

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 4<sup>th</sup> (Fourth) Annual General Meeting (“AGM”) of the Members of **Transindia Real Estate Limited (“the Company”)** will be held on **Wednesday, September 24, 2025 at 11:00 a.m.** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses.

## ORDINARY BUSINESS:

### 1. Adoption of Financial Statements for the financial year ended March 31, 2025

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

**“RESOLVED THAT** the Audited (Standalone and Consolidated) Financial Statements of the Company comprising of Balance Sheet for the year ended March 31, 2025, 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 along with the Report of the Board of Directors and Auditor’s thereon as placed before the Members, be and is hereby approved and adopted.”

### 2. Re-appointment of Ms. Shloka Shetty (DIN:10052463) as a Director, liable to retire by rotation, who has offered herself for re-appointment

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 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Ms. Shloka Shetty (DIN:10052463), who retires by rotation and being eligible offer herself for re-appointment, be and is hereby re-appointed as Non-Executive Director of the Company, liable to retire by rotation.”

### 3. To approve the remuneration of Statutory Auditors of the Company

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 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in accordance with the recommendations of the Audit Committee and the Board of Directors of the Company, the members of the Company hereby approve the payment of remuneration to M/s. C. C. Dangi & Associates, Chartered Accountants (FRN:102105W), Statutory Auditors, for conducting the Statutory Audit of the Company for the financial years 2025-26 and 2026-27, up to a maximum of ₹30,00,000/- (Rupees Thirty Lakhs Lakhs Only) for each financial year, excluding applicable taxes and reimbursement of out-of-pocket expenses incurred during the course of audit, with authority to the Board of Directors (including any

Committee thereof) to fix the actual remuneration within the aforesaid limit and to take all necessary steps to give effect to this resolution.

**RESOLVED FURTHER THAT** the approval of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the **“Board”**, which expression shall include any Committee thereof or person(s) authorised by the Board) to obtain from the Statutory Auditors such other services, certificates, reports or opinions as they are eligible and permitted to provide under the Companies Act, 2013 and other applicable laws, at such remuneration as may be determined by the Audit Committee and/or Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to sign and execute all applications, documents, writings 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.”

## SPECIAL BUSINESS:

### 4. To appoint M/s. AVS & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company and to fix their remuneration

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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in accordance with the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. AVS & Associates, Practicing Company Secretaries, a Peer Review Firm (Peer Review No. 1451/2021) be and is hereby appointed as the Secretarial Auditors of the Company for 1<sup>st</sup> term of 5 (five) consecutive years, commencing from the conclusion of the 4<sup>th</sup> Annual General Meeting until the conclusion of the 9<sup>th</sup> Annual General Meeting to be held in the financial year 2030-31, covering the audit period of five financial years from 2025-26 to 2029-30 to conduct the Secretarial Audit on such remuneration as may be mutually agreed between the Board of Directors in consultation with the Secretarial Auditors of the Company in addition to applicable taxes, reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit as more particularly set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the **“Board”** which expression shall include any Committee thereof or person(s) authorised by the Board) to avail or obtain from the Secretarial Auditors, such other services

or certificates, reports or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit Committee and/or Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to sign and execute all applications, documents, writings 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."

**5. To appoint Mr. Ram Walase (DIN:00927502) as Director of the Company**

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, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Ram Walase (DIN:00927502) who was appointed as an Additional Director of the Company based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, notice in writing received from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be required in this regard and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

**6. To appoint Mr. Ram Walase (DIN:00927502) as Whole Time Director of the Company**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) read with the Companies (Appointment and 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 applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), other applicable provisions, if any, and the Articles of Association of the Company, notice in writing received from a member proposing his candidature for the office of the Director, and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the approval of the

members of the Company be and is hereby accorded for the appointment of Mr. Ram Walase (DIN:00927502), as Whole Time Director designated as Executive Director and shall continue to be Chief Executive Officer of the Company, for a period of 3 (three) consecutive years effective from August 07, 2025 to August 06, 2028, liable to retire by rotation, for a remuneration, the details of which are set out below in resolution and as per terms and conditions as mentioned in Whole Time Director Agreement entered between the Company and Mr. Ram Walase with liberty to the Board of Directors to exercise its powers to alter and vary the terms and conditions including remuneration, from time to time:

- a) **Basic Salary:** The Basic Salary and other components (including Gratuity and Employer's Contribution to Provident Fund) of ₹1,80,00,000/- (Rupees One Crore Eighty Lakhs Only) per annum with a power to the Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee to alter, vary, revise, modify the aforementioned remuneration from time to time upto the maximum limit of ₹3,00,00,000/- (Rupees Three Crores Only) per annum at any time during his tenure as Whole Time Director and Chief Executive Officer of the Company.
- b) **Variable Pay:** Variable Pay, including retention bonus/incentives as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee upto the maximum limit of ₹60,00,000/- (Rupees Sixty Lakhs Only) per annum.
- c) **Perquisites:** In addition to the remuneration, Mr. Ram Walase would also be eligible to perquisites in accordance with the Policy of the Company, as may be applicable and amended from time to time.
- d) **Commission on profits:** Mr. Ram Walase shall be entitled, in each year to Commission up to a maximum of 5% of the Net Profits of the Company computed in accordance with the provisions of Section 198 of the Act which will be decided by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee or any other Committee constituted by it from time to time.

