

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

CIN: U61200MH2021PLC372756

Registered Office: 6th Floor, B Wing, Allcargo House, CST Road, Kalina, Santacruz (E), Mumbai – 400098; Tel: +91 22 66798100

Website: www.transindia.co.in; Email ID: investorsrelation@transindia.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India]

Commencement of e-Voting	Friday, June 21, 2024 at 9:00 a.m. (IST)
End of e-Voting	Saturday, July 20, 2024 at 5:00 p.m. (IST)

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) and for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (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 transact the special business as set out hereunder, if thought fit by passing Ordinary by way of Postal Ballot only by voting through electronic means (“remote e-Voting”).

The proposed resolutions along with the explanatory statement, pursuant to Section 102 of the Act and other applicable laws, pertaining to the said resolutions 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.

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

Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the ‘Notes’ section of this Notice for casting of votes by remote e-Voting not later than 5.00 p.m. (IST) on Saturday, July 20, 2024. The remote e-Voting facility will be disabled by NSDL immediately thereafter. Once the vote on the resolution is cast by a Member, he or she will not be allowed to change it subsequently.

SPECIAL BUSINESS:

1. Approval of Material Related Party Transaction with Talentos Warehousing & Industrial Parks Private Limited (“TWIPPL”), a promoter group entity

To consider and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during the financial year 2024-25 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), the Company’s Related Party Transaction Policy and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Talentos Warehousing & Industrial Parks Private Limited (“TWIPPL”), a promoter group entity and accordingly a related party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations, during a period of twelve months from the date of passing of the resolution by Members of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time which shall not in any case exceed an aggregate value of Rs. 55.40 Crore (Rupees Fifty-Five Crore Forty Lakhs Only), provided that the said contract(s)/ arrangement(s)/

transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms and condition(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize and execute all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that Members shall be deemed to have been given approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or its Committees or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects."

2. Approval of Material Related Party Transactions with Talentos Entertainment Private Limited ("TEPL"), a promoter group entity

To consider and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during the financial year 2024-25 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), the Company's Related Party Transaction Policy and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), (which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as

fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Talentos Entertainment Private Limited

("TEPL"), a promoter group entity and accordingly a related party of the Company within the meaning of the Regulation 2(1)(zb) of the SEBI Listing Regulations, during a period of twelve months from the date of passing of the resolution by Members of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per the provisions of SEBI Listing Regulations as applicable from time to time which shall not in any case exceed an aggregate value of Rs. 106.18 Crore (Rupees One Hundred Six Crore and Eighteen Lakhs Only), provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms and condition(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize and execute all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that Members shall be deemed to have been given approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or its Committees or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects."

3. Approval of Material Related Party Transaction by AGL Warehousing Private Limited, Subsidiary Company with Allnet Financial Services Private Limited ("AFSPL"), a promoter group entity

To consider and, if thought fit, approve the material related party transaction(s) proposed to be entered into by a subsidiary of the Company during the financial year 2024-25 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), the Company’s Related Party Transaction Policy and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), by AGL Warehousing Private Limited, a subsidiary company with Allnet Financial Services Private Limited (“AFSPL”), a promoter group entity, during the financial year 2024-25 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per the provisions of SEBI Listing Regulations as applicable from time to time which shall not in any case exceed an aggregate value of Rs. 17.44 Crore (Rupees Seventeen Crore Forty-Four Lakhs Only), provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms and condition(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize and execute all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that Members shall be deemed to have been given approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or its Committees or any person so authorized by the Board, in connection with any matter referred to or

contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects.”

4. Approval of Material Related Party Transaction by AGL Warehousing Private Limited, Subsidiary Company with Sealand Cranes Private Limited (“SCPL”), a promoter group entity

To consider and, if thought fit, approve the material related party transaction(s) proposed to be entered into by a subsidiary of the Company during the financial year 2024-25 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), the Company’s Related Party Transaction Policy and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), by AGL Warehousing Private Limited, a subsidiary company with Sealand Cranes Private Limited (“SCPL”), a promoter group entity during the financial year 2024-25 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time which shall not in any case exceed an aggregate value of Rs. 18.52 Crore (Rupees Eighteen Crore Fifty-Two Lakhs Only), provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms and condition(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize and execute all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Members or otherwise to the end

and intent that Members shall be deemed to have been given approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or its Committees or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects.”

5. Approval of Material Related Party Transaction by AGL Warehousing Private Limited, Subsidiary Company with Talentos (India) Private Limited (“TIPL”), a promoter group entity

To consider and, if thought fit, approve the material related party transaction(s) proposed to be entered into by a subsidiary of the Company during the financial year 2024-25 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), the Company’s Related Party Transaction Policy and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), by AGL Warehousing Private Limited, a subsidiary company with Talentos (India) Private Limited (“TIPL”), a promoter group entity, during the financial year 2024-25 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per the provisions of SEBI Listing Regulations as applicable from time to time which shall not in any case exceed an aggregate value of Rs. 35.67 Crore (Rupees Thirty-Five Crore Sixty-Seven Lakhs Only), provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms and condition(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize and execute all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that Members shall be deemed to have been given approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or its Committees or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects.”

6. Approval of Material Related Party Transaction by AGL Warehousing Private Limited, Subsidiary Company with Avash Builders & Infrastructure Private Limited (“ABIPL”), a promoter group entity

To consider and, if thought fit, approve the material related party transaction(s) proposed to be entered into by a subsidiary of the Company during the financial year 2024-25 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), the Company’s Related Party Transaction Policy and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of

transaction(s) taken together or otherwise), by AGL Warehousing Private Limited, a subsidiary company with Avash Builders & Infrastructure Private Limited (“ABIPL”), a promoter group entity, during the financial year 2024-25 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time which shall not in any case exceed an aggregate value of Rs. 35.67 Crore (Rupees Thirty-Five Crore Sixty-Seven Lakhs Only), provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms and condition(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize and execute all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that Members shall be deemed to have been given approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or its Committees or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects.”

7. Approval of Material Related Party Transaction with AGL Warehousing Private Limited (“AGL”), a Subsidiary Company

To consider and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during the financial year 2024-25 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 186 read with applicable provisions of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and other applicable provisions of the

Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), the Company's Related Party Transaction Policy and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with AGL Warehousing Private Limited ("AGL"), a subsidiary of the Company and accordingly a related party of the Company within the meaning of the Regulation 2(1)(zb) of the SEBI Listing Regulations, during a period of twelve months from the date of passing of the resolution by Members of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per the provisions of SEBI Listing Regulations as applicable from time to time which shall not in any case exceed an aggregate value of upto Rs. 120 Crore (Rupees One Hundred and Twenty Crore Only), provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms and condition(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize and execute all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that Members shall be deemed to have been given approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or its Committees or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects.”

