

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

CIN: L61200MH2021PLC372756

Registered Office: 6th Floor, B-Wing, Allcargo House, CST Road, Kalina, Santacruz (E), Mumbai-400098 | Tel: +91 22 6679 8100

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, as amended and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India]

Commencement of e-voting	Saturday, February 08, 2025 at 9:00 a.m. (IST)
End of e-voting	Sunday, March 09, 2025 at 5:00 p.m. (IST)

Dear Member(s),

Notice is hereby given pursuant to and in compliance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act and the Rules, General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and latest one being General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (collectively “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and subsequent circulars issued in this regard and latest one being SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, issued by the SEBI (collectively “SEBI Circulars”) and in compliance with the provisions of the Act and 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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), to seek your consent for the resolutions as set out hereunder and proposed to be passed through Postal Ballot (“Postal Ballot”) by way of remote electronic voting (“e-voting”) process.

Pursuant to Rule 22(5) of the Rules, the Board of Directors, through resolution passed on January 30, 2025, has approved the appointment of Mr. Vijay Yadav, Partner of M/s. AVS & Associates, Practicing Company Secretaries (Firm Identification Number: P2016MH054900) as the Scrutinizer (“Scrutinizer”) for conducting the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this Postal Ballot Notice (“Postal Ballot Notice”) to cast their vote electronically. Members are requested to cast their vote through the e-voting process, which shall commence on Saturday, February 08, 2025 at 9:00 a.m. (IST) and ends on Sunday, March 09, 2025 at 5:00 p.m. (IST), post that it will be strictly considered that no vote has been received from the Members. During this period, Members of the Company,

holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, January 31, 2025, may cast their vote electronically. The Scrutinizer will submit his report to the Chairman of the Board or any other person authorized by him after the completion of the scrutiny of the e-voting. The results shall be declared on or before Tuesday, March 11, 2025, and will be communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”), and will also be displayed on the Company's website.

SPECIAL BUSINESSES

ITEM NO.1 - APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH ALLCARGO TERMINALS LIMITED

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

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23 and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) read with Section 188 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) and rules made thereunder, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Policy on Related Party Transactions of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s), required, if any, considering the necessary approvals obtained when the Company was unlisted, and based on the recommendation and approval of the Audit Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the continuation of existing property lease agreements entered in the year 2023 with Allcargo Terminals Limited (“**ATL**”) for the following properties:

Property Details	Period of Lease (Maximum)	Interest Free Security Deposit (Refundable)	Maximum Lease Fee (Per Year)
Non-agriculture land measuring 34.86 acres, along with the building & structures situated at Village Kacherpada (Khopta), Taluka Uran, District Raigad, Maharashtra	11 Years	₹8,75,01,491/-	₹27,14,87,101/-
Non-agriculture land measuring 23.77 acres, along with the building situated at 913 Tiruvottriyur, High Road, Ajax, Chennai	15 Years	₹6,62,93,502/-	₹25,00,02,122/-

RESOLVED FURTHER THAT the transactions outlined above shall be carried out on an arm's length basis and in the ordinary course of business of the Company, and in compliance with the applicable provisions of the Act and the Company’s Policy on Related Party Transactions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers conferred on it to any Committees of Board, Director(s) of the

Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board/ Committees of Board be and are hereby authorized to agree, make, accept and finalize all such term(s), condition(s), modification(s) and alteration(s), as it may deem fit within the aforesaid limits and the Board/ Committees of Board are also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regards to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/ Committees of 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 they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director or Company Secretary of the Company be furnished to any government, statutory or regulatory authority as may be required from time to time and they be requested to act thereon.”

ITEM NO.2 - APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH KOPROLI WAREHOUSING PRIVATE LIMITED

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

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23 and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) read with other applicable provisions of the Companies Act, 2013 (the “**Act**”) and rules made thereunder, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Policy on Related Party Transactions of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s), required, if any, and based on the recommendation and approval of the Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the investment made by the Company in the equity shares of Koproli Warehousing Private Limited, a Subsidiary of the Company by way of conversion of its outstanding loans into 19,877 equity shares for an amount of ₹109,99,53,426 (Rupees One Hundred Nine Crore Ninety-Nine Lakh Fifty-Three Thousand Four Hundred Twenty-Six Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers conferred on it to any Committees of Board, Director(s) of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director or Company Secretary of the Company be furnished to any government, statutory or regulatory

authority as may be required from time to time and they be requested to act thereon.”

