

May 30, 2025

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,

Subject: Submission of Annual Secretarial Compliance Report for the financial year ended March 31, 2025

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith Annual Secretarial Compliance Report of Transindia Real Estate Limited for the financial year ended March 31, 2025, issued by Mr. Vijay Yadav (Membership No. FCS 11990 and CP No. 16806) Partner of M/s. AVS & Associates, Practicing Company Secretaries and is also available on the website of the Company at www.transindia.co.in.

Kindly take the same on your records.

Thanking you.

Yours faithfully,

For Transindia Real Estate Limited
(Formerly Transindia Realty & Logistics Parks Limited)

Khushboo Dinesh Mishra
Company Secretary & Compliance Officer

Encl: a/a

AVS & ASSOCIATES

Company Secretaries

(Peer Reviewed Firm)

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Annual Secretarial Compliance Report of Transindia Real Estate Limited (*Formerly known as TransIndia Realty & Logistics Parks Limited*) for the year ended March 31, 2025

We, AVS & Associates, Practicing Company Secretaries, have examined:

- (a) All the documents and records made available to us and the explanation provided by Transindia Real Estate Limited ("the Company or Listed Entity");
- (b) The filings/submissions made by the listed entity to the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE");
- (c) Website of the Listed Entity;
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this Report;

for the financial year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, and guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015');
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the review period);
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the review period);
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the review period);
- (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the review period);



(g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the review period);

(h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder applicable to the listed entity.

and based on the above examination, we hereby report that during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	01
Compliance Requirement (Regulations/circulars/ guidelines, including specific clauses)	Regulation 23(2) of the SEBI (LODR) Regulations, 2015 requires that all related party transactions including subsequent material modifications shall require prior approval of the audit committee of the Listed Entity and Regulation 23(4) of the SEBI (LODR) Regulations, 2015 requires that all material related party transactions including subsequent material modifications shall require prior approval of the shareholders of the Listed Entity.
Regulation / Circular No.	Regulations 23(2) and 23(4) of SEBI (LODR) Regulations, 2015
Deviations	There are three material related party transactions for which the Company has obtained post-facto approvals from the Audit Committee as well as the Shareholders of the Company, as required under Regulations 23(2) and 23(4) of SEBI (LODR) Regulations, 2015.
Action Taken by	-
Type of Action	-
Details of Violation	-
Fine Amount	-
Observations/Remarks of the Practicing Company Secretary	The Company obtained post-facto approvals from the Audit Committee and the Shareholders for three material related party transactions on January 30, 2025 and March 9, 2025, respectively, instead of prior approvals as required under Regulations 23(2) and 23(4) of the SEBI (LODR) Regulations, 2015.
Management Response	Upon identifying the above, the Company promptly obtained post-facto approvals from the Audit Committee and Shareholders on January 30, 2025, and March 9, 2025, respectively, thereby regularising the transactions and ensuring compliance with regulatory requirements.
Remarks	-



(b) The listed entity has taken the following actions to comply with the observations made in the previous reports of 31.3.2024:

Sr. No.	1
Observations/ Remarks of the Practicing Company Secretary in the previous report	The entry in the SDD software for the Financial Results for the quarter ended September 2023 was not captured, however entry is made on later date. Subsequently, intimation about the delay was given by the Company to the stock exchanges by way of SDD Certificate dated 29 th January 2024.
Observations made in the secretarial compliance report for the year ended 31.03.2024	
Compliance Requirement (Regulations/circulars/guidelines including specific clause)	The Company is required to record the flow of sharing of UPSI in the SDD Software on real real-time basis.
Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	The entry related to the financial results for the quarter ended September 2023 was not initially recorded in the SDD software; however, it was subsequently entered at a later date.
Remedial actions, if any, taken by the listed entity	The Company recorded the entry with a delay and informed the stock exchanges of the same through the SDD Compliance Certificate dated 29 th January, 2024.
Comments of the PCS on the actions taken by the listed entity	The actions taken by the Company be and is hereby noted.

(c) We hereby report that, during the review period, the compliance status of the listed entity with the following requirements:

NO.	PARTICULARS	COMPLIANCE STATUS (YES/NO/NA)	OBSERVATIONS/ REMARKS BY PCS
01.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	-
02.	Adoption and timely updation of the Policies: (a) All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities (b) All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	YES	-



03.	Maintenance and disclosures on the Website: a) The Listed entity is maintaining a functional website. b) Timely dissemination of the documents/ information under a separate section on the website. c) Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website.	YES	-
04.	Disqualification of Director: None of the Directors (s) of the Company is/ are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	YES	-
05.	Details related to Subsidiaries of listed entities have been examined w.r.t: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	YES	-
06.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
07.	Performance Evaluation: The listed entity has conducted a performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-



08.	Related Party Transactions: (a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; or (b) In case no prior approval is obtained, the listed entity shall provide detailed reasons along with confirmation of whether the transactions were subsequently approved/ratified / rejected by the Audit committee.	(a) NO (b) YES	(a) Please refer to Sr. No.1 of Table (a) -
09.	Disclosure of events or information: The listed entity has generally provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	The Company needs to enhance its procedures and systems to effectively record the flow of UPSI within the SDD system.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder or the actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	YES	No actions were taken by SEBI or by the Stock Exchanges during the review period.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No such event of the resignation of a statutory auditor occurred during the review period.



13.	Additional Non-Compliances, if any: No additional non-compliance observed for any the SEBI regulation/circular/guidance note etc. except as reported above.	NA	No additional non-compliance observed.
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We further report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the SEBI (LODR) Regulations, 2015 - **Not applicable to the company during the review period.**

Assumptions and Limitations of the Scope and Review:

- i. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed entity;
- ii. Our responsibility is to report based on our examination of relevant documents and information. This is neither an audit nor an expression of opinion;
- iii. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity;
- iv. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity; and
- v. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or whose hands it may come without our prior consent in writing.

For AVS & Associates
Company Secretaries

Vijay Yadav
Partner

Membership No. F11990

C.P. No: 16806

Peer Review No: 1451/2021

UDIN: F011990G000477224



Date: May 28, 2025

Place: Navi Mumbai