

February 28, 2024

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| To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 BSE Scrip Code: 543955 | To, National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 NSE Symbol: TREL |
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Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), read with: (a) clauses 1, 5 and 5A, Paragraph A, Part A of Schedule III of the Listing Regulations, (b) SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July, 2023, and (c) the Policy for Determination of Material Events and Archival of Disclosures adopted by Transindia Real Estate Limited (“**Company**”), this is to inform you that:

- (i) pursuant to the authorisation granted by the board of directors of the Company via Board resolution dated 02 February, 2024, the Company has executed the Malur Securities Subscription and Purchase Agreement (“**Malur SSPA**”) with Allcargo Logistics Limited, BRE Asia Urban Holdings Ltd (“**Investor**”) and Malur Logistics and Industrial Parks Private Limited (“**Malur**”), to sell 20,000 (Twenty thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of Malur to the Investor (“**Transaction**”) on February 28, 2024;
- (ii) upon conclusion of the Transaction, the Company will cease to hold any equity shares in Malur;
- (iii) the Company and Allcargo Logistics Limited shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the Malur SSPA that is expressed to be made, undertaken, performed or given by the Company; and
- (iv) the Investor does not belong to the promoter / promoter group.

Details as required under Regulation 30 clauses 1, 5 and 5A, Paragraph A, Part A of Schedule III of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July, 2023 are set out in “**Annexure A**”, “**Annexure B**” and “**Annexure C**” respectively.

The aforesaid information shall be made available on the Company’s website at <https://www.transindia.co.in/>.

Kindly take the above information on record.

Thanking you.

Yours faithfully,
For and on behalf of **Transindia Real Estate Limited**
(Formerly known as Transindia Realty & Logistics Parks Limited)

Jatin Chokshi
Managing Director
DIN: 00495015

ANNEXURE A

Disclosures pursuant to Regulation 30 and Clause 1, Paragraph A, Part A of Schedule III of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023

Sale of stake in Malur Logistics & Industrial Park Private Limited

| S.No. | Particulars | Details |
|-------|---|---|
| 1. | Name of the entity to be sold | Malur Logistics and Industrial Parks Private Limited (“ Malur ”) |
| 2 | The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year | Contribution towards turnover: Amount- INR 41,23,67,079 Percentage- 21% Contribution towards net worth: Amount- INR 25,47,57,581 Percentage- Nil* |
| 3 | Date on which the agreement for sale has been entered into | February 28, 2024 |
| 4 | The expected date of completion of sale / disposal | March 31, 2024 |
| 5 | Consideration received from such sale / disposal | INR 2,86,800 |
| 6 | Brief details of the buyers and whether any of the buyers belong to the promoter / promoter group / group companies. If yes, details thereof | BRE Asia Urban Holdings Ltd. (“ Investor ”), a foreign body corporate, is owned by the affiliates of the funds advised or managed by the affiliates of Blackstone Inc. (collectively, “ Blackstone ”). Blackstone (NYSE: BX), is the world’s largest alternative asset manager. Blackstone seeks to create positive economic impact and long-term value for its investors, the companies it invests in, and the communities in which it works. Blackstone does this by using extraordinary people and flexible capital to help companies solve problems. Its \$1 trillion in assets under management include investment vehicles focused on real estate, private equity, private and liquid credit, infrastructure, life sciences, growth equity, public securities and secondary funds, all on a global basis. Further information is available at www.blackstone.com . The Investor is not related to the promoter / promoter group / group companies in any manner. |
| 7 | Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length” | Pursuant to the Scheme of Arrangement and Demerger (Scheme of Arrangement) executed by and amongst Allcargo, Allcargo Terminals Limited and the Company, as sanctioned |

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| | | <p>by the National Company Law Tribunal on January 05, 2023, all equity shares and optionally convertible debentures held in Malur by Allcargo were transferred to the Company.</p> <p>Further, under the Malur Securities Subscription and Purchase Agreement (“Malur SSPA”), the Company and Allcargo shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the Malur SSPA that is expressed to be made, undertaken, performed or given by the Company. Further, this transaction is on an arm length basis.</p> |
| 8 | Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations | The shareholders of the Company have approved the proposed sale / divestment / transfer / disposal of 20,000 (Twenty thousand) equity shares of Malur to the Investor <i>via</i> postal ballot on July 09, 2023. |

***Net Worth does not form part of Consolidated Financial of Transindia Real Estate Limited due to discontinued operation.**

ANNEXURE B

Disclosures pursuant to Regulation 30 and Clause 5, Paragraph A, Part A of Schedule III of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023

| S.No. | Particulars | Details |
|-------|--|---|
| 1. | Name of Party with whom the agreement is entered; | BRE Asia Urban Holdings Ltd (“ Investor ”), Malur Logistics and Industrial Parks Private Limited (“ Malur ”) and Allcargo Logistics Limited (“ Allcargo ”) |
| 2. | Purpose of entering into the agreement | <p>Pursuant to the Scheme of Arrangement and Demerger executed by and amongst Allcargo Logistics Limited , Allcargo Terminals Limited and Transindia Real Estate Limited (the “Company”), as sanctioned by the National Company Law Tribunal dated January 05, 2023, all equity shares and optionally convertible debentures held in Malur Logistics and Industrial Parks Private Limited by Allcargo were transferred to the Company.</p> <p>The board of directors of the Company had approved the execution, delivery and performance of the Malur SSPA with Allcargo, the Investor and Malur, <i>via</i> board resolution dated 02 February, 2024 to sell 20,000 (Twenty thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of Malur to the Investor.</p> <p>Now, the Malur SSPA executed amongst the Company, Allcargo, the Investor and Malur has been entered into for the sale / transfer / disposal of 10% (Ten per cent) of the equity shareholding of the Company in Malur, to the Investor.</p> |
| 3. | Shareholding, if any, in the entity with whom the agreement is executed | NIL |
| 4. | Significant terms of the Agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc | Refer to “Exhibit I” below |
| 5. | Whether the said parties are related to promoter / promoter group / group companies in any manner. If yes, nature of relationship | The Investor is not related to the promoter / promoter group / group companies in any manner. |