ITEM NO.3 - APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN KOPROLI WAREHOUSING PRIVATE LIMITED AND ALLCARGO SUPPLY CHAIN PRIVATE LIMITED

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

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23 and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) read with the applicable provisions of the Companies Act, 2013 (the “**Act**”) and rules made thereunder, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Policy on Related Party Transactions of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s), required, if any, and based on the recommendation and approval of the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the continuation of existing Leave and License agreements executed between Koproli Warehousing Private Limited, a Subsidiary Company (“**Licensor**”) and Allcargo Supply Chain Private Limited (“**Licensee**”), a Related Party of the Company for the following properties:

Property Details	Period of Leave and License (Maximum)	Interest Free Security Deposit (Refundable)	CAM (Common Area Maintenance) Charges (Per Year)	Maximum Rent / License Fee (Per Year)
Block No. - D Situated at Village Koproli Taluka Uran, District Raigad, Maharashtra	5 Years	₹2,13,77,385/-	₹23,09,720/-	₹5,19,68,690/-
Block No. - B Situated at Village Koproli Taluka Uran, District Raigad, Maharashtra	5 Years	₹1,08,19,170/-	₹11,68,957/-	₹2,63,01,538/-
Block No. - A1 a. Ground Floor b. Mezzanine Floor Situated at Village Koproli, Taluka Uran, District Raigad, Maharashtra	5 Years	₹2,22,38,628/-	₹23,90,966/-	₹5,72,18,485/- (Ground Floor) ₹5,65,864/- (Mezzanine Floor)

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers conferred on it to any Committees of Board, Director(s) of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/ Committees of Board be and are hereby authorized to agree, make, accept and finalize all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committees of Board are also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regards to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/ Committees of 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 they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director or Company Secretary of the Company be furnished to any government, statutory or regulatory authority as may be required from time to time and they be requested to act thereon.”

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

Khushboo Mishra
Company Secretary and Compliance Officer
(ICSI Membership No.: A68324)

Place: Mumbai
Date: 30/01/2025

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 6679 8100

CIN: L61200MH2021PLC372756

NOTES AND INSTRUCTIONS:

1. An explanatory statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the (Management and Administration) Rules, 2014 (the “Rules”), Secretarial Standard-2 on General Meetings (“SS-2”) and Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto as “Annexure-1”.
2. In accordance with the provisions of the Act, read with Rules made thereunder and MCA Circulars, the Postal Ballot Notice is being sent only by e-mail to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, January 31, 2025 (“Cut-off date”).

Members may note that this Postal Ballot Notice will also be available on the website of the Company at www.transindia.co.in, website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited (“BSE”) at www.bseindia.com and National Stock Exchange of India Limited (“NSE”) at www.nseindia.com and the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com.

3. The Board of Directors have appointed Mr. Vijay Yadav, Partner of M/s. AVS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
4. In case of any queries, you may contact the Company at investorsrelation@transindia.co.in or at its Registered Office, alternatively you may contact the Registrar and Share Transfer Agent, MUFUG Intime India Private Limited (Formerly known as Link Intime India Private Limited) at rnt.helpdesk@linkintime.co.in or at its Registered Office.
5. **General information and instructions relating to e-voting are as under:**
 - i. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules and Regulation 44 of SEBI Listing Regulations, the Members are provided with the facility to cast their vote by electronic means through e-voting platform provided by NSDL.
 - ii. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
 - iii. Voting rights through e-voting cannot be exercised by a proxy.
 - iv. The remote e-voting period commences on **Saturday, February 08, 2025 at 9:00 a.m. (IST)** and ends on **Sunday, March 09, 2025 at 5:00 p.m. (IST)**. The remote e-voting module will be disabled by NSDL for voting thereafter.