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 20, 2024

Registered Office:

6th Floor, B 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 and disclosures as required under SEBI Listing Regulations and SS-2, setting out all the material facts and reasons in relation to the proposed special business is annexed hereto.
2. This Notice is being sent to all the Members, whose names appear in the Register of Members/ in the 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 14, 2024 ("**Cut-off Date**"), which will be considered for the purpose of e-Voting. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The Notice of Postal Ballot is being sent in electronic form only, to the members whose e-mail address is registered with the Company Depository Participant(s)/ Registrar and Share Transfer Agent (RTA).
3. The Notice of Postal Ballot is being sent to those members who have registered their e-mail address with the Company/Depositories/RTA in compliance with MCA Circulars. The members may convey their assent or dissent to the proposed resolutions via e-voting only 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 the Company's website: www.transindia.co.in and on the website of NSDL: <https://www.evoting.nsdl.com> and on the website of the Stock Exchanges i.e. BSE Limited at: www.bseindia.com and National Stock Exchange of India Limited at: www.nseindia.com
5. In case of joint holders, the Member whose name appears as the first holder in order of the names as per the Register of Members of the Company or the list of Beneficial Owners provided by the Depositories, will be entitled to vote through e-voting.
6. Any Members who did not receive the Notice may either send an email to investorsrelation@transindia.co.in or write to NSDL at <https://www.evoting.nsdl.com>.
7. **Voting through electronic means**
 - ❖ In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the SEBI Listing Regulations, MCA Circulars and any other applicable provisions, if any,

the Company has extended to the members, the facility to exercise their right to vote on the resolutions proposed in this Postal Ballot Notice by electronic means.

- ❖ Any person whose name is recorded in the Register of Members or in the list of Beneficial Owners maintained by the Depositories, as on the Cut-off date, shall be entitled to avail the facility of e-voting.
- ❖ 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 14, 2024. Once the vote has been cast by the Member, the Member would not be allowed to change it subsequently.
- ❖ The voting period will commence on Friday, June 21, 2024 at 9:00 a.m. (IST) and will end on Saturday, July 20, 2024 at 5:00 p.m. (IST).
- ❖ 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. Inspection of Documents:

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 send their requests to 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.

9. Declaration of Voting Results:

- ❖ 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**”) on Tuesday, June 18, 2024 has appointed Mr. Omkar Dindorkar (Membership No. ACS 43029, CP No. 24580), Partner of M/s. MMJC and Associates LLP, Practicing Company Secretaries, Mumbai or failing him, Mr. Saurabh Agarwal (Membership No. FCS 9290, CP No. 20907) as the Scrutinizer for conducting the Postal Ballot through e-Voting process in a fair and transparent manner.
- ❖ After conclusion of the voting period and scrutiny of votes, the Scrutinizer will submit the report on votes cast in favour, against and invalid votes, if any, to the Chairman or any other person authorized by him, who shall countersign the same, and the result of the voting will be declared within two working days in accordance with Regulation 44(3) of SEBI Listing Regulations.
- ❖ 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 Monday, July 22, 2024. The Scrutinizer's decision on the validity of the votes shall be final.

- ❖ The voting results along with the Scrutinizer's report, will be hosted on the Company's Website: www.transindia.co.in and on website of NSDL: <https://www.evoting.nsdl.com>, displayed on the Notice Board of the Company at the Registered Office and Corporate Office, and will be simultaneously forwarded to the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE).
- ❖ The resolutions, if passed by the requisite majority through e-voting, will be deemed to have been passed on the last date specified for voting i.e., Saturday, July 20, 2024. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

10. Mandatory updation of PAN, KYC, Nomination and Bank details by Members:

Members holding shares in physical form:

SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated all listed entities to ensure that shareholders holding equity shares in physical form shall update their PAN, KYC, Nomination and Bank account details (if not updated or provided earlier) through the respective Registrar and Share Transfer Agent (RTA). In compliance with the above, the Company has sent individual letters to all the Members holding shares of the Company in physical form to furnish the required details to the Company's Registrar and Share Transfer Agent ('Company's RTA') on e-mail ID: rnt.helpdesk@linkintime.co.in and has also hosted the said communication on Company's website www.transindia.co.in. Any service request and/or complaint from member(s), cannot be processed by RTA until registration/updation of their PAN, KYC, Nomination and Bank account details are noted in RTA's record. The relevant forms for updating the record(s) of RTA are available on Company's website www.transindia.co.in

Members holding shares in demat form:

Members holding shares in demat form are requested to update PAN and other details with their Depository Participant(s). SEBI, vide Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated companies to issue securities in dematerialized form only, while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement, sub-division/splitting, consolidation of securities

certificate, transmission and transposition. Members are accordingly advised to get their shares held in physical form, dematerialized through their Depository Participant.

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:

In terms of SEBI circular dated December 9, 2020 read with SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. <u>Users registered for NSDL IDeAS facility:</u></p> <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on the options available against the company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <p>B. <u>Users not registered for IDeAS e-Services</u></p> <ol style="list-style-type: none"> Option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <p>C. <u>Visit the E-voting website of NSDL</u></p>

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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
2. A new screen will open. 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.
3. Click on options available against 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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

A. Users who have opted for Easi / Easiest facility:

1. Shareholders can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are www.cdslindia.com and click on New System Myeasi.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company.
3. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to

	<p>access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>B. <u>Users who have opted for Easi / Easiest facility:</u></p> <ol style="list-style-type: none"> 1. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 2. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against 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.</p>

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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 evoting@nsdl.com or call at 022 - 4886 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

helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical 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) or Physical	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*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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 or folio number for shares held in physical form. 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.
 - b) **Physical User Reset Password?** (If you hold shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) 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 successfully login at Step 1, you will be able to see the “EVEN” of all the companies in which you hold shares and whose voting cycle is in active status.
2. Select “EVEN” of Transindia Real Estate Limited 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 omkardindorkar@mmjc.in or saurabhagarwal@mmjc.in with a copy marked to evoting@nsdl.com. 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?](#)” or “[Physical User Reset Password?](#)” option available on 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 or call on : 022 - 4886 7000 or send a request to Ms. Veena Suvarna at evoting@nsdl.com

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:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorsrelation@transindia.co.in
2. 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. 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.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 read with SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on e-Voting facility provided by Listed Companies, Individual shareholder holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

The following statement sets out the material facts relating to the Special Business outlined in the accompanying Notice.

Item No. 1

In terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Company’s Related Party Transaction Policy, all material related party transactions with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of the Members of the Company by means of an ordinary resolution.

The approval of the Members under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. The amended Regulation 2(1) (zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The estimated value of the Related Party Transaction (“RPT”) to be entered by and between the Company and Talentos Warehousing & Industrial Parks Private Limited, during the Financial Year 2024-25 are exceeding the materiality threshold as stated above. This transaction is therefore considered as material related party transaction and accordingly approval of the Members is being sought in accordance with the Regulation 23 of the SEBI Listing Regulations for the contracts/arrangements/transactions proposed to be undertaken by the Company with its Related Parties during the period of twelve months from the date of passing of the resolution by the Members of the Company. However, since all transactions between the Company and its related parties will be entered in the ordinary course of business and at arms’ length basis, the provisions of Section 188(1) of the Companies Act, 2013 and the Rules made thereunder are not applicable for transactions between these entities.

Accordingly, in terms of the Master Circular of SEBI No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and upon the recommendations of Audit Committee and the Board of Directors at their respective meetings held on May 21, 2024 and considering the best interest of the Company, Members’ approval is sought on the said material RPT for a period of twelve months from the date of passing of the resolution. The information as required pursuant to the said circular for RPT is furnished below:

Details and benefits of the transaction:

Gorsai Logistics Park Private Limited (“GLPPL”) is engaged in the business of Construction & investing in real estate and in particular engaged in purchase, trading of land and properties, building, etc. GLPPL is in the process of aggregation of approximately 52 acres land parcel located in village Gorsai, Bhiwandi, Maharashtra. The Company desires to purchase 100% equity shares of GLPPL together with its underlying assets including the land for expanding its warehousing business and the development of its other business operations. Ever since 2023, the shares of GLPPL are pledged with Talentos Warehousing & Industrial Parks Private Limited (“TWIPPL”), a promoter group entity and the company have the option of acquiring these shares. The present value of GLPPL together with its underlying assets is Rs. 96.99 crore wherefrom Rs. 55.40 Crore will be paid by the Company to TWIPPL for assignment of TWIPPL’s rights and interests in the shares of GLPPL and the balance sum of Rs. 41.59 Crore to GLPPL for completion of the purchase of the balance land parcels.