**RESOLVED FURTHER THAT** pursuant to Section 197 read with Schedule V of the Act (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and other relevant provisions of the Act, the Company may pay the remuneration in excess of the limits as specified under Section 197 read with Schedule V of the Act and where in any financial year, during the tenure of Mr. Ram Walase as Whole Time Director and Chief Executive Officer, the Company incurs a loss or its profits are inadequate, the Company shall pay to him, the above remuneration as a minimum remuneration, without being required to seek any further approval of the Members and that they shall be deemed to have been given approval thereto expressly by the authority of this resolution, subject to such other approvals as may be necessary under the Act and SEBI Listing Regulations.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised 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 to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**7. To approve the payment of managerial remuneration to Mr. Jatin Chokshi (DIN:00495015), Managing Director of the Company, for the financial years 2026-27 and 2027-28**

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

**"RESOLVED THAT** pursuant to the applicable provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the **"Rules"**) and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), if any, and in terms of the approval granted by the Board of Directors and subject to such approvals, permissions and sanctions as may be required, the consent of the members of the Company be and is hereby accorded for the continuation of payment of remuneration to Mr. Jatin Chokshi (DIN:00495015), Managing Director of the Company, for the financial years 2026-27 and 2027-28, as per the terms and conditions approved by the members at their Extra-Ordinary General Meeting held on April 14, 2023, even in the event of inadequacy of profits or in case of losses.

**RESOLVED FURTHER THAT** all other terms and conditions of the appointment, as approved by the members at the said Extra-Ordinary General Meeting and not specifically modified by this resolution, shall remain unchanged and continue to be in full force and effect.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised 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 of Directors in the best interest of the Company."

**8. To approve payment of Commission to Mr. Jatin Chokshi (DIN:00495015), Managing Director of the Company for the financial years 2024-25 to 2027-28**

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

**"RESOLVED THAT** pursuant to the applicable provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the **"Rules"**) and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), if any, and based on the recommendation and approval by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors and subject to such approvals, permissions and sanctions as may be required, the consent of the members of the Company be and is hereby accorded for payment of profit-based commission to Mr. Jatin Chokshi (DIN:00495015), Managing Director of the Company, for period of four years (i.e. for the financial years 2024-25 to 2027-28), being part of his existing term ending on March 31, 2028, for an amount not exceeding ₹1,00,00,000/- (Rupees One Crore only) for each financial year.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised 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 of Directors in the best interest of the Company.

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

**Sd/-**

**Khushboo Mishra**

**Company Secretary and Compliance Officer  
Membership No.: A68324**

**Place: Mumbai  
Date: 07/08/2025**

**Registered Office:**

6<sup>th</sup> Floor, B-Wing, Allcargo House, CST Road,  
Kalina, Santacruz (East), Mumbai-400098

