friday, June 02, 2023 (“**Cut-off Date**”), which will be considered for the purpose of e-Voting. A person who is not a member of the Company as on the aforesaid date should treat this Notice for information purpose only.
3. As permitted under the MCA Circulars, the Company is sending Notice electronically to all the Members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company’s RTA and will not be sending the hard copy of the Notice along with relevant documents whose email addresses are not registered.
4. The Notice has also been placed on Company’s website: [www.transindia.co.in](http://www.transindia.co.in) and NSDL’s website: <https://www.evoting.nsdl.com>.
5. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on Cut-off Date i.e. Friday, June 02, 2023.
6. Any Members who did not receive the Notice may either send an email to [investorsrelation@transindia.co.in](mailto:investorsrelation@transindia.co.in) or write to NSDL at <https://www.evoting.nsdl.com>.
7. Voting by e-Voting, can be exercised only by the Member or its duly constituted attorney or in case of body corporates, by the duly authorised person. A Member cannot exercise his/her vote by proxy on postal ballot.
8. Voting period will commence on Saturday, June 10, 2023, at 9:00 a.m. (IST) and will end on Sunday, July 09, 2023, at 5:00 p.m. (IST).
9. The Board of Directors of the Company has appointed Ms. Ashwini Mohit Inamdar (FCS 9409, CP No. 11226), Partner of M/s. Mehta & Mehta., Practicing Company Secretaries, Mumbai or failing her, Ms. Alifya Sapatwala (ACS 24091, CP No. 24895) as a Scrutinizer to conduct the process of the postal ballot/e-Voting, in a fair and transparent manner.
10. The Scrutinizer will submit its Consolidated Report to the Chairperson, or any other person authorized by the Chairperson, after completion of the scrutiny of the votes cast and the results of the voting by Postal Ballot which will be announced by the Chairperson or any other person authorized on or before July 11, 2023. The Scrutinizer’s decision on the validity of the votes shall be final.
11. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website at [www.transindia.co.in](http://www.transindia.co.in). The results shall also be displayed on the notice board at the registered office of the Company.
12. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. July 09, 2023. Further, the resolution passed by the Members through

postal ballot is deemed to have been passed as if they have been passed at a duly convened general meeting of the Company.

13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days during the voting period. Also, the Members may also send their requests to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) from their registered email addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the Postal Ballot.

**14. Voting through electronic means**

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Management Rules, MCA Circulars and any other applicable provisions, if any, the Company has extended e-Voting facility to enable the Members to cast their votes electronically through the e-Voting services provided by NSDL.

The e-Voting facility will be available during the following period:

<b>Commencement of e-Voting</b>	From Saturday, June 10, 2023, 9:00 a.m. (IST)
<b>End of e-Voting</b>	Upto Sunday, July 09, 2023, 5:00 p.m. (IST)

The e-Voting module shall be disabled by NSDL for voting at 5:00 p.m. (IST) on Sunday, July 09, 2023. Once the vote on the resolution is cast by a Member, he or she will not be allowed to change it subsequently.

The procedure and instructions for e-Voting are as follows:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode:**

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ol>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting thier vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-</li> </ol>

	Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- b) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number, your PAN, your name and your registered address etc.
- c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [alifya@mehta-mehta.com](mailto:alifya@mehta-mehta.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolution set out in this notice:**

- I. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investorsrelation@transindia.co.in](mailto:investorsrelation@transindia.co.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
- II. Alternatively, shareholder/Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned documents.