The management had provided the Audit Committee with the relevant details, as required under law, of the proposed RPT including material terms and the basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPT with TWIPPL for an aggregate value of up to Rs. 55.40 Crore.

In terms of Regulation 23 of SEBI Listing Regulations, TWIPPL presently being a promoter group entity is a related party of the Company in terms of Companies Act, 2013 and SEBI Listing Regulations. Since the transaction amount will exceed the threshold of Rs. 9.68 crore (10% of FY 2022-23 consolidated turnover of Rs. 96.82 crore of the Company) the said RPT shall require prior approval of Members. The approval by the Members of the transactions within specified limits is without prejudice to the need for the Audit Committee to approve, authorise and review transactions on a financial year basis.

Information pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (“SEBI Master Circular”) is as under:

Summary of information provided by the management to the Audit Committee

Particulars	Details
Name of the Related Party	Talentos Warehousing & Industrial Parks Private Limited
Type of transaction	Acquisition of rights and interests held in the shares of Gorsai Logistics Park Private Limited (“GLPPL”).
Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market

	price and commercial terms as on the date of entering into the contract(s).
Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise):	Talentos Warehousing & Industrial Parks Private Limited is a Promoter Group Entity.
Tenure of the Proposed transaction	During the financial year 2024-25.
Value of the proposed transaction (not to exceed)	Rs. 55.40 Crore (Rupees Fifty-Five Crore Forty Lakhs Only)
Value of RPT as % of Company's audited consolidated annual turnover of 96.82 crore for the financial year 2023-24	More than 10% of audited consolidated annual turnover
If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	
Details of financial indebtedness Incurred:	Not Applicable
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security:	Not Applicable
the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction:	Not Applicable

Justification as to why the RPT is in the interest of the Company:	Ever since 2023, the shares of GLPPL are pledged with TWIPPL and the company have the option of acquiring these pledged shares. GLPPL is in the process of aggregation of approximately 52 acres land parcel located in village Gorsai, Bhiwandi, Maharashtra. The Company desires to purchase 100% of GLPPL together with its underlying assets including the land for expanding its warehousing business and the development of its other business operations.
Copy of the valuation or other external party report, if any such report has been relied upon	The Company has obtained competitive quotes to determine arm's length criteria wherever required.
Any other information relevant or important for the members to take a decision on the proposed transaction	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Arm's length pricing:

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above RPT proposed to be entered into by the Company with TWIPPL during a period of twelve months from the date of passing of the resolution by Members of the Company. The Audit Committee has also noted that the said transaction with TWIPPL is on an arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of SEBI Listing Regulations, the approval of Members is required for the aforementioned material RPT to be entered between the Company and TWIPPL during a period of twelve months from the date of passing of the resolution by Members of the Company.

The transaction shall also be reviewed/ monitored by the Audit Committee of the Company and shall remain within the proposed amount being placed before the Members. Any subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of Company's Related Party Transaction Policy shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

Further, pursuant to Regulation 23(4) of SEBI Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 1 of this Notice for approval of the Members.

Nature of concern or interest of Directors:

None of the directors and/ or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/ firms/ institutions in which they are interested as director or member or otherwise.

Item No. 2

In terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Company’s Related Party Transaction Policy, all material related party transactions with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of the Members of the Company by means of an ordinary resolution.

The approval of the Members under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. The amended Regulation 2(1) (zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The estimated value of the Related Party Transactions (“RPTs”) to be entered by and between the Company and Talentos Entertainment Private Limited (“TEPL”), during the Financial Year 2024-2025 are exceeding the materiality threshold as stated above. These transactions are therefore considered as material related party transactions and accordingly approval of the Members is being sought in accordance with the Regulation 23 of the SEBI Listing Regulations for the contracts/arrangements/transactions proposed to be undertaken by the Company with its Related Parties during the period of twelve months from the date of passing of the resolution by Members of the Company. However, since all transactions between the Company and its related parties will be entered in the ordinary course of business and at arms’ length basis, the provisions of Section 188(1) of the Companies Act, 2013 and the Rules made thereunder are not applicable for transactions between these entities.

Accordingly, in terms of the Master Circular of SEBI No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and upon the recommendations of Audit Committee and the Board of Directors at their respective meetings held on May 21, 2024 and considering the best interest of the Company, Members’ approval is sought on the said material RPTs for a period of twelve months from the date of passing of the resolution. The information as required pursuant to the said circular for RPTs is furnished below.

The management had provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and the basis of pricing. The Audit

Committee, after reviewing all necessary information, has granted approval for entering into RPTs with TEPL for an aggregate value of up to Rs. 106.18 Crore (Rupees One Hundred Six Crore and Eighteen Lakhs Only).

In terms of Regulation 23 of SEBI Listing Regulations, TEPL presently being a promoter group entity is a related party of the Company in terms of Companies Act, 2013 and SEBI Regulations. Since the transaction amount will exceed the threshold of Rs. 9.68 crore (10% of FY 2022-23 consolidated turnover of Rs. 96.82 crore of the Company) the said RPTs shall require prior approval of Members. The approval by the Members of the transactions within specified limits is without prejudice to the need for the Audit Committee to approve, authorise and review transactions on a financial year basis.

Information pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (“SEBI Master Circular”) is as under:

Summary of information provided by the management to the Audit Committee

Name of the Related Party	Talentos Entertainment Private Limited	Talentos Entertainment Private Limited	Talentos Entertainment Private Limited	Talentos Entertainment Private Limited
Type of Transaction	Acquisition of rights and interests held in the shares of Dighanta Landscape Private Limited (“DLPL”)	Acquisition of rights and interests held in the shares of Panchghara Landscape Private Limited (“PLPL”)	Acquisition of rights and interests held in the shares of Panchghara Logistics Parks Private Limited (“PLPPL”)	Acquisition of rights and interests held in the shares of PCPL Industrial & Logistics Park (Hoskote) Private Limited (“PCPL”)
Details and benefits of the transaction	Dighanta Landscape Private Limited (“DLPL”) is engaged in the business of construction and investors in real estate and in particular engage in purchase, trading of land and properties, etc. The company is in	Panchghara Landscape Private Limited (“PLPL”) is engaged in the business of setting up, establishing, organizing, running, conducting, contracting, handling, own, operate, developing, acquiring,	Panchghara Logistics Parks Private Limited (“PLPPL”) is engaged in the business of construction and investors in real estate and in particular engage in purchase, trading of land and properties, etc. PLPPL is in the process of	PCPL Industrial & Logistics Park (Hoskote) Private Limited (“PCPL”) is engaged in the business of establishing and carrying on real estate developers, property owners, builders, estate agents, lessors, licensors, licensees, infrastructure development, etc. PCPL is in the process of aggregation of