**CIN:** L61200MH2021PLC372756

**Email:** [investorrelations@transindia.co.in](mailto:investorrelations@transindia.co.in)

**Website:** [www.transindia.co.in](http://www.transindia.co.in)

**Tel. No.:** 022-6679 8100

# NOTES:

1. Pursuant to General Circular No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 02/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and No. 9/2024 dated September 19, 2024 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, Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 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 4<sup>th</sup> Annual General Meeting ("**AGM or 4<sup>th</sup> AGM**") of the Company is being conducted through VC/OAVM facility and the deemed venue for the AGM shall be the Registered Office of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, the requirement of physical attendance of the Members has been dispensed with.
  2. Details required under Regulation 36(3) of SEBI Listing Regulations and as per Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India in respect of the Director seeking appointment/re-appointment at the AGM are provided as "**Annexure-1**" to the Notice.
  3. 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 businesses to be transacted at the AGM. For this purpose, the Company has appointed National Securities Depository Limited ("**NSDL**") for facilitating voting through electronic means, as the authorised e-voting agency. The facility of casting votes by a Member using remote e-voting, participation at the AGM through VC/OAVM and the e-voting system on the date of the AGM will be provided by NSDL.
  4. For the convenience of the Members and conduct of the AGM, Members can login and join the AGM through VC/OAVM mode at least 15 minutes before the time scheduled for the commencement of the meeting by following the procedure as mentioned in this Notice. 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 Personnels, Auditors, Chairperson/Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, etc. who are allowed to attend the AGM without restrictions on account of first come first served basis.
  5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  6. Pursuant to the MCA Circulars, 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 of the AGM are not annexed to this 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 authorising its representatives to attend and vote at the AGM at [investorrelations@transindia.co.in](mailto:investorrelations@transindia.co.in).
  7. Regulation 36(1)(b) and (c) of 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 under Section 136 of the Act to the Members who have not registered their email address and hard copy of full Annual Report to those Members, who request for the same, respectively.
- Pursuant to MCA and SEBI Circulars, Notice of AGM along with Annual Report for the F.Y. 2024-25 is being sent only through electronic mode to those Members whose email address is registered with the Company/Depositories/RTA.
- Members may note that the Notice and Annual Report for the F.Y.2024-25 can also be accessed from the Company's website at [www.transindia.co.in](http://www.transindia.co.in) and on the website of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Furthermore, in accordance with Regulation 36 of SEBI Listing Regulations, a letter also be sent to those members who have not registered their email addresses, providing the web link (including the exact path) where the complete Annual Report is available.

8. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, the securities of listed companies can be transferred only if the securities are held in the dematerialised form with a depository. Further, the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. Accordingly, the shares of the Company, held in physical form will not be transferred unless they are converted into dematerialised form. Transfers of equity shares in electronic form are effected through the depository system.
9. Members holding shares in physical form are requested to notify any update/change of address and/or details of PAN and Bank Account to M/s. MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*) the Registrar and Share Transfer Agent of the Company ("RTA"). In case shares are held in dematerialised form, the information regarding change/update of address, details of bank account and PAN should be given to their respective Depository Participant ("DP"). Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
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 as on **Wednesday, September 17, 2025 ("Cut-off date")** will be entitled to vote at the AGM.
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 made thereunder. Members who wish to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA and if a Member desires to cancel the earlier nomination and record a fresh nomination, Members may submit the same in Form No. SH-14. Members who are either not desiring to register for nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. Members holding shares in electronic form may contact their respective DPs for availing this facility.
12. In compliance with the MCA Circulars, the Company has published a public notice by way of advertisement in The Free Press Journal (English) and Navshakti (Marathi), *inter-alia*, informing the Members whose e-mail address are not registered/updated with the Company or the DP, as the case may be, to register/update their e-mail address.
13. Members may 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 dematerialised 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 to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.
14. The Board of Directors has appointed Mr. Vijay Yadav (CP No:16806), Partner of M/s. AVS & Associates, Practicing Company Secretaries as the Scrutiniser to scrutinise the votes cast through the e-voting system at the meeting and remote e-voting process in a fair and transparent manner for this 4<sup>th</sup> AGM.
15. The Scrutiniser shall submit report to the Chairman of the Meeting or any person authorised by him after the completion of the scrutiny of e-voting. The results shall be declared on or before **Friday, September 26, 2025**. The results declared along with the report of Scrutiniser shall be placed on the Company's website at [www.transindia.co.in](http://www.transindia.co.in) and on website of NSDL after declaration of results by the Chairman or person authorised by him in this behalf and will also be communicated to BSE and NSE.
16. The Register of Directors and Key Managerial Personnels 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 relevant documents referred to in the Annual Report, will be available in electronic mode and Members can inspect the same by sending an email to [investorrelations@transindia.co.in](mailto:investorrelations@transindia.co.in).
17. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, the Company wishes to inform members that a Special Window has been opened for re-lodgement of physical transfer requests that were originally lodged on or before March 31, 2019 and were subsequently rejected or returned due to deficiencies. This window will remain open from July 07, 2025 to January 06, 2026. Eligible shareholders are encouraged to avail this one-time facility within the stipulated period. For any queries or assistance, members may contact the Company at [investorrelations@transindia.co.in](mailto:investorrelations@transindia.co.in) or the RTA at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com).
18. **Voting through electronic means**
  - I. 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 from time to time and MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has appointed NSDL for facilitating

voting through electronic means as the authorised e-voting agency. The facility of casting votes by a Member using remote e-voting, participation at the AGM through VC/OAVM and the e-voting system on the date of the AGM will be provided by NSDL.