- v. The Scrutinizer shall immediately after the conclusion of voting through remote e-voting, make a Scrutinizer’s Report of the total votes cast in favour or against, if any, and will submit his Report to the Chairman of the Company or any person authorized by him. The result of the voting by Postal Ballot will be announced on or before **Tuesday, March 11, 2025**.
- vi. The results shall be announced on the websites of BSE and NSE. The results will also be disclosed on the website of the Company at www.transindia.co.in and NSDL at www.evoting.nsdl.com.
- vii. Resolution passed by the Members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the Members. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting.

The details of the process and manner for remote e-voting are explained below:

Step 1: Access to NSDL e-voting system

I. Login method for e-voting for individual members holding securities in demat mode:

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on ‘e-voting facility provided by Listed Companies’, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ Depository Participants (“DPS”) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile no. and e-mail id in their demat accounts in order to access e-voting facility.

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility: If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services section. 4. Click on ‘Access to e-voting’ appearing on the left-hand side under e-voting services and you will be able to see e-voting page.

5. Click on options available against Company name or **ESP - NSDL** and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

If you are not registered, follow the below steps:

- a) Option to register is available at <https://eservices.nSDL.com/>
- b) Select '**Register Online for IDeAS**' Portal or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- c) Please follow steps given in points 1-5

B. E-Voting website of NSDL:

1. Open web browser by typing the following URL: www.evoting.nSDL.com either on a personal computer or on a mobile phone.
2. Once the home page of e-voting system is launched, click on the icon '**Login**' which is available under '**Shareholders/Members**' section.
3. A new screen will open. You will need to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen.
4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or **ESP - NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

C. 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



<p>Individual Members holding securities in demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<p>A. CDSL Easi/Easiest facility:</p> <p>If you have already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website at www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 the Company. On clicking the e-voting option, the user will be able to see e-voting page of the ESP for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all ESP, so that the user can visit the ESP’s website directly. <p>B. If you have not registered, follow the below steps:</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 at 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 from e-voting link available at www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. <p>C. E-voting website of CDSL:</p> <p>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 ESPs.</p>
<p>Individual Members (Holding securities in demat mode) logging through their DP’s</p>	<p>Login Method:</p> <ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP’s registered with NSDL/CDSL for e-voting facility. 2. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL

	<p>Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>3. Click on Company name or ESP - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p>
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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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members 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 Members 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.

II) Login Method for Members other than Individual Members holding securities in demat mode and Members 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: 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 ‘**Shareholders/Members**’ 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.
4. Alternatively, if you are registered for NSDL e-services i.e. **IDeAS**, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. 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 who hold 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***

6. Password details for Members other than Individual Members 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) In case you have not registered your e-mail address with the Company/Depositories, please follow instructions mentioned below in this Postal Ballot Notice.

7. 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 at www.evoting.nsdl.com.
- b) "**Physical User Reset Password?**" (If you hold shares in physical mode) option available at 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, PAN, name and registered address, etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. 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. Will receive a confirmation by way of a SMS on your registered mobile no. from Depository.
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 Members

1. Institutional Members (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 executive@avsassociates.co.in with a copy marked to evoting@nsdl.com.

Institutional Members (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 Members and e-voting user manual for Members 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 members 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 resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of the Member, 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 e-mail to investorsrelation@transindia.co.in

Members whose shares are held in demat mode, are requested to provide DP ID Client ID (16-digit DP ID + Client ID or 16-digit Beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an individual member holding securities in demat mode, you are requested to refer to the ‘Login method for e-voting for individual members holding securities in demat mode’.