	<p>the process of aggregation of approx. 16 acres land parcel in village Dankuni, Kolkata, West Bengal. The Company desires to purchase 100% Equity shares of the DLPL together with the underlying assets including the land, for expanding its warehousing business and the development of its business operations. Ever since 2022, the shares of Dighanta Landscape Private Limited are pledged with Talentos Entertainment Private Limited ("TEPL"), a promoter group entity and the Company has the option of acquiring these pledged shares. The present value of DLPL together with its underlying assets is Rs. 34.62 crore wherefrom Rs.</p>	<p>designing, managing, selling and leasing of industrial and warehousing spaces and logistics parks and such other related or similar facilities in relation to warehousing or logistic business and industrial spaces and to provide development, management of all types of logistics, infrastructure facilities, and developmental works. PLPL is in the process of aggregation of approximately 16 acres land parcel located in village Dankuni, Kolkata, West Bengal. The Company desires to purchase 100% equity shares of PLPL together with its underlying assets including the land for expanding its warehousing business and the development of its other business</p>	<p>aggregation of approximately 12 acres land parcel located in village Dankuni, Kolkata, West Bengal. The Company desires to purchase 100% equity shares of PLPPL together with its underlying assets including the land for expanding its warehousing business and the development of its other business operations. Ever since 2022, the shares of Panchghara Logistics Parks Private Limited are pledged with Talentos Entertainment Private Limited ("TEPL"), a promoter group entity and the Company has the option of acquiring these pledged shares. The present value of PLPPL together with its underlying assets is Rs. 25.96 crore</p>	<p>approximately 36 acres land parcel located in village Hoskote, Bengaluru, Karnataka. The Company desires to purchase 100% equity shares of PCPL together with its underlying assets including the land for expanding its warehousing business and the development of its other business operations. Ever since 2023, the shares of PCPL are pledged with Talentos Entertainment Private Limited ("TEPL"), a promoter group entity and the Company have the option of acquiring these pledged shares. The present value of PCPL together with its underlying assets is Rs. 85.59 crore wherefrom Rs. 55.59 Crore will be paid by the Company to TEPL for assignment of TEPL's rights and interests in the shares of PCPL and the balance sum of Rs. 30.00 Crore to PCPL for completion of the purchase of the balance land parcels by PCPL.</p>
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	<p>18.40 Crore will be paid by the Company to TEPL for assignment of TEPL rights and interests in the shares of DLPL and the balance sum of Rs. 16.22 Crore to DLPL for completion of the purchase of the balance land parcels.</p>	<p>operations. Ever since 2022, the shares of Panchghara Landscape Private Limited are pledged with Talentos Entertainment Private Limited ("TEPL"), a promoter group entity and the Company has the option of acquiring these pledged shares. The present value of PLPL together with its underlying assets is Rs. 34.62 crore wherefrom Rs. 18.40 Crore will be paid by the Company to TEPL for assignment of TEPL rights and interests in the shares of PLPL and the balance sum of Rs. 16.22 Crore to PLPL for completion of the purchase of the balance land parcels.</p>	<p>wherefrom Rs. 13.79 Crore will be paid by the Company to TEPL for assignment of TEPL rights and interests in the shares of PLPPL and the balance sum of Rs. 12.17 Crore to PLPPL for completion of the purchase of the balance land parcels.</p>	
Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on	Material terms and conditions are based on the contracts which inter alia include the rates which are based on	Material terms and conditions are based on the contracts which inter alia include the rates which are based on	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial

	prevailing market price and commercial terms as on the date of entering into the contract(s)	prevailing market price and commercial terms as on the date of entering into the contract(s)	prevailing market price and commercial terms as on the date of entering into the contract(s)	terms as on the date of entering into the contract(s)
Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Talentos Entertainment Private Limited is a Promoter Group Entity	Talentos Entertainment Private Limited is a Promoter Group Entity	Talentos Entertainment Private Limited is a Promoter Group Entity	Talentos Entertainment Private Limited is a Promoter Group Entity
Tenure of the Proposed Transaction	During the financial year 2024-25	During the financial year 2024-25	During the financial year 2024-25	During the financial year 2024-25
Value of the proposed transaction (Not to Exceed)	18.40 Crore (Rupees Eighteen Crore Forty Lakhs Only)	18.40 Crore (Rupees Eighteen Crore Forty Lakhs Only)	13.79 Crore (Rupees Thirteen Crore Seventy-Nine Lakhs Only)	55.59 Crore (Rupees Fifty-Five Crore Fifty-Nine Lakhs Only)
Value of RPT as % of Company's audited consolidated annual turnover of 96.82 crore for the financial year 2023-24	More than 10% of audited consolidated annual turnover	More than 10% of audited consolidated annual turnover	More than 10% of audited consolidated annual turnover	More than 10% of audited consolidated annual turnover
If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary	1. Details of financial indebtedness Incurred: Not Applicable 2. Applicable terms, including covenants, tenure, interest rate and	1. Details of financial indebtedness Incurred: Not Applicable 2. Applicable terms, including covenants, tenure, interest rate and	1. Details of financial indebtedness Incurred: Not Applicable 2. Applicable terms, including covenants, tenure, interest rate and	1. Details of financial indebtedness Incurred: Not Applicable 2. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured;

	<p>repayment schedule, whether secured or unsecured; if secured, the nature of security: Not Applicable</p> <p>3. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction: Not Applicable</p>	<p>repayment schedule, whether secured or unsecured; if secured, the nature of security: Not Applicable</p> <p>3. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction: Not Applicable</p>	<p>repayment schedule, whether secured or unsecured; if secured, the nature of security: Not Applicable</p> <p>3. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction: Not Applicable</p>	<p>if secured, the nature of security: Not Applicable</p> <p>3. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction: Not Applicable</p>
<p>Justification as to why the RPT is in the interest of the Company</p>	<p>Ever since 2022, the shares of DLPL are pledged with TEPL and the company have the option of acquiring these pledged shares. DLPL is in the process of aggregation of approximately 16 acres land parcel located in village, Dankuni, Kolkata, West Bengal. The Company desires to purchase 100% Equity shares of DLPL together</p>	<p>Ever since 2022, the shares of PLPL are pledged with TEPL and the company have the option of acquiring these pledged shares. PLPL is in the process of aggregation of approximately 16 acres land parcel located in village, Dankuni, Kolkata, West Bengal. The Company desires to purchase 100% Equity shares of PLPL together with its underlying assets including the</p>	<p>Ever since 2022, the shares of PLPPL are pledged with TEPL and the company have the option of acquiring these pledged shares. PLPPL is in the process of aggregation of approximately 12 acres land parcel located in village Dankuni, Kolkata, West Bengal. The Company desires to purchase 100% Equity shares of PLPPL together with its</p>	<p>Ever since 2023, the shares of PCPL are pledged with TEPL and the company have the option of acquiring these pledged shares. PCPL is in the process of aggregation of approximately 36 acres land parcel located in village Hoskote, Bengaluru, Karnataka. The Company desires to purchase 100% Equity shares of PCPL together with its underlying assets including the land for expanding its warehousing business and the development of its other business operations.</p>

	with its underlying assets including the land for expanding its warehousing business and the development of its other business operations.	land for expanding its warehousing business and the development of its other business operations.	underlying assets including the land for expanding its warehousing business and the development of its other business operations.	
Copy of the valuation or other external party report, if any such report has been relied upon	The Company has obtained competitive quotes to determine arm's length criteria wherever required.	The Company has obtained competitive quotes to determine arm's length criteria wherever required.	The Company has obtained competitive quotes to determine arm's length criteria wherever required.	The Company has obtained competitive quotes to determine arm's length criteria wherever required.
Any other information relevant or important for the members to take a decision on the proposed transaction	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Arm's length pricing:

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above RPTs proposed to be entered into by the Company with TEPL during a period of twelve months from the date of passing of the resolution by Members of the Company. The Audit Committee has also noted that the said transactions with TEPL are on an arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of SEBI Listing Regulations, the approval of Members is required for the aforementioned material RPTs to be entered between the Company and TEPL during a period of twelve months from the date of passing of the resolution by Members of the Company.