- II. 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. A person whose name is recorded in the Register of Members/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 the AGM. A person who is not a Member as on the Cut-off date should treat the Notice for information purpose only.
- The Members who have exercised their votes through remote e-voting prior to the AGM may also participate at the AGM but they shall not be entitled to vote again.
  - A person who has acquired the shares and has become a Member of the Company after the

dispatch of the Notice of the AGM and prior to the Cut-off date shall be entitled to exercise the vote either electronically i.e. through remote e-voting or e-voting system on the date of the AGM. The Members may obtain User ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

- The remote e-voting period commences on **Friday, September 19, 2025 at 9:00 a.m. (IST) and will end on Tuesday, September 23, 2025 at 5:00 p.m. (IST)**. The remote e-voting module will be disabled by NSDL for voting thereafter. In addition, the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the 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.





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

#### Step 1: Access to NSDL e-voting system

##### A. Login method for e-voting for Individual shareholders 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/DP 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 shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>A. NSDL IDeAS facility:</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section.</li> <li>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.</li> <li>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.</li> <li>Click on options available against Company name or <b>ESP - NSDL</b> 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 and voting during the meeting.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a></li> <li>Select 'Register Online for IDeAS' Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Please follow steps given in points 1-5</li> </ol>

Type of shareholders	Login Method
	<p><b>B. e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-voting system is launched, click on the icon '<b>Login</b>' which is available under '<b>Shareholders/Members</b>' section.</li> <li>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.</li> <li>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 <b>ESP - NSDL</b> 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 and voting during the meeting.</li> </ol> <p><b>C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience</b></p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">   </div>
Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ("CDSL")	<p><b>A. CDSL Easi/Easiest facility:</b>  <b>If you have already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi Tab and then use your existing my easi username and password.</li> <li>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 are also links provided to access the system of all ESP, so that the user can visit the ESP's website directly.</li> </ol> <p><b>B. If you have not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</li> <li>2. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account.</li> </ol> <p><b>C. E-voting website of CDSL:</b>                      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>
Individual Shareholders (Holding securities in demat mode) logging through their DP's	<p><b>Login Method:</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>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 Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>3. Click on Company name or <b>ESP-NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> </ol>

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.
4. 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.
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 shareholders 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 shareholders 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 shareholders 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***

6. 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.**

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 on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you hold shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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

For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on 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 or joining virtual meeting and voting during the meeting.

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 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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [executive@avsassociates.co.in](mailto:executive@avsassociates.co.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Veena Suvarna at [evoting@nsdl.com](mailto: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 resolutions set out in this notice:

1. In case shares are held in physical mode please provide folio no., name of the 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 e-mail to [investorrelations@transindia.co.in](mailto:investorrelations@transindia.co.in)

Shareholders 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 shareholder holding securities in demat mode, you are requested to refer to the 'Login method for e-voting for individual shareholders holding securities in demat mode'.

2. Alternatively, shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

**Instructions for e-voting on the day of the AGM for shareholders 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 at 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 at the AGM.
- c. Shareholders 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 shareholders for attending the AGM through VC/OVAM are as under:**

- a. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Shareholders 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 of Company will be displayed.

- c. By clicking on this link, the shareholders will be able to attend and participate in the proceedings of the AGM.
- d. Please note that the shareholders 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. Shareholders are encouraged to join the Meeting through Laptop for better experience.
- f. Further, shareholders 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 through Mobile Devices or Tablets or 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. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investorrelations@transindia.co.in](mailto:investorrelations@transindia.co.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investorrelations@transindia.co.in](mailto:investorrelations@transindia.co.in). These queries will be replied to by the company suitably by email.
- i. 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. Moderator will allow the shareholders to speak.
- j. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on date of the 4<sup>th</sup> AGM i.e. Wednesday, September 24, 2025.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

### Item No. 4:

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 ("**SEBI Listing Regulations**"), the appointment of a Secretarial Auditor is required to be made based on the recommendation of the Board of Directors and with the approval of the shareholders in its Annual General Meeting.

In compliance with the above regulatory framework, the Board of Directors of the Company, at its meeting held on August 07, 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s. AVS & Associates, Practicing Company Secretaries (Peer Review No.: 1451/2021), as the Secretarial Auditors of the Company for 1<sup>st</sup> term of five (5) consecutive financial years, commencing from the conclusion of the 4<sup>th</sup> Annual General Meeting until the conclusion of the 9<sup>th</sup> Annual General Meeting, to be held in the financial year 2030-31. This term shall cover the audit period from F.Y. 2025-26 to F.Y. 2029-30.

### Brief Profile of M/s. AVS & Associates:

M/s. AVS & Associates ("**AVS**") is a Peer Review firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India ('ICSI') under Peer Review No.: 1451/2021. The firm is well-regarded for its experience and expertise in Secretarial Audits, Corporate Law Compliance and Advisory Services under the Companies Act, 2013, SEBI Listing Regulations and other applicable corporate governance frameworks.