15. All documents referred to in the Notice and Explanatory Statement will be available for electronic inspection by the Members from the date of dispatch of this Notice until the last date for receipt of votes by e-Voting i.e., Sunday, July 09, 2023 till 5:00 p.m. (IST). Members seeking to inspect such documents can send an e-mail to [investorsrelation@transindia.co.in](mailto:investorsrelation@transindia.co.in) . Further, any query in relation to the resolution proposed to be passed by e-Voting may be addressed to the Company Secretary of the Company at [investorsrelation@transindia.co.in](mailto:investorsrelation@transindia.co.in)

Upon completion of the scrutiny of the votes cast in a fair and transparent manner, the Scrutinizer will submit its report to the Chairperson of the Company, or any person duly authorized by him. The Chairperson or any director or any other person authorized by the Chairperson shall declare the results of the Postal Ballot as per the statutory timelines. The results of the Postal Ballot will be announced within 2 (two) working days of conclusion of the voting through Postal Ballot process. The results along with the Scrutinizer's report will also be posted on websites of the Company i.e. [www.transindia.co.in](http://www.transindia.co.in) and NSDL: <https://www.evoting.nsdl.com/>. The Company will also display the results at its registered office. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for e-Voting i.e. Sunday, July 09, 2023.

**EXPLANATORY STATEMENT**  
**(Pursuant to the provisions of Section 102 of the Companies Act, 2013)**

**Item No. 1**

**Approval for divestment / sale / transfer / disposal of 10% stake held in Malur Logistics & Industrial Parks Private Limited**

An Investment Agreement was executed among Allcargo Logistics Limited (“Allcargo”), Malur Logistics and Industrial Parks Private Limited (“Malur”/ “Undertaking”) and BRE Asia Urban Holdings Ltd (“the Investor”) in the year 2020 and as amended from time to time, for transfer of controlling stake of the Company subject to the satisfaction of the closing conditions and achievement of certain milestones (together the 'conditions precedent') as prescribed in the agreement. Major conditions precedent were fulfilled and 90% of Equity shares of Malur were sold to the investor by Allcargo.

Pursuant to Scheme of Arrangement and Demerger amongst Allcargo Logistics Limited (“Demerged Company”), Allcargo Terminals Limited (“Resulting Company 1”) and Transindia Real Estate Limited (Formerly known as TransIndia Realty & Logistics Parks Limited) (“Resulting Company 2”), as sanctioned by NCLT dated January 5, 2023, investment in Malur Logistics & Industrial Parks Private Limited was transferred to Transindia Real Estate Limited.

It is proposed to divest / sale / transfer / disposal of the 10% investment of the Company held in Malur, for an aggregate consideration of Rs. 25.27 Crores approximately on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company. This transaction paves way for future growth with strength in balance sheet of the Company to execute new projects and drive growth across other key opportunities in real estate, particularly in logistics parks.

The Board of Directors is of the opinion that the proposed divestment / sale / transfer / disposal is in the overall interest of the Company and has approved the proposed divestment at their meeting held on June 02, 2023, subject to the approval of shareholders and such other statutory approvals/compliances, if any. Accordingly, the consent of the Members by way of Special Resolution is being sought for divestment / sale / transfer / disposal of 10% stake held in Malur.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (“the Act”), any sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company requires the approval of the members of the Company to be accorded by way of special resolution. An undertaking for the purpose of Section 180(1)(a) of the Act means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year. Since the Undertaking exceeds the threshold specified herein, the transfer of Malur requires approval of the Members by way of a special resolution under Section 180(1)(a) of the Act.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

**Item No. 2****Approval for divestment / sale / transfer / disposal of 10% stake held in Venkatapura Logistics & Industrial Parks Private Limited**

A Shareholders Agreement was executed among Allcargo Logistics Limited (“Allcargo”), Venkatapura Logistics and Industrial Parks Private Limited (“Venkatapura”) and BRE Asia Urban Holdings Ltd (“the Investor”) in the year 2020 and as amended from time to time, for transfer of controlling stake of the Company subject to the satisfaction of the closing conditions and achievement of certain milestones (together the 'conditions precedent') as prescribed in the agreement. Major conditions precedent were fulfilled and 90% of Equity shares of Venkatapura were sold to the investor by Allcargo.

Pursuant to Scheme of Arrangement and Demerger amongst Allcargo Logistics Limited (“Demerged Company”), Allcargo Terminals Limited (“Resulting Company 1”) and Transindia Real Estate Limited (Formerly known as TransIndia Realty & Logistics Parks Limited) (“Resulting Company 2”), order as sanctioned by NCLT dated January 5, 2023, investment in Venkatapura Logistics and Industrial Parks Private Limited was transferred to Transindia Real Estate Limited.

