

TRANSINDIA REAL ESTATE LIMITED

CIN: L61200MH2021PLC372756

Registered Office: 6th Floor, B-Wing, Allcargo House, CST Road, Kalina, Santacruz (E), Mumbai-400098**Tel:** +91 22 6679 8100**Website:** www.transindia.co.in | **Email ID:** investorrelations@transindia.co.in**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India]

Commencement of e-voting	Saturday, February 28, 2026 at 9:00 a.m. (IST)
End of e-voting	Sunday, March 29, 2026 at 5:00 p.m. (IST)

Dear Member(s),

Notice is hereby given pursuant to and in compliance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act and the Rules, General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and latest one being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (collectively “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and subsequent circulars issued in this regard and latest one being SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, issued by the SEBI (collectively “SEBI Circulars”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), to seek your consent for the resolutions as set out hereunder and proposed to be passed through Postal Ballot (“Postal Ballot”) by way of remote electronic voting (“e-voting”) process.

Pursuant to Rule 22(5) of the Rules, the Board of Directors, through resolution passed on January 30, 2026, has approved the appointment of Mr. Vijay Yadav, Partner of M/s. AVS & Associates, Practicing Company Secretaries (Membership Number: FCS11990) as the Scrutinizer (“Scrutinizer”) for conducting the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this Postal Ballot Notice (“Postal Ballot Notice”) to cast their vote electronically. Members are requested to cast their vote through the e-voting process, which shall commence on Saturday, February 28, 2026, at 9:00 a.m. (IST) and ends on Sunday, March 29, 2026, at 5:00 p.m. (IST), post that it will be strictly considered that no vote has been received from the members. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Friday, February 20, 2026**, may cast their vote electronically. The Scrutinizer will submit his report to the Chairman of the Board or any other person authorized by him after the completion of the scrutiny of the e-voting. The results shall be declared on or before Tuesday, March 31, 2026, and will be communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”), and will also be displayed on the Company's website.

SPECIAL BUSINESS

ITEM NO. 1: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH ALLCARGO LOGISTICS LIMITED, A PROMOTER GROUP ENTITY

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

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23 read with Schedule XII of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), circulars issued by SEBI on Industry Standards on Minimum information to be provided for review of the Audit Committee and Shareholders for approval of a Related Party Transaction and other applicable Regulations of SEBI Listing Regulations, Section 188 and other applicable provisions of the Companies Act, 2013 (the **“Act”**) and rules made thereunder, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Policy on Related Party Transactions of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s), required, if any and based on the recommendation and approval of the Audit Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the continuation of existing property lease agreements entered in the year 2025 with Allcargo Logistics Limited (**“ALL”**), Related Party of the company for the following property:

Property Details	Period of Lease	Security Deposit (Refundable)	Maximum Lease Fee (Rent & Common Area Maintenance Charges) (per annum)
Warehousing area admeasuring 1,31,810 sq. ft. and building/ other structures constructed on land situated at Village Khopta (Kacherpada), Taluka Uran and District Raigad, Maharashtra	3 years	₹2,02,10,790	₹5,00,00,000

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board/ Committees of Board be and are hereby authorized to agree, make, accept and finalize all such term(s), condition(s), modification(s) and alteration(s), as it may deem fit within the aforesaid limits and the Board/ Committees of Board are also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regards to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committees of Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

ITEM NO.2: APPOINTMENT OF MS. NISHIKA HEGDE (DIN: 11359907) AS NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and the Articles of Association of the Company, Ms. Nishika Hegde (DIN: 11359907), who was appointed as an Additional Director based on the recommendation of the Nomination and Remuneration Committee and subsequently approved by the Board of Directors of the Company, upon such terms and conditions as set out in the Explanatory Statement, the consent of the Members of the Company be and is hereby accorded for the appointment of Ms. Nishika Hegde (DIN: 11359907) as a Director in the category of Non-Executive, Non-Independent Director with effect from January 30, 2026, whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized 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.”

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

Sd/-

Khushboo Mishra

Company Secretary and Compliance Officer

Membership No.: A68324

Place: Mumbai

Date: 30/01/2026

Registered Office:

6th Floor, B-Wing, Allcargo House, CST Road,
Kalina, Santacruz (E), Mumbai-400098.