AVS offers a wide range of professional services, including governance and compliance advisory, secretarial audit and related certifications, catering to both listed and unlisted entities. The firm is committed to upholding the highest standards of integrity, transparency and regulatory compliance.

In accordance with the provisions of Section 204 of the Companies Act, 2013 and the rules made thereunder, the Company has received written consent and a certificate from AVS confirming that they meet the eligibility criteria prescribed under Regulation 24A of SEBI Listing Regulations. The firm has further confirmed that, if appointed, the engagement shall be in full compliance with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder.

The proposed remuneration payable to AVS for the financial year 2025-26 shall not exceed ₹1,60,000/- (Rupees One Lakh Sixty Thousand Only), excluding applicable taxes and out-of-pocket expenses. An annual increment of up to 15% in remuneration may be granted for each subsequent financial year during the tenure, subject to the approval of the Managing Director and/or the Board of Directors of the Company.

In addition to the Secretarial Audit, AVS may also be engaged to provide other certifications or assignments as may be approved by the Board of Directors, excluding any services prohibited under the applicable laws or regulations.

None of the Directors, Key Managerial Personnels of the Company or their respective relatives, are in any way, financially or otherwise, concerned or interested in the resolution set out at Item No. 4 of the accompanying Notice.

The Board of Directors recommends the **Ordinary Resolution**, as set out in **Item No. 4** of the Notice for the approval of the members.

### Item No. 5 and 6:

Based on the recommendation of Nomination and Remuneration Committee and Audit Committee, the Board of Directors of the Company at its Meeting held on August 07, 2025 had appointed Mr. Ram Walase (DIN:00927502) as an Additional Director of the Company to hold the office up to the date of 4<sup>th</sup> Annual General Meeting of the Company and as an Whole Time Director designated as Executive Director of the Company.

Mr. Ram Walase is currently serving as Chief Executive Officer ("**CEO**") of the Company. As a CEO, Mr. Ram Walase has demonstrated exceptional leadership, strategic foresight and operational excellence. In recognition of his outstanding performance and impact on the Company's ongoing growth and fulfilment of strategic goals and effective leadership in enhancing operational effectiveness, building strong stakeholder trust and guiding major initiatives that support the Company's long-term vision, it is hereby recommended to appoint Mr. Ram Walase as Whole Time Director designated as Executive Director of the Company for a period of 3 (three) years commencing from August 07, 2025 to August 06, 2028 on such terms and conditions as contained in the resolution and Whole Time Director Agreement for performance of duty as prescribed under the Agreement and any other duties as assigned by the Board of Directors (including Committees of the Board constituted to exercise its powers) from time to time with liberty to the Board to alter and vary the terms and conditions including remuneration.

Mr. Ram Walase has confirmed that he is not disqualified from being appointed as a Director under the provisions of Section 164(1) and 164(2) of the Companies Act, 2013 (the "**Act**") and that he has not been debarred from holding the office of Director by any order of the SEBI or any other regulatory authority. He has also provided his consent to act as a Director of the Company. Further, the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company.

Further, Mr. Ram meets the eligibility criteria specified under the provisions of the Act and rules made thereunder for his proposed appointment.

Details pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings in respect of a Director seeking appointment is annexed as **"Annexure-1"**.

Except Mr. Ram Walase and his relatives to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnels of the Company or their respective relatives, are in any way, financially or otherwise, concerned or interested in the resolution set out at Item Nos. 5 and 6 of the accompanying Notice.

The Board of Directors recommends the **Requisite Resolutions**, as set out in **Item Nos. 5 and 6** of the Notice for the approval of the members.

#### Item No. 7:

Mr. Jatin Chokshi (DIN: 00495015) was appointed as the Managing Director of Transindia Real Estate Limited for a term of five years pursuant to a Special Resolution passed by the members at the Extra-Ordinary General Meeting ("**EGM**") held on April 14, 2023. In recognition of Mr. Chokshi's exemplary performance and his significant contributions toward the Company's sustained growth and achievement of key strategic objectives, the Board of Directors acknowledges his leadership in driving operational efficiency, strengthening stakeholder confidence and successfully steering key initiatives aligned with the long-term vision of the Company. His strategic insight and ability to lead cross-functional teams have played a pivotal role in enhancing the Company's market position and overall corporate governance framework.

