

NOTICE OF THE THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 3rd (Third) Annual General Meeting ("**AGM**") of the members of **Transindia Real Estate Limited (formerly known as Transindia Realty & Logistics Parks Limited) ("the Company")** will be held on Thursday, September 26, 2024 at 11.00 a.m. through Video Conferencing ("**VC**")/Other Audio-Visual Means ("**OAVM**") to transact the following businesses:

ORDINARY BUSINESSES:

- To consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the year ended March 31, 2024 and the reports of the Board of Directors and Auditor's thereon**

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company comprising of the Balance Sheet for the year ended March 31, 2024, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the Notes forming part thereof and Annexures thereto alongwith the Report of the Board of Directors and Auditor's thereon as placed before the Members, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company comprising of the Balance Sheet for the year ended March 31, 2024, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the Notes forming part thereof and Annexures thereto alongwith the Report of the Auditor's thereon, as placed before the Members, be and is hereby approved and adopted."

- To appoint a Director in place of Mr. Kaiwan Dossabhoy Kalyaniwalla (DIN: 00060776) as a Director, liable to retire by rotation, who has offered himself for re-appointment**

Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Kaiwan Dossabhoy Kalyaniwalla, Director who has been on the Board of the Company since April 13, 2023 and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment as a Director of the Company.

The disclosures, as required under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and ICSI's Secretarial Standard - 2 ("**SS-2**") on General Meetings, are provided as **Annexure** to this Notice.

To consider, and if thought fit, pass the following resolution with or without modification(s) as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("**the Act**"), Mr. Kaiwan Dossabhoy Kalyaniwalla (DIN: 00060776), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation."

- To Approve the Remuneration of Statutory Auditors for the financial year 2024-25**

To consider, and if thought fit, pass the following resolution with or without modification(s) as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 142 and other applicable provisions, if any, of the Act and Rules framed thereunder, including any amendment, modification or variation thereof, that the members do hereby approve the remuneration of ₹ 22,50,000 (Rupees Twenty Two Lakh and Fifty Thousand Only) excluding out of pocket expenses incurred by M/s C C Dangi & Associates., Chartered Accountant (Firm Registration Number: 102105W), to conduct the Statutory audit for the financial year 2024-25."

SPECIAL BUSINESSES:

- To approve and increase the limit of managerial remuneration payable to Mr. Jatin Jayantilal Chokshi (DIN: 00495015), Managing Director in excess of 5% of the net profits of the Company**

To consider, and if thought fit, pass the following resolution with or without modification(s) as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 197, 198 and other applicable provisions, if any, read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for payment of commission to Mr. Jatin Jayantilal Chokshi (DIN: 00495015) for F.Y. 2023-24, who was appointed as Managing Director of the Company at the Extra Ordinary General Meeting held on April 14, 2023, as set out in the Explanatory Statement, in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, during his remaining tenure as the Managing Director of the Company.

RESOLVED FURTHER THAT the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall

not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

RESOLVED FURTHER THAT except for the payment of commission for F.Y. 2023-24, all other terms and conditions of appointment and remuneration, as approved earlier by the Members, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

5. To approve Commission payable to Non-Executive Directors for a period of five years commencing from April 01, 2023

To consider, and if thought fit, pass the following resolution with or without modification(s) as a **special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Act and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and Regulation 17 of SEBI Listing Regulations as amended from time to time and the Rules framed thereunder, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration, in addition to the sitting fees being paid / payable for attending the meetings of the Board of Directors (other than the Managing Directors and/or Whole-time Directors, if any) and its Committees thereof, by way of commission or otherwise, not exceeding in aggregate of one percent per annum of the Net Profits of the Company calculated in accordance with the provisions of Section 198 of the Act for each corresponding Financial Year, to be paid to and amongst the directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors, if any) in such amounts or proportions and in such manner and in all respects as may be directed by the members of Nomination & Remuneration Committee & Board of Directors of the Company for a period of five years commencing from April 1, 2023.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committee

thereof or for any other purpose whatsoever as may be decided by the Board from time to time and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

6. To Consider and Approve Borrowing Limits of the Company upto ₹ 1000 Crores

To consider, and if thought fit, pass the following resolution with or without modification(s) as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 180(1)(c) and all other applicable provisions of the Act and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to borrow such sum of money for and on behalf of the Company from time to time as requisite and proper for the purpose of business, in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not exceed the sum of ₹ 1,000 crores (Rupees One Thousand Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors or Committee or persons authorized by the Board, be and is hereby authorized to finalize, settle, and execute such documents, deeds, writings, papers, agreements, as may be required and to do all such acts deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt relating thereto, or otherwise, that may arise in this regard.”