The transaction shall also be reviewed/ monitored by the Audit Committee of the Company and shall remain within the proposed amount being placed before the Members. Any

subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of the Company's Related Party Transaction Policy shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

Further, pursuant to Regulation 23(4) of SEBI Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 2 of this Notice for approval of the Members.

Nature of concern or interest of Directors:

None of the directors and/ or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/ firms/ institutions in which they are interested as director or member or otherwise.

Item No. 3

In terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Company's Related Party Transaction Policy, all material related party transactions with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of the Members of the Company by means of an ordinary resolution.

The approval of the Members under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1) (zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The estimated value of the Related Party Transaction ("RPT") to be entered between the AGL Warehousing Private Limited ("Subsidiary Company") and Allnet Financial Services Private Limited ("AFSPL"), a promoter group entity, during the Financial Year 2024-25 are exceeding the materiality threshold as stated above. This transaction is therefore considered as material related party transaction and accordingly approval of the Members is being sought in accordance with the Regulation 23 of the SEBI Listing Regulations for the contracts/arrangements/transactions proposed to be undertaken by the Company with its Related Parties during the period of twelve months from the date of passing of the resolution by the Members of the Company. However, since all transactions between the Company and its related parties will be entered in the ordinary course of business and at arms' length basis,

the provisions of Section 188(1) of the Companies Act, 2013 and the Rules made thereunder are not applicable for transaction between these entities.

Accordingly, in terms of the Master Circular of SEBI No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and upon the recommendations of Audit Committee and the Board of Directors at their respective meetings held on May 21, 2024 and considering the best interest of the Company, Members' approval is sought on the said material RPT for a period of twelve months from the date of passing of the resolution. The information as required pursuant to the said circular for RPT is furnished below:

Details of the transaction:

The management had provided the Audit Committee with the relevant details, as required under law, of the proposed RPT including material terms and the basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPT with AFSPL for an aggregate value of up to Rs. 17.44 Crore (Rupees Seventeen Crore Forty-Four Lakhs Only).

In terms of Regulation 23 of SEBI Listing Regulations, AFSPL presently being a promoter group entity is a related party of the Company in terms of Companies Act, 2013 and SEBI Listing Regulations. Since the transaction amount will exceed the threshold of Rs. 9.68 crore (10% of FY 2022-23 consolidated turnover of Rs. 96.82 crore of the Company) the said RPT shall require prior approval of Members. The approval by the Members of the transaction within specified limits is without prejudice to the need for the Audit Committee to approve, authorise and review transactions on a financial year basis.

Information pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") is as under:

Summary of information provided by the management to the Audit Committee

Sr. No.	Particulars	Details
1.	Name of the Related Party	Allnet Financial Services Private Limited ("AFSPL")
2.	Type of transaction	Transaction between AGL Warehousing Private Limited ('AGL') & AFSPL for Purchase of 5 th floor, B wing, Allcargo house, Santacruz (East), Mumbai - 400098.
3.	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).

4.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise):	AGL is a subsidiary of the Company. AFSPL is a Promoter Group Entity.
5.	Tenure of the Proposed transaction	During the financial year 2024-25.
6.	Value of the proposed transaction (not to exceed)	Rs. 17.44 Crore (Rupees Seventeen Crore Forty-Four Lakhs Only)
7.	Value of RPT as % of Company's audited consolidated annual turnover of 96.82 crore for the financial year 2023-24	More than 10% of audited consolidated annual turnover
8.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	
	Details of financial indebtedness Incurred:	Not Applicable
	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security:	Not Applicable
	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction:	Not Applicable
9.	Justification as to why the RPT is in the interest of the Company:	- Transindia Real Estate Limited ("the Company") is currently owning the 6 th floor, Allcargo House, Santacruz (East), Mumbai, 400098 ("Allcargo House"), which is also a registered office of the company, and some part of the floor is leased out. AGL currently owns the 1 st and 2 nd floors of

		<p>Allcargo House which are also leased out and generating steady rental income. AFSPL owns 5th floor (B wing) of Allcargo House. Acquiring these three floors [proposed to acquire 3rd, 4th and 5th floor (A wing) of Allcargo House as set out in item no. 4 to 6] would allow the Company & AGL, to own the entire building of Allcargo house and will also create the flexibility to the company to deal with this property in best interest of all the stakeholders pertaining to any future development and other options. These three floors proposed to be purchased are all leased out generating steady rental income in line with the market. Acquiring operating assets in real estate at strategic locations also covers the main object of the company.</p> <ul style="list-style-type: none"> - Acquiring the additional floors will significantly boost AGL Warehousing’s rental income. The increased rentable space translates directly into higher monthly and annual revenue. - Complete ownership of the building enhances its market value. This can improve AGL Warehousing’s balance sheet, providing better leverage opportunities for future financing or investment - Owning the entire building positions AGL Warehousing as a dominant player in the local real estate market, attracting higher-quality tenants and securing long-term leases. - More floors available for rent enable AGL Warehousing to attract a diverse range of tenants, spreading risk and reducing dependency on a single tenant or sector. - The transaction will be carried out with full transparency and compliance with regulatory requirements, ensuring that it is in the best interest of the company and its shareholders. - Proposal for acquiring the 3rd, 4th, and 5th floors of Allcargo House from the promoter group represents a strategic and financially beneficial move for AGL Warehousing. This transaction will enhance rental income, operational efficiency, market positioning, and risk management, aligning with the company’s growth objectives and
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		strengthening its position in the warehousing and real estate market.
10.	Copy of the valuation or other external party report, if any such report has been relied upon	The Company has obtained competitive quotes to determine arm's length criteria wherever required
11.	Any other information relevant or important for the members to take a decision on the proposed transaction	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Arm's length pricing:

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above RPT proposed to be entered into by the Company with AFSPL during a period of twelve months from the date of passing of the resolution by Members of the Company. The Audit Committee has also noted that the said transaction with AFSPL is on an arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of SEBI Listing Regulations, the approval of Members is required for the aforementioned material RPT to be entered between the Subsidiary Company and AFSPL during a period of twelve months from the date of passing of the resolution by Members of the Company.

The transaction shall also be reviewed/ monitored by the Audit Committee of the Company and shall remain within the proposed amount being placed before the Members. Any subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of the Company's Related Party Transaction Policy shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

Further, pursuant to Regulation 23(4) of SEBI Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

Nature of concern or interest of Directors:

None of the directors and/ or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the

securities that may be subscribed by them or by companies/ firms/ institutions in which they are interested as director or member or otherwise.

Item No. 4

In terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Company’s Related Party Transaction Policy, all material related party transactions with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of the Members of the Company by means of an ordinary resolution.

The approval of the Members under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. The amended Regulation 2(1) (zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The estimated value of the Related Party Transaction (“RPT”) to be entered by between the AGL Warehousing Private Limited (“Subsidiary Company”) and Sealand Cranes Private Limited (“SCPL”), a promoter group entity, during the Financial Year 2024-25 are exceeding the materiality threshold as stated above. This transaction is therefore considered as material related party transaction and accordingly approval of the Members is being sought in accordance with the Regulation 23 of the SEBI Listing Regulations for the contracts/arrangements/transactions proposed to be undertaken by the Company with its Related Parties during the period of twelve months from the date of passing of the resolution by the Members of the Company. However, since all transactions between the Company and its related parties will be entered in the ordinary course of business and at arms’ length basis, the provisions of Section 188(1) of the Companies Act, 2013 and the Rules made thereunder are not applicable for transactions between these entities.