It is proposed to divest / sale / transfer / dispose of the 10% investment of the Company in Venkatapura, for an net aggregate consideration of Rs.1.68 Crores approximately which are subject to customary and working capital adjustment of transaction and on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company. This transaction paves way for future growth with strength in balance sheet of the Company to execute new projects and drive growth across other key opportunities in real estate, particularly in logistics parks.

The Board of Directors is of the Opinion that the proposed divestment / sale / transfer / disposal is in the overall interest of the Company and has approved the proposed divestment at their meeting held on June 02, 2023, subject to the approval of shareholders and such other statutory approvals/compliances, if any. Accordingly, the consent of the Members by way of Special Resolution is being sought for divestment / sale / transfer / disposal of 10% stake held in Venkatapura.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (“the Act”), any sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company requires the approval of the members of the Company to be accorded by way of the special resolution. An undertaking for the purpose of Section 180(1)(a) of the Act means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year. Since the Undertaking exceeds the threshold specified herein, the transfer of Venkatapura requires approval of the Members by way of a special resolution under Section 180(1)(a) of the Act.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

**Item No. 3****Approval for divestment / sale / transfer / disposal of 10% stake held in Kalina Warehousing Private Limited**

A Shareholders Agreement was executed among Allcargo Logistics Limited (“Allcargo”), Kalina Warehousing Private Limited (“Kalina”), and BRE Asia Urban Holdings Ltd (“the Investor”) in the year 2020 and as amended from time to time, for transfer of controlling stake of the Company subject to the satisfaction of the closing conditions and achievement of certain milestones (together the 'conditions precedent'). As per the agreement, investor was holding 90,000 CCD in Kalina which were converted into equity. After conversion investor became 90% holder of equity and 10% were held by Allcargo.

Pursuant to Scheme of Arrangement and Demerger amongst Allcargo Logistics Limited (“Demerged Company”), Allcargo Terminals Limited (“Resulting Company 1”) and Transindia Real Estate Limited (Formerly known as TransIndia Realty & Logistics Parks Limited) (“Resulting Company 2”), as sanctioned by NCLT dated January 5, 2023, investment in Kalina Warehousing Private Limited was transferred to Transindia Real Estate Limited.

It is proposed to divest / sale / transfer / dispose of the 10% investment of the Company in Kalina, for an net aggregate consideration of Rs. 5.49 Crores approximately which are subject to customary and working capital adjustment of transaction and on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company. This transaction paves way for future growth with strength in balance sheet of the Company to execute new projects and drive growth across other key opportunities in real estate, particularly in logistics parks.

The Board of Directors is of the Opinion that the proposed divestment / sale / transfer / disposal is in the overall interest of the Company and has approved the proposed divestment at their meeting held on June 02, 2023, subject to the approval of shareholders and such other statutory approvals/compliances, if any. Accordingly, the consent of the Members by way of Special Resolution is being sought for divestment / sale / transfer / disposal of 10% stake held in Kalina.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (“the Act”), any sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company requires the approval of the members of the Company to be accorded by way of the special resolution. An undertaking for the purpose of Section 180(1)(a) of the Act means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year. Since the Undertaking exceeds the threshold specified herein, the transfer of Kalina requires approval of the Members by way of a special resolution under Section 180(1)(a) of the Act.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

**Item No. 4****Approval for divestment / sale / transfer / disposal of 10% stake held in Panvel Warehousing Private Limited**

A Shareholders Agreement was executed among Allcargo Logistics Limited (“Allcargo”), Panvel Warehousing Private Limited (“Panvel”) and BRE Asia Urban Holdings Ltd (“the Investor”) in the year 2020 and as amended from time to time, for transfer of controlling stake of the Company subject to the satisfaction of the closing conditions and achievement of certain milestones (together the 'conditions precedent'). As per the agreement, investor was holding 90,000 Debentures (CCD) in Panvel which were converted into equity. After conversion investor became 90% holder of equity and 10% were held by Allcargo.