**By order of the Board of Directors of
Transindia Real Estate Limited**

(Formerly Known as Transindia Realty & Logistics Parks Limited)

sd/-

Mr. Jatin Jayantilal Chokshi

Managing Director
(DIN: 00495015)

Place: Mumbai

Date: August 07, 2024

Registered Office:

6th Floor, B Wing, Allcargo House, CST Road,
Kalina, Santacruz (East), Mumbai - 400 098
Email Id: compliance.desk@transindia.co.in

Website: www.transindia.co.in

Phone No: 022-66798100

CIN: L61200MH2021PLC372756

NOTES:

1. Pursuant to General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("**the Act**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the 3rd Annual General Meeting ("**3rd AGM/AGM**") of the Company is being conducted through VC / OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 3rd AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations, as may be amended, and MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the 3rd AGM. For this purpose, the Company has appointed National Securities Depository Limited ("**NSDL**") for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting, participation in the AGM through VC/OAVM, and the e-voting system on the date of the 3rd AGM will be provided by NSDL.
3. For the convenience of the members and proper conduct of the AGM, Members can login and join the AGM in the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled for the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
5. Pursuant to MCA Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 respectively, as the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Act, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at investorrelations@transindia.co.in.
6. Regulation 36 (1)(b) and (c) of the SEBI Listing Regulations prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Act to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. However, in line with the General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 05, 2022 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated January 05, 2023 issued by SEBI, as a measure of austerity and green initiatives of the Company, copies of the Annual Report will not be distributed at the Annual General Meeting. A Physical copy of the Annual Report 2023-24 (including the Notice of the AGM) shall be sent only to those Members who specifically request the same. Accordingly, Members

who wish to obtain a physical copy of the Annual Report for the F.Y. 2023-24, may write to the Company at investorrelations@transindia.co.in requesting for the same by providing their holding details and DP ID and Client ID/Folio No and the Notice of AGM are being sent in electronic mode to the Members whose names appear on the Register of Members/ List of Beneficial owners as received from M/s Link Intime India Private Limited ("RTA") and whose email address is available with the RTA, the Company, or the Depository Participant(s) as of August 23, 2024. Members may note that Notice and Annual Report 2023-24 can also be accessed from the website of the Company at www.transindia.co.in and on websites of the Stock Exchanges i.e. BSE Limited ("**BSE**") at www.bseindia.com and National Stock Exchange of India Limited ("**NSE**") at www.nseindia.com. The AGM Notice is also disseminated on the website of NSDL (the agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com. Interested Members can write to the company at investorrelations@transindia.co.in for the hard copy of the Annual Report for the F.Y.2023-24.

7. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2020. In view of the above, Members are advised to dematerialize shares held by them in physical form.
8. Relevant details of the director seeking re-appointment by way of retire by rotation as required under SEBI Listing Regulations and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
9. Members holding the shares in physical form are requested to notify immediately of any update/change of address and/or details of PAN and Bank account to M/s Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company. In case shares are held in dematerialized form, the information regarding change/update of address, details of bank, and PAN should be given to their respective Depository Participant.
10. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. The register of Members and Share Transfer Books of the Company will remain closed from Friday, September 20, 2024 to Thursday, September 26, 2024 (both days inclusive) for the purpose of the 3rd AGM of the Company.
11. Members can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Act read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s Link Intime India Private Limited. Members holding in electronic form may contact their respective Depository Participants for availing this facility.
12. In compliance with the said MCA Circulars, the Company has published a public notice by way of advertisements in Free Press Journal and Navshakti, inter alia, advising the Members whose e-mail address are not registered/updated with the Company or the Depository Participant(s) ("DP's"), as the case may be, to register/update their e-mail address with them at the earliest.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed 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 of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
14. The Board of Directors have appointed Mr. Vijay Yadav (Membership No. FCS F11990) Partner of M/s AVS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the votes cast through the e-voting system at the meeting and remote e-voting process in a fair and transparent manner.
15. The Scrutinizer shall submit her report to the Chairman of the Meeting or any person authorized by him within 48 hours of the conclusion of the 3rd AGM. The Results declared along with the report of Scrutinizer shall be placed on the Company's website at www.transindia.co.in and on website of NSDL immediately after declaration of results by the Chairman or person authorized by him in this behalf. The Company shall simultaneously forward the results to BSE and NSE, where the shares of the Company are listed.
16. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as of Thursday, September 19, 2024 ("**Cut-off date**"), are entitled to avail the facility of remote e-voting as well as e-voting system as on the date of the AGM. Any recipient of the Notice, who has no voting rights as of the Cut-off date, shall treat this Notice as information purpose only.
17. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, and all other documents referred to in the Annual Report, will be available in electronic mode. Members can inspect the same by sending an email to investorrelations@transindia.co.in.
18. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the Company's website at www.transindia.co.in. The Notice can also