Accordingly, in terms of the Master Circular of SEBI No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and upon the recommendations of Audit Committee and the Board of Directors at their respective meetings held on May 21, 2024 and considering the best interest of the Company, Members’ approval is sought on the said material RPT for a period of twelve months from the date of passing of the resolution. The information as required pursuant to the said circular for RPT is furnished below:

Details of the transaction:

The management had provided the Audit Committee with the relevant details, as required under law, of the proposed RPT including material terms and the basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into

RPT with SCPL for an aggregate value of up to Rs. 18.52 Crore (Rupees Eighteen Crore Fifty-Two Lakhs Only).

In terms of Regulation 23 of SEBI Listing Regulations, SCPL presently being a promoter group entity is a related party of the Company in terms of Companies Act, 2013 and SEBI Listing Regulations. Since the transaction amount will exceed the threshold of Rs. 9.68 crore (10% of FY 2022-23 consolidated turnover of Rs. 96.82 crore of the Company) the said RPT shall require prior approval of Members. The approval by the Members of the transaction within specified limits is without prejudice to the need for the Audit Committee to approve, authorise and review transactions on a financial year basis.

Information pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (“SEBI Master Circular”) is as under:

Summary of information provided by the management to the Audit Committee

Sr. No.	Particulars	Details
1.	Name of the Related Party	Sealand Cranes Private Limited (“SCPL”)
2.	Type of transaction	Transaction between AGL Warehousing Private Limited (‘AGL’) & SCPL for purchase of 5 th floor, A wing, Allcargo house, Santacruz (East), Mumbai – 400098.
3.	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).
4.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise):	AGL is a subsidiary of the Company. SCPL is a Promoter Group Entity.
5.	Tenure of the Proposed transaction	During the financial year 2024-25.
6.	Value of the proposed transaction (not to exceed)	18.52 Crore (Rupees Eighteen Crore Fifty-Two Lakhs Only)
7.	Value of RPT as % of Company’s audited consolidated annual	More than 10% of audited consolidated annual turnover

	turnover of 96.82 crore for the financial year 2023-24	
8.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	
	Details of financial indebtedness Incurred:	Not Applicable
	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security:	Not Applicable
	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction:	Not Applicable
9.	Justification as to why the RPT is in the interest of the Company:	<p>- Transindia Real Estate Limited (“the Company”) is currently owning the 6th floor, Allcargo House, Santacruz (East), Mumbai, 400098 (“Allcargo House”), which is also a registered office of the company, and some part of the floor is leased out. AGL currently owns the 1st and 2nd floors of Allcargo House which are also leased out and generating steady rental income. SCPL owns 5th floor (A wing) of Allcargo House. Acquiring these three floors [proposed to acquire 3rd, 4th and 5th floor (B wing) of Allcargo House as set out in item no. 3, 5 & 6] would allow the Company & AGL, to own the entire building of Allcargo house and will also create the flexibility to the company to deal with this property in best interest of all the stakeholders pertaining to any future development and other options. These three floors proposed to be purchased are all leased out generating steady rental income in line with the market. Acquiring operating assets in real estate at strategic locations also covers the main object of the company.</p> <p>- Acquiring the additional floors will significantly boost AGL Warehousing’s rental income. The increased rentable</p>

		<p>space translates directly into higher monthly and annual revenue.</p> <ul style="list-style-type: none"> - Complete ownership of the building enhances its market value. This can improve AGL Warehousing’s balance sheet, providing better leverage opportunities for future financing or investment - Owning the entire building positions AGL Warehousing as a dominant player in the local real estate market, attracting higher-quality tenants and securing long-term leases. - More floors available for rent enable AGL Warehousing to attract a diverse range of tenants, spreading risk and reducing dependency on a single tenant or sector. - The transaction will be carried out with full transparency and compliance with regulatory requirements, ensuring that it is in the best interest of the company and its shareholders. - Proposal for acquiring the 3rd, 4th, and 5th floors of Allcargo House from the promoter group represents a strategic and financially beneficial move for AGL Warehousing. This transaction will enhance rental income, operational efficiency, market positioning, and risk management, aligning with the company’s growth objectives and strengthening its position in the warehousing and real estate market.
10.	Copy of the valuation or other external party report, if any such report has been relied upon	The Company has obtained competitive quotes to determine arm’s length criteria wherever required or Not Applicable
11.	Any other information relevant or important for the members to take a decision on the proposed transaction	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Arm’s length pricing:

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above RPT proposed to be entered into by the Company with SCPL during a period of twelve months from the date of passing of the resolution by Members of the Company. The Audit Committee has also noted that the said transaction with SCPL is on an arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of Listing Regulations, the approval of Members is required for the aforementioned material RPT to be entered between the Subsidiary Company and SCPL during a period of twelve months from the date of passing of the resolution by Members of the Company.

The transaction shall also be reviewed/ monitored by the Audit Committee of the Company and shall remain within the proposed amount being placed before the Members. Any subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of the Company's Related Party Transaction Policy shall be placed before the Members for approval, in terms of Regulation 23(4) of the Listing Regulations.

Further, pursuant to Regulation 23(4) of Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

Nature of concern or interest of Directors:

None of the directors and/ or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/ firms/ institutions in which they are interested as director or member or otherwise.

Item No. 5

In terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Company’s Related Party Transaction Policy, all material related party transactions with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of the Members of the Company by means of an ordinary resolution.

The approval of the Members under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. The amended Regulation 2(1) (zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The estimated value of the Related Party Transaction (“RPT”) to be entered by between the AGL Warehousing Private Limited (“Subsidiary Company”) and Talentos (India) Private Limited (“TIPL”), a promoter group entity, during the Financial Year 2024-25 are exceeding the materiality threshold as stated above. This transaction is therefore considered as material related party transaction and accordingly approval of the Members is being sought in accordance with the Regulation 23 of the SEBI Listing Regulations for the contracts/arrangements/transactions proposed to be undertaken by the Company with its Related Parties during the period of twelve months from the date of passing of the resolution by the Members of the Company. However, since all transactions between the Company and its related parties will be entered in the ordinary course of business and at arms’ length basis, the provisions of Section 188(1) of the Companies Act, 2013 and the Rules made thereunder are not applicable for transactions between these entities.

Accordingly, in terms of the Master Circular of SEBI No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and upon the recommendations of Audit Committee and the Board of Directors at their respective meetings held on May 21, 2024 and considering the best interest of the Company, Members’ approval is sought on the said material RPT for a period of twelve months from the date of passing of the resolution. The information as required pursuant to the said circular for RPT is furnished below:

Details of the transaction:

The management had provided the Audit Committee with the relevant details, as required under law, of the proposed RPT including material terms and the basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPT with TIPL for an aggregate value of up to Rs. 35.67 Crore (Rupees Thirty-Five Crore Sixty-Seven Lakhs Only).

In terms of Regulation 23 of SEBI Listing Regulations, TIPL presently being a promoter group entity is a related party of the Company in terms of Companies Act, 2013 and SEBI Listing Regulations. Since the transaction amount will exceed the threshold of Rs. 9.68 crore (10% of FY 2022-23 consolidated turnover of Rs. 96.82 crore of the Company) the said RPT shall require prior approval of Members. The approval by the Members of the transactions within specified limits is without prejudice to the need for the Audit Committee to approve, authorise and review transactions on a financial year basis.