Pursuant to Scheme of Arrangement and Demerger amongst Allcargo Logistics Limited (“Demerged Company”), Allcargo Terminals Limited (“Resulting Company 1”) and Transindia Real Estate Limited (Formerly known as TransIndia Realty & Logistics Parks Limited) (“Resulting Company 2”), as sanctioned by NCLT dated January 5, 2023, Panvel Warehousing Private Limited was transferred to Transindia Real Estate Limited.

It is proposed to divest / sale / transfer / dispose of the 10% investment of the Company in Panvel, for an net aggregate consideration of Rs. 14.78 Crores approximately which are subject to customary and working capital adjustment of transaction and on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company. This transaction paves way for future growth with strength in balance sheet of the Company to execute new projects and drive growth across other key opportunities in real estate, particularly in logistics parks.

The Board of Directors is of the Opinion that the proposed sale / transfer / disposal / divestment is in the overall interest of the Company and has approved the proposed divestment at their meeting held on June 02, 2023, subject to the approval of shareholders and such other statutory approvals/compliances, if any. Accordingly, the consent of the Members by way of Special Resolution is being sought for sale / transfer / disposal / divestment of 10% stake held in Panvel.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (“the Act”), any sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company requires the approval of the members of the Company to be accorded by way of the special resolution. An undertaking for the purpose of Section 180(1)(a) of the Act means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year. Since the Undertaking exceeds the threshold specified herein, the transfer of Panvel requires approval of the Members by way of a special resolution under Section 180(1)(a) of the Act.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

**Item No. 5****Approval for sale / transfer / disposal / divestment of 10% stake held in Allcargo Logistics & Industrial Park Private Limited**

A Securities Subscription and Purchase Agreement was executed among Allcargo Logistics Limited (“Allcargo”), Venkatapura Logistics and Industrial Parks Private Limited (“Venkatapura”), Allcargo Logistics & Industrial Park Private Limited (“ALIPPL”), Madanahatti Logistics & Industrial Parks Limited (“Madanahatti”), Kalina Warehousing Private Limited (“Kalina”), Panvel Warehousing Private Limited (“Panvel”) (hereinafter be referred collectively as the “companies”) and BRE Asia Urban Holdings Ltd (“the Investor”) in the year 2020. Pursuant to the agreement, 90% of stake held in Allcargo Logistics & Industrial Park Private Limited were transferred to the investor in the year 2020 and remaining 10% were held by Allcargo.

Pursuant to Scheme of Arrangement and Demerger amongst Allcargo Logistics Limited (“Demerged Company”), Allcargo Terminals Limited (“Resulting Company 1”) and Transindia Real Estate Limited (Formerly known as TransIndia Realty & Logistics Parks Limited) (“Resulting Company 2”), as sanctioned by NCLT dated January 5, 2023, Allcargo Logistics & Industrial Park Private Limited was transferred to Transindia Real Estate Limited.

It is proposed to divest / sale / transfer / dispose of the investment of the Company in ALIPPL, for an net aggregate consideration of Rs. 9.20 Crores approximately which are subject to customary and working capital adjustment of transaction and on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company. This transaction paves way for future growth with strength in balance sheet of the Company to execute new projects and drive growth across other key opportunities in real estate, particularly in logistics parks.

The Board of Directors is of the Opinion that the proposed divestment / sale / transfer / disposal is in the overall interest of the Company and has approved the proposed divestment at their meeting held on June 02, 2023, subject to the approval of shareholders and such other statutory approvals/compliances, if any. Accordingly, the consent of the Members by way of Special Resolution is being sought for divestment / sale / transfer / disposal of 10% stake held in ALIPPL.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (“the Act”), any sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company requires the approval of the members of the Company to be accorded by way of the special resolution. An undertaking for the purpose of Section 180(1)(a) of the Act means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year. Since the Undertaking exceeds the threshold specified herein, the transfer of ALIPPL requires approval of the Members by way of a special resolution under Section 180(1)(a) of the Act.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