be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-voting facility) i.e. www.evoting.nsdl.com.

19. Voting through electronic means

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations, as may be amended, and MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the 3rd AGM. For this purpose, the Company appointed NSDL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting, participation in the AGM through VC/OAVM, and the e-voting system on the date of the 3rd AGM will be provided by NSDL.
2. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, September 19, 2024. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owner maintained by the Depositories as on the cut-off date shall only be entitled to avail facility of remote

e-voting or e-voting during AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

- A. The Members who have exercised their votes through remote e-voting prior to the AGM may also participate in the AGM but they shall not be entitled to vote again.
- B. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the 3rd AGM and prior to the Cut-off date i.e. Thursday, September 19, 2024 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM. The shareholders may obtain login ID and password by sending a request at evoting@nsdl.com
- C. The remote e-voting period will commence at 9.00 a.m. (IST) on Sunday, September 22, 2024, and will end at 5.00 p.m. (IST) on Wednesday, September 25, 2024. In addition, the Members attending the 3rd AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the 3rd AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

20. Instructions for participating in the AGM through VC/ OAVM and E-voting are as follows:

Instructions for E-voting are as follows:





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

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. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. 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. 2. 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. 3. 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. Users not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> 1. 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

Type of shareholders	Login Method
	<p>C. Visit the E-voting website of NSDL</p> <ol style="list-style-type: none"> 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. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Users who have opted for Easi / Easiest facility:</p> <ol style="list-style-type: none"> 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 access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. <p>B. Users who have opted for Easi / Easiest facility:</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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

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. 1800-21-09911

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 vijay.yadav@avsassociates.co.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.

Instructions for e-voting on the day of the AGM for members are as under:-

- a. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- c. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

Instructions for Members for attending the EGM/AGM through VC/OAVM are as under:

- a. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for ACCESS to NSDL e-voting system. After successful login, you can see link of "VC/ OAVM link" placed under "Join General meeting" menu against the Company name.
- b. You are requested to click on VC/OAVM link placed under "Join General Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN i.e. 130343 of Company will be displayed.
- c. By clicking on this link, the Members will be able to attend and participate in the proceedings of the AGM.
- d. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
- e. Members are encouraged to join the Meeting through Laptops for better experience.
- f. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- g. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
- h. The Members can join the AGM through VC/OAVM mode 15 (Fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more share of the Company), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Governance and Nomination & Remuneration Committee, Audit Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- i. Members who would like to express their views/have questions during the AGM may register themselves as a speaker shareholder by sending a request along with their questions in advance mentioning their name, demat account number/folio number, email id and mobile number at investorrelations@transindia.co.in on or before September 20, 2024. Those Members who have registered themselves as a speaker shareholder will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speaker shareholders depending on the availability of time for the AGM.
- j. Speaker shareholders will join through the separate link as attendee. The shareholders will be on mute by default and can see the AGM proceedings. Speaker shareholders need to allow their audio and video to be kept open. Once moderator announce and allow shareholders to speak, then only such shareholders will speak.
- k. Vijay Yadav (Membership No. FCS F11990) Partner of M/s AVS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the votes cast through the e-voting system at the meeting and remote e-voting process in a fair and transparent manner.
- l. The Chairman at the AGM, shall at the end of the discussion on the Resolutions, on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of electronic ballot voting system for all the Members who are present at the AGM but have not exercised their votes by availing the remote e-Voting facility.
- m. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on date of the AGM i.e. Thursday, September 26, 2024.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

ITEM NO. 4

Mr. Jatin Jayantilal Chokshi (DIN: 00495015) was appointed as the Managing Director of Transindia Real Estate Limited at the Extraordinary General Meeting held on April 14, 2023. The proposed resolution seeks approval under Sections 197, 198, and other applicable provisions of the Act, read with Schedule V and the Rules made thereunder, including any amendments, modifications, or re-enactments thereof currently in force. This includes the authority granted by the Board of Directors and the Nomination and Remuneration Committee.