E-mail ID: investorrelations@transindia.co.in

Website: www.transindia.co.in

Tel: +91 22 6679 8110

CIN: L61200MH2021PLC372756

NOTES AND INSTRUCTIONS:

1. An explanatory statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the (Management and Administration) Rules, 2014 (the “Rules”), Secretarial Standard-2 on General Meetings (“SS-2”) and Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), circulars issued by SEBI on Industry Standards on Minimum information to be provided for review of the Audit Committee and Shareholders for approval of a Related Party Transactions, as amended, pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto as “Annexure 1 & Annexure-A”.
2. In accordance with the provisions of the Act, read with Rules made thereunder and MCA Circulars, the Postal Ballot Notice is being sent only by e-mail to those members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, February 20, 2026 (“Cut-off date”).
3. Members may note that this Postal Ballot Notice will also be available on the website of the Company at www.transindia.co.in, website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited (“BSE”) at www.bseindia.com and National Stock Exchange of India Limited (“NSE”) at www.nseindia.com and the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com.
4. The Board of Directors have appointed Mr. Vijay Yadav, Partner of M/s. AVS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
5. In case of any queries, you may contact the Company at investorrelations@transindia.co.in or at its Registered Office, alternatively you may contact the Registrar and Share Transfer Agent, MUFGE Intime India Private Limited (Formerly known as Link Intime India Private Limited) at investor.helpdesk@in.mpms.mufg.com or at its Registered Office.
6. **General information and instructions relating to e-voting are as under:**
 - i) In compliance with the provisions of Sections 108 and 110 of the Act read with Rules and Regulation 44 of SEBI Listing Regulations, the Members are provided with the facility to cast their vote by electronic means through e-voting platform provided by NSDL.
 - ii) Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the members as on the cut-off date. Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
 - iii) Voting rights through e-voting cannot be exercised by a proxy.
 - iv) The remote e-voting period commences on **Saturday, February 28, 2026 at 9:00 a.m. (IST)** and ends on **Sunday, March 29, 2026 at 5:00 p.m. (IST)**. The remote e-voting module will be disabled by NSDL for voting thereafter.
 - v) The Scrutinizer shall immediately after the conclusion of voting through remote e-voting, make a Scrutinizer’s Report of the total votes cast in favour or against, if any, and will submit his Report to the Chairman of the Company or any person authorized by him. The result of the voting by Postal Ballot will be announced **on or before Tuesday, March 31, 2026**.
 - vi) The results shall be announced on the websites of BSE and NSE. The results will also be disclosed on the website of the Company and NSDL.

vii) Resolution passed by the members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the members. The resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting.

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

Step 1: Access to NSDL e-voting system

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

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

Type of Members	Login Method
<p>Individual Members holding securities in demat mode with NSDL</p>	<p>A. NSDL IDeAS facility: If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services section. 4. Click on ‘Access to e-voting’ appearing on the left-hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against Company name or ESP - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> a. Option to register is available at https://eservices.nsd.com/ b. Select ‘Register Online for IDeAS’ Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp c. Please follow steps given in points 1-5

	<p>B. E-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: www.evoting.nsdl.com either on a personal computer or on a mobile phone. 2. Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholders/Members’ section. 3. A new screen will open. You will need to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or ESP - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. <p>C. Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Members holding securities in demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<p>A. CDSL Easi/Easiest facility:</p> <p>If you have already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website at www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible Companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the ESP for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all ESP, so that the user can visit the ESP’s website directly.

	<p>B. If you have not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 2. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available at www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. <p>C. E-voting website of CDSL:</p> <p>After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.</p>
<p>Individual Members (Holding securities in demat mode) logging through their DP's</p>	<p>Login Method:</p> <ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP's registered with NSDL/CDSL for e-voting facility. 2. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on Company name or ESP - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note:

Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

II. Login Method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholders/Members**’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. **IDeAS**, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members who hold shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for Members other than Individual Members are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) In case you have not registered your e-mail address with the Company/Depositories, please follow instructions mentioned below in this Postal Ballot Notice.

7. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available at www.evoting.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you hold shares in physical mode) option available at www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, PAN, name and registered address, etc.

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

For OTP based login you can click on [https:// eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp](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 (138735)” of all the Companies in which you hold shares and whose voting cycle is in active status.
2. Select “EVEN (138735)” of Transindia Real Estate Limited for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “vote cast successfully” will be displayed. Will receive a confirmation by way of a SMS on your registered mobile no. from Depository.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to executive@avsassociates.co.in with a copy marked to evoting@nsdl.com.