2. Alternatively, Shareholders/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102, 110 OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 1

In terms of Regulation 23 of SEBI Listing Regulations, *inter alia*, states that all Material Related Party Transactions (**RPTs**) shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further, Regulation 2(1)(zb) of SEBI Listing Regulations has provided the definition of Related Party and Regulation 2(1)(zc) of SEBI Listing Regulations has enhanced the definition of Related Party Transactions which now includes a transaction involving a transfer of resources, services or obligations between (i) 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; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any Related Party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

Allcargo Terminals Limited ("**ATL**"), is a Related Party of the Company pursuant to Section 2(76) of the Act and SEBI Listing Regulations. The Company is having ongoing lease agreements with ATL which were entered in the year 2023. These agreements were executed at arm's length price and in the ordinary course of business. The Company had sought the necessary approvals as required under the Act and Rules made thereunder, when the Company was unlisted and entered into the lease agreements for the properties in due compliance with the applicable provisions of the Act. Such lease arrangements are in the nature of Material Related Party Transactions post-listing by the Company pursuant to the demerger of Allcargo Logistics Limited. The Company also intends to continue such arrangements with ATL in the future as well.

Accordingly, as per Regulation 23 of SEBI Listing Regulations, approval of the Members is sought for the continuation of the ongoing lease agreements w.r.t properties as mentioned in Item No. 1 of the resolution.

The Management has provided the Audit Committee with relevant details of the RPTs. The Audit Committee and the Board of Directors have noted that the said transaction(s) is at an arm's length pricing basis and in the ordinary course of business.

For the purpose of complying with the regulatory requirements, the approval of the Members is sought by way of a Postal Ballot.

The Members may note that as per SEBI Listing Regulations, all Related Parties (whether they are party to the above-mentioned transaction or not), shall not vote to approve the resolution as set out at Item No. 1.

Except Mr. Kaiwan Kalyaniwalla, Director of the Company, due to his common directorship, none of the Directors, Key Managerial Personnels of the Company or their respective relatives have any direct or indirect interest, whether financial or otherwise, in the Resolution as stated in Item No. 1 of this Postal Ballot Notice.

The Board recommends the **Ordinary Resolution** as set out at **Item No. 1** for the approval of the Members.

ITEM NO. 2

In terms of Regulation 23 of SEBI Listing Regulations, *inter alia*, states that all Material Related Party Transactions (**RPTs**) shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further, Regulation 2(1)(zb) of SEBI Listing Regulations has provided the definition of Related Party and Regulation 2(1)(zc) of SEBI Listing Regulations has enhanced the definition of Related Party Transactions which now includes a transaction involving a transfer of resources, services or obligations between (i) 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; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any Related Party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

Koprolli Warehousing Private Limited ("**Koprolli**"), being a Subsidiary Company, is a Related Party of the Company pursuant to Section 2(76) of the Act and SEBI Listing Regulations. The Company had acquired 19,877 equity shares of Koprolli by way of conversion of its outstanding loans into equity shares for an amount of ₹109,99,53,426 (Rupees One Hundred Nine Crore Ninety-Nine Lakh Fifty-Three Thousand Four Hundred Twenty-Six Only) in the year 2024.

The outlined transaction was in the nature of the Material Related Party Transactions. Accordingly, as per Regulation 23 of SEBI Listing Regulations, approval of the Members is sought for the Investment made in equity shares of Koprolli by way of conversion of its outstanding loans into equity shares.

The Management has provided the Audit Committee with relevant details of the RPTs. The Audit Committee and the Board of Directors have noted that the said transaction(s) is at an arm's length pricing and in the ordinary course of business.

For the purpose of complying with the regulatory requirements, the approval of the Members is sought by way of a Postal Ballot.

The Members may note that as per the provisions of SEBI Listing Regulations, all Related Parties (whether they are party to the above-mentioned transaction or not), shall not vote to approve the resolution as set out at Item No. 2.

Except Mr. Jatin Chokshi and Mr. Vinit Prabhugaonkar, Directors of the Company, due to their common Directorship, none of the Directors, Key Managerial Personnels of the Company or their respective relatives have any direct or indirect interest, whether financial or otherwise, in the Resolution as stated in Item No. 2 of this Postal Ballot Notice.

The Board recommends the **Ordinary Resolution** as set out at **Item No. 2** for the approval of Members.