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| | | Allcargo is a promoter group of Transindia Real Estate Limited. |
| 6. | Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length” | <p>Pursuant to the Scheme of Arrangement and Demerger (Scheme of Arrangement) executed by and amongst Allcargo, Allcargo Terminals Limited and the Company, as sanctioned by the National Company Law Tribunal on January 05, 2023, all equity shares and optionally convertible debentures held in Malur by Allcargo were transferred to the Company.</p> <p>Further, under the Malur SSPA, the Company and Allcargo shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the Malur SSPA that is expressed to be made, undertaken, performed or given by the Company. Further, this transaction is on an arm length basis.</p> |
| 7. | In case of issuance of shares to the parties, details of issue price, class of shares issued | Not Applicable |
| 8. | Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc. | Not Applicable |
| 9. | In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof | Not Applicable |

ANNEXURE C

Disclosures pursuant to Regulation 30 and Clause 5A, Paragraph A, Part A of Schedule III of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 July 2023

| S.No. | Particulars | Details |
|-------|---|--|
| 1 | If the Listed Entity is party to agreement | Yes |
| a. | Name of Counter Party | BRE Asia Urban Holdings Ltd (“Investor”), Malur Logistics and Industrial Parks Private Limited (“Malur”) and Allcargo Logistics Limited (“Allcargo”) |
| b. | Relationship with the listed Entity | The Investor is not related to the promoter / promoter group / group companies in any manner. Allcargo is a promoter group of Transindia Real Estate Limited. |
| 2 | Purpose of entering into the agreement | Pursuant to the Scheme of Arrangement and Demerger executed by and amongst Allcargo Logistics Limited (“Allcargo”), Allcargo Terminals Limited and Transindia Real Estate Limited (the “Company”), as sanctioned by the National Company Law Tribunal dated January 05, 2023, all equity shares and optionally convertible debentures held in Malur Logistics and Industrial Parks Private Limited (“Malur”) by Allcargo were transferred to the Company. The board of directors of the Company had approved the execution, delivery and performance of the Malur Securities Subscription and Purchase Agreement (“Malur SSPA”) with Allcargo, the Investor and Malur, to sell 20,000 (Twenty thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of Malur to the Investor. Now, the Malur SSPA executed amongst the Company, Allcargo, the Investor and Malur has been entered into for the sale / transfer / disposal of 10% (Ten per cent) of the equity shareholding of the Company in Malur, to the Investor. |
| 3 | Shareholding, if any, in the entity with whom the agreement is executed | NIL |
| 4 | Significant terms of the Agreement (in brief) | Refer to “Exhibit I” below. |

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| 5 | Extent and the nature of impact on management or control of the listed entity | No impact on management or control of the listed entity. |
| 6 | Details and quantification of the restriction or liability imposed upon the listed entity; | Company and Allcargo shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the Malur SSPA that is expressed to be made, undertaken, performed or given by Allcargo. |
| 7 | Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship | The Investor is not related to the promoter / promoter group / group companies in any manner. Allcargo is a promoter group of Transindia Real Estate Limited. |
| 8 | Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length | Pursuant to the Scheme of Arrangement and Demerger (Scheme of Arrangement) executed by and amongst Allcargo, Allcargo Terminals Limited and the Company, as sanctioned by the National Company Law Tribunal on January 05, 2023, all equity shares and optionally convertible debentures held in Malur by Allcargo were transferred to the Company. Further, under the Malur SSPA, the Company and Allcargo shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the Malur SSPA that is expressed to be made, undertaken, performed or given by the Company. Further, this transaction is on an arm length basis. |
| 9 | In case of issuance of shares to the parties, details of issue price, class of shares issued | No issuance is being made to / by the Company pursuant to the Malur Securities Subscription and Purchase Agreement. |
| 10 | Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc. | Not Applicable |
| 11 | In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof | Not Applicable |

EXHIBIT I

SIGNIFICANT TERMS OF THE AGREEMENT

The Malur SSPA has been executed by and amongst BRE Asia Urban Holdings Ltd, Transindia Real Estate Limited, Allcargo Logistics Limited and Malur Logistics and Industrial Parks Private Limited to sell 20,000 (Twenty thousand) equity shares (representing 10% of the equity shareholding) held by Transindia Real Estate Limited in Malur Logistics and Industrial Parks Private Limited to BRE Asia Urban Holdings Ltd accordance with the provisions of Companies Act, 2013 for INR 286,800 (Indian Rupees Two hundred eighty six thousand eight hundred). Upon conclusion of the transaction, Transindia Real Estate Limited will cease to hold any equity shares in Malur Logistics and Industrial Parks Private Limited.