The Special Resolution passed at the EGM held on April 14, 2023, pursuant to Sections 197 and 198 read with Schedule V of the Companies Act, 2013, also authorised the Company to pay the approved remuneration to Mr. Jatin Chokshi, Managing Director, even in the event of inadequacy of profits or in case of losses. The details of remuneration approved in that EGM, by way of Special Resolution, are summarised below:

- a) **Basic Salary:** The Basic Salary Scale and Other Components (Including Gratuity and Employer's Contribution to Provident Fund) of ₹16,66,667/- (Rupees Sixteen Lakhs Sixty Six Thousand and Six Hundred Sixty Seven Only) per month with a power to the Board to increase the salary payable to Mr. Jatin Chokshi, Managing Director upto a maximum limit of ₹30,00,000/- (Rupees Thirty Lakhs Only) per month from time to time.
- b) **Variable Pay:** Variable Pay including retention bonus/incentives as may be decided by the Board or the Nomination and Remuneration Committee (the "**NRC**") upto ₹27,75,685/- (Rupees Twenty Seven Lakhs Seventy Five Thousand Six Hundred Eighty Five Only) per annum.
- c) **Other Entitlements:** Provident Fund, Annuity Fund, Gratuity/Contribution to Gratuity Fund, Superannuation/Pension Fund as per the Company's policies.

However, as per the provisions of Schedule V of the Companies Act, 2013 and rules made thereunder such approval to pay minimum remuneration in case of inadequacy of profits or

losses is valid only for a period of three years. Accordingly, the Company is currently authorised to make such payments only for the financial years 2023-24, 2024-25 and 2025-26. Beyond this period, i.e. for the financial years 2026-27 and 2027-28 i. e. up to the end of his current tenure on March 31, 2028, the Company does not have the requisite approval under Schedule V to continue such remuneration payments to Mr. Jatin Chokshi in case of inadequacy of profits or losses.

In view of the above, it is proposed to seek fresh approval from the members of the Company under Schedule V of the Companies Act, 2013, to enable the Company to continue payment of the remuneration already approved by them at the EGM held on April 14, 2023 to Mr. Jatin Chokshi for the financial years 2026-27 and 2027-28, even in the event of inadequacy of profits or losses. For the purpose of complying with the regulatory requirements, the approval of the Members is sought.

Except Mr. Jatin Chokshi and his relatives to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnels of the Company or their respective relatives, are in any way, financially or otherwise, concerned or interested in the resolution set out at Item No. 7 of the accompanying Notice.

The Board of Directors recommends the **Special Resolution**, as set out in **Item No. 7** of the Notice for the approval of the members.

#### Item No. 8:

The Members of the Company are hereby informed that the remuneration approved by the members at their Extra-Ordinary General Meeting ("**EGM**") held on April 14, 2023, does not include the provision for profit-based commission payable on an annual basis to Mr. Jatin Chokshi (DIN:00495015). Accordingly, the Company has been seeking specific approval from the shareholders each year for the payment of such commission. The requisite approval for the payment of profit-based commission has been obtained up to the financial year ended March 31, 2024.

It is now proposed to seek members approval for setting an annual limit for the payment of profit-based commission for the period of remaining four years (i.e. for the financial years 2024-25 to 2027-28), being part of his existing term ending on March 31, 2028, for an amount not exceeding ₹1,00,00,000/- (Rupees One Crore Only) per annum. The actual amount of commission payable each year will be placed before the Nomination and Remuneration Committee and the Board of Directors of the Company for their review, consideration and approval.

Pursuant to Sections 197 and 198 read with Schedule V, to the extent applicable and other applicable provisions of the Companies Act, 2013, along with the relevant rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the proposed payment of commission requires approval of the members by way of Special Resolution.

Except Mr. Jatin Chokshi and his relatives to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnels of the Company or their respective relatives, are in any way, financially or otherwise, concerned or interested in the resolution set out at Item No. 8 of the accompanying Notice.

The Board of Directors recommends the **Special Resolution**, as set out in **Item No. 8** of the Notice for the approval of the members.

**Disclosures as required under Schedule V of the Companies Act, 2013 are given as under:**

**A. General Information**

- i) **Nature of Industry:** The Company is in the business of Real Estate, Warehousing and Commercial Logistics Space.
- ii) **Date or expected date of commencement of commercial production:** The Company was incorporated in the year 2021 and engaged in commencement of commercial production in the year 2022.
- iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- iv) **Standalone financial Performance:**

	(₹ in Lakhs)		
Particulars	F.Y. 2024-25	F.Y. 2023-24	F.Y. 2022-23
Total income from operations (Net)	10,846.00	14,911.00	10,260.00
Total expenses	5,427.00	5,334.00	6,988.00
Profit/Loss before tax	5,184.00	39,798.00	3,646.00
Profit/Loss after tax	3,596.00	30,528.00	3,623.00

- v) **Consolidated financial performance**

	(₹ in Lakhs)		
Particulars	F.Y. 2024-25	F.Y. 2023-24	F.Y. 2022-23
Total income from operations (Net)	10,891.00	12,033.00	14,404.00
Total expenses	6,661.00	6,713.00	12,155.00
Profit/Loss before tax	7,442.00	33,476.00	903.00
Profit/Loss after tax	5,263.00	24,394.00	729.00

- vi) **Foreign investments or collaborations, if any:** There is no direct foreign investment in the Company except to the extent of shares held by Non-Residents acquired through secondary market. There is no foreign collaboration in the Company.