ITEM NO. 3

In terms of Regulation 23 of SEBI Listing Regulations, *inter alia*, states that all Material Related Party Transactions (**RPTs**) shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further, Regulation 2(1)(zb) of SEBI Listing Regulations has provided the definition of Related Party and Regulation 2(1)(zc) of SEBI Listing Regulations has enhanced the definition of Related Party Transactions which now includes a transaction involving a transfer of resources, services or obligations between (i) 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; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any Related Party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

The transaction was entered into between Koproli Warehousing Private Limited ("**Koproli**"), a Subsidiary of the Company and Allcargo Supply Chain Private Limited, a Related Party of Transindia Real Estate Limited ("**TREL**" or "**the Company**"), wherein TREL itself is not a party to the transactions. However, as per Regulation 23 of SEBI Listing Regulations, any Related Party Transaction involving a Subsidiary of a listed entity where the listed entity is not a party requires Members approval of the listed entity, if it is considered material in nature. Subsidiary Company and Related Party of the TREL have ongoing Leave and License agreements, which are at arm's length pricing and in the ordinary course of business. These agreements comply with the applicable provisions of the Companies Act, 2013 and the Company's Policy on Related Party Transactions. As of December 31, 2024, these agreements do not meet the criteria to be classified as Material Related Party Transactions. However, based on the projected outcomes under the executed agreements, they are expected to qualify as Material Related Party Transactions for the remaining period of the financial year 2024-25 and beyond. Consequently, approval from the Members of TREL is required in accordance with Regulation 23 of the SEBI Listing Regulations.

Accordingly, as per Regulation 23 of SEBI Listing Regulations, approval of the Members is sought for continuation of the ongoing Leave and License agreements w.r.t properties as mentioned in Item No. 3 of the resolution.

The Management has provided the Audit Committee with relevant details of the RPTs. The Audit Committee and the Board of Directors have noted that the said transaction(s) is at an arm's length pricing basis and in the ordinary course of business.

For the purpose of complying with the regulatory requirements, the approval of the Members is sought by way of a Postal Ballot.

The Members may note that as per the provisions of SEBI Listing Regulations, all Related Parties (whether they are party to the above-mentioned transaction or not), shall not vote to approve the resolution as set out at Item No. 3.

Except Mr. Jatin Chokshi and Mr. Vinit Prabhugaonkar, Directors of the Company, due to their common Directorship, none of the Directors, Key Managerial Personnels of the Company or their respective relatives have any direct or indirect interest, whether financial or otherwise, in the Resolution stated in Item No. 3 of this Postal Ballot Notice.

The Board recommends the **Ordinary Resolution** as set out at **Item No. 3** for the approval of the Members.

Disclosures as required as per SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and the Companies Act, 2013 are as follows

ITEM NO. 1

Sr. No.	Particulars	Details
1.	Name of the Related Party	Allcargo Terminals Limited
2.	Nature of Relationship	Promoter Group Entity
3.	Name of the Director(s) or Key Managerial Personnels who is related, if any	As mentioned in the explanatory statement of Item No. 1 of this Postal Ballot Notice.
4.	Nature, duration/tenure, material terms, monetary value and particulars of the contract or arrangement	Lease Agreements entered for such amount, duration/tenure, etc. more fully described in the resolution of Item No.1 of this Postal Ballot Notice.
5.	Transactions related to providing loan(s)/ advance(s)/ guarantee(s) or security(ies), if any	No transactions involved related to providing loan(s)/ advance(s)/ guarantee(s) or security(ies).
6.	Percentage of the Company's annual consolidated turnover, for the financial year ended March 31, 2024, that is represented by the value of the transaction	Exceeding materiality threshold of the Company's annual consolidated turnover for the financial year ended March 31, 2024.
7.	Details about valuation/ arm's length and ordinary course of business	The pricing mechanism for recurring transactions is established based on market practices, adhering to the Arm's Length Principle. Therefore, transactions are conducted in the ordinary course of business and on an arm's length basis.
8.	Justification as to why it is in the interests of the Company	Allcargo Terminals Limited is a Company engaged in the operations of Container Freight Stations and Inland Container Depots across India. To expand the ATL operations, the Company enters into lease agreements to lease the properties for their business activities. Further, through lease agreements, the Company can earn leased income. This income adds an

		<p>important dimension to the Company's revenue model, offering a steady cash flow.</p> <p>The combination of logistics operations and leased income helps the Company to maintain a diversified and financially robust business model.</p>
9.	Any other information that is relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms part of the Explanatory Statement setting out material facts pursuant to the Act and SEBI Listing Regulations.