Information pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") is as under:

Summary of information provided by the management to the Audit Committee

Sr. No.	Particulars	Details
1.	Name of the Related Party	Talentos (India) Private Limited ("TIPL")
2.	Type of transaction	Transaction between AGL Warehousing Private Limited ('AGL') & TIPL for purchase of 4 th floor, Allcargo house, Santacruz (East), Mumbai - 400098.
3.	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).
4.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise):	AGL is a subsidiary of the Company. TIPL is a Promoter Group Entity.
5.	Tenure of the Proposed transaction	During the financial year 2024-25.
6.	Value of the proposed transaction (not to exceed)	Rs. 35.67 Crore (Rupees Thirty-Five Crore Sixty-Seven Lakhs Only)
7.	Value of RPT as % of Company's audited consolidated annual turnover of 96.82 crore for the financial year 2023-24	More than 10% of audited consolidated annual turnover

8.	<p>If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary.</p> <p>Details of financial indebtedness Incurred:</p> <p>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security:</p> <p>the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction:</p>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>
9.	<p>Justification as to why the RPT is in the interest of the Company</p>	<p>- Transindia Real Estate Limited (“the Company”) is currently owning the 6th floor, Allcargo House, Santacruz (East), Mumbai, 400098 (“Allcargo House”), which is also a registered office of the company, and some part of the floor is leased out. AGL currently owns the 1st and 2nd floors of Allcargo House which are also leased out and generating steady rental income. TIPL owns 4th floor of Allcargo House. Acquiring these three floors [proposed to acquire 3rd, 5th floor (A wing) & 5th floor (B wing) of Allcargo House as set out in item no. 3, 4 & 6] would allow the Company & AGL, to own the entire building of Allcargo house and will also create the flexibility to the company to deal with this property in best interest of all the stakeholders pertaining to any future development and other options. These three floors proposed to be purchased are all leased out generating steady rental income in line with the market. Acquiring operating assets in real estate at strategic locations also covers the main object of the company.</p> <p>- Acquiring the additional floors will significantly boost AGL Warehousing’s rental income. The increased rentable space translates directly into higher monthly and annual revenue.</p>

		<ul style="list-style-type: none"> - Complete ownership of the building enhances its market value. This can improve AGL Warehousing’s balance sheet, providing better leverage opportunities for future financing or investment - Owning the entire building positions AGL Warehousing as a dominant player in the local real estate market, attracting higher-quality tenants and securing long-term leases. - More floors available for rent enable AGL Warehousing to attract a diverse range of tenants, spreading risk and reducing dependency on a single tenant or sector. - The transaction will be carried out with full transparency and compliance with regulatory requirements, ensuring that it is in the best interest of the company and its shareholders. - Proposal for acquiring the 3rd, 4th, and 5th floors of Allcargo House from the promoter group represents a strategic and financially beneficial move for AGL Warehousing. This transaction will enhance rental income, operational efficiency, market positioning, and risk management, aligning with the company’s growth objectives and strengthening its position in the warehousing and real estate market.
10.	Copy of the valuation or other external party report, if any such report has been relied upon	The Company has obtained competitive quotes to determine arm’s length criteria wherever required
11.	Any other information relevant or important for the members to take a decision on the proposed transaction	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Arm’s length pricing:

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above RPT proposed to be entered into by the Company with TIPL during a

period of twelve months from the date of passing of the resolution by Members of the Company. The Audit Committee has also noted that the said transaction with TIPL is on an arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of SEBI Listing Regulations, the approval of Members is required for the aforementioned material RPT to be entered between the Subsidiary Company and TIPL during a period of twelve months from the date of passing of the resolution by Members of the Company.

The transaction shall also be reviewed/ monitored by the Audit Committee of the Company and shall remain within the proposed amount being placed before the Members. Any subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of the Company's Related Party Transaction Policy shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

Further, pursuant to Regulation 23(4) of SEBI Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

Nature of concern or interest of Directors:

None of the directors and/ or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/ firms/ institutions in which they are interested as director or member or otherwise.

Item No. 6

In terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Company's Related Party Transaction Policy, all material related party transactions with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of the Members of the Company by means of an ordinary resolution.

The approval of the Members under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1) (zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The estimated value of the Related Party Transaction (“RPT”) to be entered by between the AGL Warehousing Private Limited (“Subsidiary Company”) and Avash Builders & Infrastructure Private Limited (“ABIPL”), a promoter group entity, during the Financial Year 2024-25 are exceeding the materiality threshold as stated above. This transaction is therefore considered as material related party transaction and accordingly approval of the Members is being sought in accordance with the Regulation 23 of the SEBI Listing Regulations for the contracts/arrangements/transactions proposed to be undertaken by the Company with its Related Parties during the period of twelve months from the date of passing of the resolution by the Members of the Company. However, since all transactions between the Company and its related parties will be entered in the ordinary course of business and at arms’ length basis, the provisions of Section 188(1) of the Companies Act, 2013 and the Rules made thereunder are not applicable for transactions between these entities.

Accordingly, in terms of the Master Circular of SEBI No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and upon the recommendations of Audit Committee and the Board of Directors at their respective meetings held on May 21, 2024 and considering the best interest of the Company, Members’ approval is sought on the said material RPT for a period of twelve months from the date of passing of the resolution. The information as required pursuant to the said circular for RPT is furnished below:

Details of the transaction:

The management had provided the Audit Committee with the relevant details, as required under law, of the proposed RPT including material terms and the basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPT with ABIPL for an aggregate value of up to Rs. 35.67 Crore (Rupees Thirty-Five Crore Sixty-Seven Lakhs Only).

In terms of Regulation 23 of SEBI Listing Regulations, ABIPL presently being a promoter group entity is a related party of the Company in terms of Companies Act, 2013 and SEBI Listing Regulations. Since the transaction amount will exceed the threshold of Rs. 9.68 crore (10% of FY 2022-23 consolidated turnover of Rs. 96.82 crore of the Company) the said RPT shall require prior approval of Members. The approval by the Members of the transaction within specified limits is without prejudice to the need for the Audit Committee to approve, authorise and review transactions on a financial year basis.

Information pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (“SEBI Master Circular”) is as under:

Summary of information provided by the management to the Audit Committee

Sr. No.	Particulars	Details
1.	Name of the Related Party	Avash Builders & Infrastructure Private Limited (“ABIPL”)
2.	Type of transaction	Transaction between AGL Warehousing Private Limited (‘AGL’) & ABIPL for purchase of 3 rd floor, Allcargo house, Mumbai - 400098.
3.	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).
4.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise):	AGL is a subsidiary of the Company. ABIPL is a Promoter Group Entity.
5.	Tenure of the Proposed transaction	During the financial year 2024-25
6.	Value of the proposed transaction (not to exceed)	Rs. 35.67 Crore (Rupees Thirty-Five Crore Sixty-Seven Lakhs Only)
7.	Value of RPT as % of Company’s audited consolidated annual turnover of 96.82 crore for the financial year 2023-24	More than 10% of audited consolidated annual turnover
8.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	
	Details of financial indebtedness Incurred:	Not Applicable
	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security:	Not Applicable