**B. Information:**

Particulars	Mr. Jatin Chokshi	Mr. Ram Walase
Background details	<p>Mr. Jatin Chokshi is a Chartered Accountant and Company Secretary with over 40 years of diverse professional experience across industries such as shipping, consumer durables and industrial chemicals. He joined the Allcargo Group in 2001 and has since held several key leadership positions, including Financial Controller, Chief Financial Officer, Chief Executive Officer and Chief Investment Officer of the group's business verticals.</p> <p>He was appointed as the Managing Director of Transindia Real Estate Limited w.e.f. April 13, 2023.</p> <p>Throughout his tenure as Managing Director, Mr. Chokshi has played a pivotal role in steering the company towards sustained growth and operational excellence. He has demonstrated strong leadership by formulating and executing strategic initiatives that have enhanced the company's market position and profitability. Additionally, Mr. Chokshi has fostered a culture of innovation and accountability, driving the organization's success in a competitive industry landscape. His deep financial expertise and strategic acumen have significantly contributed to the group's growth and operational efficiency.</p>	<p>Mr. Ram Walase is a Bachelor of Engineering in Mechanical Engineering from Government College of Engineering, Aurangabad, and Postgraduate studies at Indian Institute of Management (IIM), Mumbai (erstwhile NITIE), specializing in Industrial Engineering, with a focus on Logistics and Operations.</p>

Particulars	Mr. Jatin Chokshi	Mr. Ram Walase
Remuneration Paid in F.Y. 2024-25 (In Lakhs) as Director	₹336.87	Not Applicable
Recognition or awards	<ul style="list-style-type: none"> <li>Recognized for exemplary leadership in driving business growth and operational excellence.</li> <li>Awarded for outstanding financial management and strategic decision-making.</li> <li>Honoured for successfully leading the company through significant industry challenges and transformations.</li> <li>Commended for fostering innovation, sustainability and corporate governance within the organization.</li> <li>Acknowledged for commitment to ethical practices and maintaining high standards of compliance.</li> </ul>	<ul style="list-style-type: none"> <li>Under the dynamic leadership of Mr. Ram Walase as CEO, the Company's agility and strategic foresight were recognized by the Indian Supply Chain Management (ISCM) platform, which ranked the Company among the top industrial and warehousing real estate company in the country. This prestigious recognition further strengthens the Company's reputation as a trusted partner delivering high-performance infrastructure within India's evolving logistics and real estate sectors.</li> <li>One of the leading industry magazines interviewed Mr. Ram Walase, to discuss the company's forward-looking approach to Artificial Intelligence, Automation and Sustainability as part of the broader "Vision 2047 – Viksit Bharat Initiative". Mr. Ram shared how the Company is committed to advancing carbon-neutral logistics, expanding digital infrastructure and integrating automation across the supply chain. This strategic focus is designed to address the dynamic and evolving demands of India's rapidly growing economy. Through these efforts, TREL aims to not only enhance operational efficiency and resilience but also contribute significantly to India's sustainable development goals, positioning itself as a pioneer in building the future of smart, green logistics.</li> </ul>
Job profile and his suitability	Mr. Jatin Chokshi is responsible for the day-to-day operation and managing the affairs of the Company under the superintendence and guidance of the Board of Directors.	Mr. Ram Walase shall be responsible for the day-to-day operation and managing the affairs of the Company under the Superintendence, guidance and control of the Managing Director and/or Board of Directors.
Remuneration proposed	As mentioned in the Notice and Explanatory Statement thereof	As mentioned in the Notice and Explanatory Statement thereof
Pecuniary relationship directly or indirectly with the company or with the managerial personnel, if any	No Relation	No Relation

**C. Other information:**

**Reasons of loss or inadequate profits: Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** The Company has taken all measures to reduce costs as well as improve operational efficiency and the Company undertakes constant measures to improve it.