**Item No. 6****Approval for divestment / sale / transfer / disposal of 100% stake held in Allcargo Multimodal Private Limited, a wholly owned subsidiary of the Company**

A Framework Agreement was executed among Allcargo Logistics Limited (“Allcargo”), Allcargo Multimodal Private Limited (“AMPL”), Allcargo Inland Park Private Limited (“AIPPL”), Allcargo Logistics & Industrial Parks Private Limited (“ALIPPL”), Madanahatti Logistics & Industrial Parks Limited (“Madanahatti”), Venkatapura Logistics & Industrial Parks Private Limited (“Venkatapura”), Kalina Warehousing Private Limited (“Kalina”), Panvel Warehousing Private Limited (“Panvel”) and Malur Logistics & Industrial Parks Private Limited (“Malur”) (hereinafter be referred collectively as the “companies”) and BRE Asia Urban Holdings Ltd (“the Investor”) in the year 2020, for transfer of controlling stake of the Companies subject to the satisfaction of the closing conditions and achievement of certain milestones (together the 'conditions precedent') as prescribed in the agreements.

Pursuant to Scheme of Arrangement and Demerger amongst Allcargo Logistics Limited (“Demerged Company”/ “Company”), Allcargo Terminals Limited (“Resulting Company 1”) and Transindia Real Estate Limited (Formerly known as TransIndia Realty & Logistics Parks Limited) (“Resulting Company 2”), as sanctioned by NCLT dated January 5, 2023, AMPL was transferred to Transindia Real Estate Limited.

Since major conditions precedent are fulfilled, it is proposed to divest / sale / transfer / dispose of 100% investment of the Company in AMPL, a wholly owned subsidiary (WOS), on Enterprise value of Rs. 625 Crores approximately which are subject to customary and working capital adjustment of transaction and on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company. This transaction paves way for future growth with strength in balance sheet of the Company to execute new projects and drive growth across other key opportunities in real estate, particularly in logistics parks.

The Board of Directors is of the Opinion that the proposed sale / transfer / disposal / divestment is in the overall interest of the Company and has approved the proposed divestment at their meeting held on June 02, 2023, subject to the approval of shareholders and such other statutory approvals/compliances, if any. Accordingly, the consent of the Members by way of Special Resolution is being sought for sale / transfer / disposal / divestment of 100% stake held in AMPL.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (“the Act”), any sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company requires the approval of the members of the Company accorded by way of the special resolution. An undertaking for the purpose of Section 180(1)(a) of the Act means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year. Since Undertaking exceeds the threshold specified herein, the transfer of AMPL Undertaking requires approval of the Members by a special resolution under Section 180(1)(a) of the Act.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

**Item No. 7****Appointment of Ms. Shloka Shashikiran Shetty as a Non-Executive Director of the Company**

The Board of Directors of the Company at their meeting held on May 08, 2023, approved the appointment of Ms. Shloka Shetty (“Ms. Shloka”) as a Non-Executive (Non-Independent) Director of the Company with effect from May 08, 2023, subject to the approval of the Members of the Company.

Ms. Shloka holds degree in Bachelor of Arts, Economics and Mathematics from Northwestern University. Ms. Shloka’s experience includes Client Delivery Analyst – M&A, reporting to SVP Finance & Operations. She was employed with Hive- AI as Project Manager. She has also got exposure in Deloitte and KPMG as an analyst. She is extremely passionate about the cause of Women and she was the Chapter Founder and President of the Association called “Circle of Women in Illinois” for 3 years which is an International student led Organisation that supported girl’s education in developing countries.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

By order of the Board of Directors  
**For TransIndia Real Estate Limited**  
(Formerly Known As TransIndia Realty & Logistics Parks Limited)

Sd/-

**Khushboo Mishra**  
Company Secretary  
(Membership No.: A68324)

**Place:** Mumbai

**Date:** June 09, 2023

**Registered Office:**

4<sup>th</sup> Floor, A Wing, Allcargo House, CST Road,  
Kalina, Santacruz (E), Mumbai – 400098

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