	<p>the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction:</p>	<p>Not Applicable</p>
<p>9.</p>	<p>Justification as to why the RPT is in the interest of the Company:</p>	<p>- Transindia Real Estate Limited (“the Company”) is currently owning the 6th floor, Allcargo House, Santacruz (East), Mumbai, 400098 (“Allcargo House”), which is also a registered office of the company, and some part of the floor is leased out. AGL currently owns the 1st and 2nd floors of Allcargo House which are also leased out and generating steady rental income. ABIPL owns 3rd floor of Allcargo House. Acquiring these three floors [proposed to acquire 4th, 5th floor (A wing) & 5th floor (B wing) of Allcargo House as set out in item no. 3, 4 & 5] would allow the Company & AGL, to own the entire building of Allcargo house and will also create the flexibility to the company to deal with this property in best interest of all the stakeholders pertaining to any future development and other options. These three floors proposed to be purchased are all leased out generating steady rental income in line with the market. Acquiring operating assets in real estate at strategic locations also covers the main object of the company.</p> <p>- Acquiring the additional floors will significantly boost AGL Warehousing’s rental income. The increased rentable space translates directly into higher monthly and annual revenue.</p> <p>- Complete ownership of the building enhances its market value. This can improve AGL Warehousing’s balance sheet, providing better leverage opportunities for future financing or investment</p> <p>- Owning the entire building positions AGL Warehousing as a dominant player in the local real estate market, attracting higher-quality tenants and securing long-term leases.</p> <p>- More floors available for rent enable AGL Warehousing to attract a diverse range of tenants, spreading risk and reducing dependency on a single tenant or sector.</p>

		<p>- The transaction will be carried out with full transparency and compliance with regulatory requirements, ensuring that it is in the best interest of the company and its shareholders.</p> <p>- Proposal for acquiring the 3rd, 4th, and 5th floors of Allcargo House from the promoter group represents a strategic and financially beneficial move for AGL Warehousing. This transaction will enhance rental income, operational efficiency, market positioning, and risk management, aligning with the company's growth objectives and strengthening its position in the warehousing and real estate market.</p>
10.	Copy of the valuation or other external party report, if any such report has been relied upon	The Company has obtained competitive quotes to determine arm's length criteria wherever required
11.	Any other information relevant or important for the members to take a decision on the proposed transaction	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Arm's length pricing:

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above RPT proposed to be entered into by the Company with ABIPL during a period of twelve months from the date of passing of the resolution by Members of the Company. The Audit Committee has also noted that the said transaction with ABIPL is on an arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of SEBI Listing Regulations, the approval of Members is required for the aforementioned material RPT to be entered between the Subsidiary Company and ABIPL during a period of twelve months from the date of passing of the resolution by Members of the Company.

The transaction shall also be reviewed/ monitored by the Audit Committee of the Company and shall remain within the proposed amount being placed before the Members. Any subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of the Company's Related Party Transaction Policy shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

Further, pursuant to Regulation 23(4) of SEBI Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 6 of this Notice for approval of the Members.

Nature of concern or interest of Directors:

None of the directors and/ or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/ firms/ institutions in which they are interested as director or member or otherwise.

Item No. 7

In terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Company's Related Party Transaction Policy, all material related party transactions with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of the Members of the Company by means of an Ordinary Resolution.

The approval of the Members under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1) (zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The estimated value of the Related Party Transaction ("RPT") to be entered by between the Company and AGL Warehousing Private Limited ("Subsidiary Company"), during the Financial Year 2024-25 exceeding the materiality threshold as stated above. This transaction is therefore considered as material related party transaction and accordingly approval of the Members is being sought in accordance with the Regulation 23 of the SEBI Listing Regulations for the contracts/arrangements/transactions proposed to be undertaken by the Company with its Related Parties during the period of twelve months from the date of passing of the resolution by the Members of the Company. However, since all transactions between the Company and its related parties will be entered in the ordinary course of business and at arms' length basis, the provisions of Section 188(1) of the Companies Act, 2013 and the Rules made thereunder are not applicable for transactions between these entities.

Accordingly, in terms of the Master Circular of SEBI No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and upon the recommendations

of Audit Committee and the Board of Directors at their respective meetings held on May 21, 2024 and considering the best interest of the Company, Members' approval is sought on the said material RPT for a period of twelve months from the date of passing of the resolution. The information as required pursuant to the said circular for RPT is furnished below:

Details of the transaction:

The management had provided the Audit Committee with the relevant details, as required under law, of the proposed RPT including material terms and the basis of pricing. The Audit Committee, after reviewing all necessary information, has granted omnibus approval for entering into RPT with AGL for an aggregate value of up to Rs. 120 Crore (Rupees One Hundred and Twenty Crore Only).

In terms of Regulation 23 of SEBI Listing Regulations, AGL presently being a Subsidiary Company and a related party of the Company in terms of Companies Act, 2013 and SEBI Listing Regulations. Since the transaction amount will exceed the threshold of Rs. 9.68 crore (10% of FY 2022-23 consolidated turnover of Rs. 96.82 crore of the Company) the said RPT shall require prior approval of Members. The approval by the Members of the transaction within specified limits is without prejudice to the need for the Audit Committee to approve, authorise and review transactions on a financial year basis.

Information pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") is as under:

Summary of information provided by the management to the Audit Committee

Sr. No.	Particulars	Details
1.	Name of the Related Party	AGL Warehousing Private Limited ("AGL"), Subsidiary Company
2.	Type of transaction	Company will advance loan to AGL Warehousing Private Limited to meet business needs.
3.	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).
4.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise):	AGL Warehousing Private Limited ("AGL") is a Subsidiary Company.

5.	Tenure of the Proposed transaction	During the financial year 2024-25.
6.	Value of the proposed transaction (not to exceed)	Rs. 120 Crore (Rupees One Hundred and Twenty Crore Only)
7.	Value of RPT as % of Company's audited consolidated annual turnover of 96.82 crore for the financial year 2023-24	More than 10% of audited consolidated annual turnover
8.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	
	Details of financial indebtedness Incurred:	Not Applicable
	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security:	Refer Note below
	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction:	Refer Note below
9.	Justification as to why the RPT is in the interest of the Company:	The financial assistance will be utilised by the borrowing entity for its business purposes including expansion, working capital requirements and other business purposes.
10.	Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable

11.	Any other information relevant or important for the members to take a decision on the proposed transaction	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.
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Note:

Providing Financial Assistance by the Company to its subsidiaries as per the need, in the form of revolving interest bearing inter corporate deposits/ loans/ advances. The financial assistance will be utilised by the borrowing entity(ies) for its business purposes including expansion, working capital requirements and other business purposes.

The financial assistance would be unsecured with repayment over a period of one to ten years from date of disbursement; however, the borrowing entity may have the right to make pre-payment, without any pre-payment penalty during the tenor of relevant financial assistance.

The financial assistance will carry interest as per the interest rate policy of the company which has been duly approved by the Audit Committee & Board of Directors of the Company. However, the current interest rate as per the policy is 9.55%.

The Audit Committee of the Company, comprising all independent directors, has granted approval for the above RPT proposed to be entered into by the Company with AGL during a period of twelve months from the date of passing of the resolution by Members of the Company. The Audit Committee has also noted that the said transaction with AGL is on an arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of SEBI Listing Regulations, the approval of Members is required for the aforementioned material RPT to be entered between the Company and Subsidiary Company during a period of twelve months from the date of passing of the resolution by Members of the Company.

The transaction shall also be reviewed/ monitored by the Audit Committee of the Company and shall remain within the proposed amount being placed before the Members. Any subsequent material modification in the proposed transaction, as defined by the Audit Committee as a part of the Company's Related Party Transaction Policy shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

Further, pursuant to Regulation 23(4) of SEBI Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 7 of this Notice for approval of the Members.

Nature of concern or interest of Directors:

None of the directors and/ or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/ firms/ institutions in which they are interested as director or member or otherwise.

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

Place: Mumbai
Date: June 20, 2024

Khushboo Mishra
Company Secretary
(Membership No.: A68324)

Registered Office:

6th Floor, B 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*

**please note company got listed on stock exchanges i.e. BSE & NSE on August 10, 2024 and has made application to ROC to change its 1st letter of CIN i.e. from U to L. Until its approved by ROC company continues to use its existing CIN.*