The resolution seeks approval for the payment of commission to Mr. Jatin Jayantilal Chokshi for the F.Y. 2023-24. The commission exceeds the prescribed limit of 5% of the net profits of the Company computed under Section 198 of the Act. The payment is justified based on Mr. Jatin Jayantilal Chokshi's performance and contribution to the Company's growth and strategic objectives. The Nomination and Remuneration Committee and the Board of Directors, after due consideration and evaluation, have recommended the payment of commission to Mr. Jatin Jayantilal Chokshi in their meeting held on August 07, 2024. The proposal is in compliance with all statutory requirements and guidelines, ensuring transparency and accountability.

The total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of the net profit of the Company, as prescribed under Section 197 of the Act, read with the rules made thereunder. Similarly, the overall managerial remuneration payable to all directors shall not exceed the limit of 11% of the net profit of the Company, ensuring prudent management of resources and alignment with regulatory frameworks. Accordingly, the Board recommends the resolution set forth in Item No. 4 relating to approve commission payable to Mr. Jatin Jayantilal Chokshi, Managing Director in excess of 5% of the net profits of the Company, by way of Special Resolution. In compliance with the General Circular No. 20/2020 dated May 05, 2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice. The disclosures, as required under the SEBI Listing Regulations and ICSI's Secretarial Standard 2 on General Meetings, are provided as **Annexure** to this Notice.

Except for the payment of commission for the F.Y. 2023-24, all other terms and conditions of Mr. Jatin Jayantilal Chokshi's appointment and remuneration, as previously approved by the Members, shall remain unchanged and effective.

Except Mr. Jatin Jayantilal Chokshi, no other director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 5

Based on the time devoted and the contribution made, the Nomination & Remuneration Committee has recommended and the Board of Directors of the Company has approved the payment of commission to the Non-Executive Directors (other

than the Managing Director) not exceeding one percent per annum of the net profits of the Company in accordance with the provisions of the Act, for a period of five years commencing from April 01, 2023. It is proposed to seek approval of the Members of the Company by way of Special Resolution as required under Section 197 of the Act and also under the SEBI Listing Regulations for payment of commission at the rate not exceeding 1% (one percent) of the net profits of the Company computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of the Directors (other than the Managing Director and Whole-time Directors, if any) in accordance with the directions given by the Board (which includes the Nomination & Remuneration committee thereof). The above remuneration shall be over and above the sitting fees paid to the Directors for attending the meeting of the Board and/or Committees thereof. Brief Profile of existing Non-Executive Directors are available on the Company's website at www.transindia.co.in.

Except the Managing Director and Key Managerial Personnel of the Company and their relatives, all Non-Executive Directors along with their relatives, are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of remuneration or fees that may be received by them.

Item No. 6

In the course of our business operations, the Company may require substantial funds for expansion or other strategic purposes in the future. To ensure that we can promptly address these financial needs and take advantage of emerging opportunities without delay, hence it is proposed to borrow funds up to ₹ 1,000 crores (Rupees One Thousand Crores Only), as and when required.

The Board recommends the special resolution set out at Item no. 6 of the notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the notice.