**D. Disclosures:** Remuneration package of the appointee is fully described in the Explanatory Statement as stated above

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

**Sd/-**

**Khushboo Mishra**

**Company Secretary and Compliance Officer  
Membership No.: A68324**

**Place: Mumbai**

**Date: 07/08/2025**

**Registered Office:**

6<sup>th</sup> Floor, B-Wing, Allcargo House, CST Road,  
Kalina, Santacruz (East), Mumbai-400098

**CIN:** L61200MH2021PLC372756

**Email:** [investorrelations@transindia.co.in](mailto:investorrelations@transindia.co.in)

**Website:** [www.transindia.co.in](http://www.transindia.co.in)

**Tel. No.:** 022-6679 8100

**Annexure-1****Details of Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI)**

<b>Name of the Director</b>	<b>Ms. Shloka Shetty</b>	<b>Mr. Ram Walase</b>
DIN	10052463	00927502
Date of Birth	28/10/1998	20/03/1975
Age (in years)	26	50
Qualification	Bachelor of Arts in Economics from Northwestern University, Chicago.	Bachelor's degree in mechanical engineering from Government College of Engineering, Aurangabad and Postgraduation specialisation in Industrial Engineering from Indian Institute of Management (IIM), Mumbai (erstwhile NITIE), specialising in Industrial Engineering, with a focus on Logistics and Operations.
Experience and nature of expertise in specific functional area	<p>Accomplished and committed to creating a tangible impact as a woman in the logistics industry, Ms. Shloka Shetty joined as the Non-Executive Director of Transindia, a division of Allcargo Group, spearheaded by her father, Mr. Shashi Kiran Shetty – Founder and Chairman.</p> <p>In the past she has been involved in various projects on strategy, risk evaluation, firm valuations, industry sector research, financial modelling and marketing at organisations like CDI Global, KPMG, Allcargo Logistics and Deloitte Delivers.</p> <p>As a Financial Analyst at Institute for Student Business Education (ISBE), 3 out of the 4 stock pitches are executed by her and have been moved forward at Northwestern Capital Management, a USD 10,000 investment fund. She has also led the financial analysis team at Exec Extensions, a project to develop a 10-year extension plan for a start-up.</p> <p>As Founder and President of the Circle of Women at Northwestern, she initiated and directed recruitment, fundraising, programming and marketing efforts for the Northwestern Chapter of Circle of Women, an international, student-run organisation that supports girls' education in developing countries.</p> <p>She helped manage the finances and lead fundraising initiatives for students consulting for Non-profit Organizations (SCNO). She is also the founder of the Tribal Empowerment Initiative of the Jaag Foundation in Mumbai and leads their education and sustainability initiatives.</p> <p>She is also a Member of the Indian Cancer Society and actively works towards raising awareness and funds for cancer research.</p>	<p>Mr. Ram Walase was appointed as a CEO of Transindia Real Estate Limited in March 2024.</p> <p>He has an extensive experience of 25 years in infrastructure, real estate, project finance and consulting.</p> <p>Mr. Walase brings forth a leadership level experience of 15 years at Transindia Real Estate Ltd, VBHC Value Homes Ltd., IL&amp;FS and in early part of his career he worked with CRISIL Advisory and A F Ferguson.</p> <p>Over the years, he has been involved in conceptualising and delivering large scale projects such as greenfield cities, townships, sports infrastructure, commercial real estate, affordable housing and premium housing projects.</p> <p>In his consulting and project finance roles, Mr. Walase has been involved in conceptualising, privatising and financing projects in sectors such as seaports, airports, container terminals, bulk terminals and SEZs.</p>
Date of first appointment on the Board of Directors	08/05/2023	07/08/2025
Shareholding in the Company	Nil	Nil

Name of the Director	Ms. Shloka Shetty	Mr. Ram Walase
Terms and conditions of appointment	Appointed as Non-Executive, Non-Independent Director liable to retire by rotation.	As mentioned under the resolution and explanatory statement annexed to the Notice.
Details of remuneration proposed to be paid	Not Applicable	
Remuneration last drawn (F.Y. 2024-25) as Director	Sitting Fees: ₹2,00,000/- Commission: ₹8,00,000/-	Not Applicable
Directorships held in other listed companies	Nil	Nil
Number of Meetings of the Board of Directors attended during the year	2	Not Applicable
Membership/ Chairmanship of Committees in other listed companies	Nil	Nil
Name of the listed companies from which the Director has resigned in past three years	Nil	Nil
Inter-se relationship with other Directors and Key Managerial Personnels	Ms. Shloka Shetty is not related to any of the Directors/Key Managerial Personnels of the Company.	Mr. Ram Walase is not related to any of the Directors/Key Managerial Personnels of the Company.

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

**Sd/-**

**Khushboo Mishra**

**Company Secretary and Compliance Officer  
Membership No.: A68324**

**Registered Office:**

6<sup>th</sup> Floor, B-Wing, Allcargo House, CST Road,  
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**Website:** [www.transindia.co.in](http://www.transindia.co.in)

**Tel. No.:** 022-6679 8100

**Place: Mumbai  
Date: 07/08/2025**