ITEM NO. 2

Sr. No.	Particulars	Details
1.	Name of the Related Party	Koprolu Warehousing Private Limited
2.	Nature of Relationship	Subsidiary Company
3.	Name of the Director(s) or Key Managerial Personnels who is related, if any	As mentioned in the Explanatory Statement of Item No. 2 of this Postal Ballot Notice.
4.	Nature, duration/tenure, material terms, monetary value and particulars of the contract or arrangement	Conversion of loan into equity shares as more fully described in the resolution of Item No.2 of this Postal Ballot Notice.
5.	Transactions related to providing loan(s)/ advance(s)/ guarantee(s) or security(ies), if any	No transactions involved related to providing loan(s)/ advance(s)/ guarantee(s) or security(ies).
6.	Percentage of the Company's annual consolidated turnover, for the financial year ended March 31, 2024, that is represented by the value of the transaction	Exceeding materiality threshold of the Company's annual consolidated turnover for the financial year ended March 31, 2024.
7.	Details about valuation/ arm's length and ordinary course of business	Based on the valuation report received from M/s. Bhauwala & Associates, Chartered Accountants.
8.	Justification as to why it is in the interests of the Company	Turning the loan into equity has lowered the subsidiary's debt and reduced its liabilities while increasing equity. This also removes the need to pay interest on the loan, improving profits and

		saving money in the long run for the Company's Subsidiary.
9.	Any other information that is relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms part of the Explanatory Statement setting out material facts pursuant to the Act and SEBI Listing Regulations.

ITEM NO. 3

Sr. No.	Description	Details
1.	Name of the Related Party	<ul style="list-style-type: none"> Koprolu Warehousing Private Limited Allcargo Supply Chain Private Limited
2.	Nature of Relationship	<ul style="list-style-type: none"> Koprolu Warehousing Private Limited is a Subsidiary of the Company. Allcargo Supply Chain Private Limited is a Promoter Group Entity.
3.	Name of the Director(s) or Key Managerial Personnels who is related, if any	As mentioned in the explanatory statement of Item No. 3 of this Postal Ballot Notice.
4.	Nature, duration/tenure, material terms, monetary value and particulars of the contract or arrangement	Leave and License Agreement for such amount, duration /tenure, etc. as more fully described in the resolution no. 3 of this Postal Ballot Notice.
5.	Transactions related to providing loan(s)/ advance(s)/ guarantee(s) or security(ies), if any	No transactions involved related to providing loan(s)/ advance(s)/ guarantee(s) or security(ies).
6.	Percentage of the Company's annual consolidated turnover, for the financial year ended March 31, 2024, that is represented by the value of the transaction	The transactions value entered into by the Subsidiary Company with the Related Party of the Company shall exceed the materiality threshold of the Company's annual consolidated turnover for the financial year ended March 31, 2024.
7.	Details about valuation/ arm's length and ordinary course of business	The pricing mechanism for recurring transactions by Subsidiary Company is established based on market practices, adhering to the Arm's Length Principle and is in the ordinary course of business.

8.	Justification as to why it is in the interests of the company	<p>Koprolis is a Company engaged in the operations of renting and leasing of warehouse across India. To expand the Koprolis operations, they had entered into a Leave and License agreements with Allcargo Supply Chain Private Limited to enhance their business activities.</p> <p>Further, through Leave and License agreements, Koprolis can earn rental income. This income adds an important dimension to Koprolis and also Company's revenue model, offering a steady cash flow at consolidation level.</p>
9.	Any other information that is relevant or important for the members to take a decision on the proposed resolution	All relevant/ important information forms part of the Explanatory Statement setting out material facts pursuant to the Act and SEBI Listing Regulations.

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

Place: Mumbai
Date: 30/01/2025

Sd/-
Khushboo Mishra
Company Secretary and Compliance Officer
(ICSI Membership No.: A68324)

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