**By order of the Board of Directors of
Transindia Real Estate Limited**

(Formerly Known as Transindia Realty & Logistics Parks Limited)

sd/-

Mr. Jatin Jayantilal Chokshi

Managing Director
(DIN: 00495015)

Place: Mumbai

Date: August 07, 2024

Registered Office:

6th Floor, B Wing, Allcargo House, CST Road,
Kalina, Santacruz (East), Mumbai - 400 098

Email Id: compliance.desk@transindia.co.in

Website: www.transindia.co.in

Phone No: 022-66798100

CIN: L61200MH2021PLC372756

Annexure to the Notice

Details of Directors seeking re-appointment pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”)

Name of the Director	Mr. Kaiwan Dossabhoy Kalyaniwalla (DIN: 00060776)	Mr. Jatin Jayantilal Chokshi (DIN: 00495015)
Relevant Item No. of the Notice	2	4
Date of Birth	August 13, 1964	July 3, 1958
Age (in Years)	60	66
Qualification	Completed graduation from the University of Bombay in Economics and Political Science and LLB from the Government Law College, Mumbai.	Chartered Accountant & Company Secretary
Experience and nature of expertise in specific functional area (brief resume)	Mr. Kaiwan Dossabhoy Kalyaniwalla is a Solicitor and Advocate of the Bombay High Court and a Senior Partner in the law firm of Maneksha & Sethna in Mumbai. He has been in practice for over 35 years. He was awarded the prize for securing the highest marks in the three-year LL.B. integrated course by the University of Bombay. He also enrolled as a Solicitor of the Supreme Court of England and Wales. He serves on the board of public listed and private Indian and foreign companies and advises public and private sector corporates, multinational banks, transport and logistics companies and some of India's largest property development companies and business houses. He is on the investment and advisory committee of a SEBI registered real estate fund and NBFC and serves on the board of a SEBI registered asset management trustee company. He is also on the Board of Trustees of public educational and hospital trusts. His practice is predominantly in the field of corporate laws, property laws, tax laws and general commercial and personal laws. He has been an active member of the Managing Committee of the Bombay Incorporated Law Society and served as its President for six years & also a member of the Academic Council of the Maharashtra National Law University.	Mr. Jatin Jayantilal Chokshi is a Chartered Accountant & Company Secretary by qualification. He has 27 years of work experience in industries like Shipping, Consumer Durables and Industrial Chemicals. He joined Allcargo Logistics Ltd. Group in 2001 and worked in the capacity of Financial controller, CFO & CEO of a business vertical. He is responsible for managing portfolio, taxation matters, cost control and procurement.
Date of first appointment on the Board	April 13, 2023	December 03, 2021
Terms and conditions of appointment	Appointed as Non- Executive Non-Independent Director liable to retire by rotation, w.e.f. April 13, 2023	Appointed as Managing Director (Executive Director) liable to retire by rotation, w.e.f. April 13, 2023
Details of remuneration (last remuneration drawn & remuneration proposed to be paid)	- Last drawn sitting fees are given in the Corporate Governance Report - Entitled to Commission on Profits and Sitting Fees for attending Meetings of the Board as a Non-Executive Director	- Last drawn remuneration given in the Corporate Governance Report - Entitled to Commission on Profits
Shareholding in the Company (number of shares as on August 07, 2024)	1,49,250 Equity shares	2,90,590 Equity Shares

Name of the Director	Mr. Kaiwan Dossabhoj Kalyaniwalla (DIN: 00060776)	Mr. Jatin Jayantilal Chokshi (DIN: 00495015)
Relationship with other Directors, Manager and other Key Managerial Personnel (inter-se)	None	None
Number of Board Meetings attended during F.Y. 2023-24	10	10
Directorships held in other public companies (excluding foreign and private companies as on August 07, 2024)	<ul style="list-style-type: none"> i. Modern India Limited ii. Allcargo Logistics Limited iii. Allcargo Gati Limited (Formerly known as Gati Limited) iv. Transindia Logistic Park Private Limited v. Allcargo Terminals Limited 	<ul style="list-style-type: none"> i. Madanahatti Logistics and Industrial Parks Private Limited ii. Jhajjar Warehousing Private Limited iii. Dankuni Industrial Parks Private Limited iv. Hoskote Warehousing Private Limited v. Allcargo Ecu Limited vi. Koproli Warehousing Private Limited
Membership/ Chairmanship of Committees in other Public Companies as on August 07, 2024 [#]	Member in Audit Committee of <ul style="list-style-type: none"> i. Modern India Limited ii. Gati Limited Member in Stakeholder Relationship Committee of <ul style="list-style-type: none"> i. Gati Limited 	None
Name of listed companies from which the Director has resigned in past three years	None	None

[#]Includes Membership/Chairmanship of Audit Committee and Stakeholders' Relationship Committee only.