Institutional Members (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Veena Suvarna at evoting@nsdl.com.

Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of the Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to investorrelations@transindia.co.in

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

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

EXPLANATORY STATEMENT

Pursuant to Sections 102, 110 of the Companies Act, 2013

ITEM NO. 1

In terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), all Material Related Party Transactions (“**RPTs**”) require prior approval of the Members of the Company by way of an Ordinary Resolution, even if such transaction(s) are undertaken in the ordinary course of business and on an arm’s length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed the materiality thresholds prescribed under SEBI Listing Regulations.

Allcargo Supply Chain Private Limited (“**ASCPL**”), Allcargo Logistics Limited (“**ALL**”) and Allcargo Gati Limited (“**AGL**”) are Related Parties of the Company pursuant to Section 2(76) of the Companies Act, 2013 (the “**Act**”) and the SEBI Listing Regulations. Further, w.e.f. November 01, 2025, ASCPL merged with AGL, and thereafter AGL merged with ALL pursuant to a Composite Strategic Arrangement between ALL, ASCPL, AGL and others as approved by the National Company Law Tribunal, Mumbai Bench on October 10, 2025, under Sections 230 to 232 of the Act and other applicable provisions thereof.

Pursuant to the aforesaid Scheme, all rights, obligations, terms and conditions agreed upon between the Company and ASCPL have been transferred to and vested in ALL, and accordingly, ALL has succeeded to the rights and obligations of ASCPL and has now become the party to the Agreement for all purposes. Consequently, the transactions undertaken and proposed to be undertaken post-merger are required to be aggregated, together with the transactions already undertaken with ALL, for the purpose of determining materiality under Regulation 23 of SEBI Listing Regulations.

The transactions entered into with ASCPL and ALL are in compliance with the applicable provisions of the Act, the Company’s Policy on Related Party Transactions and Regulation 23 of SEBI Listing Regulations and, as on the date of Board Meeting held on January 30, 2026, do not, either individually or taken together, meet the criteria to be classified as Material Related Party Transactions (“**Material RPTs**”). However, based on the projected value of transactions under the existing agreements post-merger and other related transactions already undertaken with ALL, the aggregate value of such transactions is expected to exceed the prescribed materiality thresholds during the remaining tenure of the Agreement.

Accordingly, approval of the members of the Company is being sought in terms of Regulation 23 of SEBI Listing Regulations for continuation of ongoing lease agreements with ALL.

The Audit Committee of the Company, based on the relevant details provided by the management as required under applicable laws and in terms of the SEBI Circular dated June 26, 2025 on Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“**RPT Industry Standards**”), has reviewed and approved the said transactions and noted that they are in the ordinary course of business and on an arm’s length basis.

The members may further note that the RPT Industry Standards, effective from September 01, 2025, along with disclosures required under SEBI Circular and the provisions of the Act are enclosed as “**Annexure-1**” to this Notice.

In terms of Regulation 23 of SEBI Listing Regulations, all Related Parties of the Company (whether they are party to the above-mentioned transaction or not) shall abstain from voting on the resolution set out at **Item No. 1**.

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

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

Annexure-1

Minimum Information to be provided to the members for approval of Material RPT as mentioned in the Notice and Explanatory Statement

Sr. No.	Particulars of the information	Information provided by the Management
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	The information as required under the RPT Industry Standards was placed before the members of the Audit Committee. The required details are provided in “ <i>Annexure-A</i> ” forming part of this Notice.
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	The warehouse premises have been leased at prevailing market rates and on commercially comparable terms. The transaction ensures optimal utilization of the Company’s assets, generates steady rental income and is in the best interest of the Company. Pricing and other material terms have been determined on an arm’s length basis, considering comparable market benchmarks.
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity.	The Audit Committee has reviewed the certificates issued by the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) of the Company, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors and recommends the proposed transaction to the members for approval.	The material RPT has been approved by the Audit Committee and the Board of Directors at its meeting held on January 30, 2026, and has recommended the proposed transaction(s) to the members for their approval.
5.	Provide web-link and QR Code, through which members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable.
6.	The Audit Committee and Board of Directors, while providing information to the members, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provide all the necessary information to the	The Audit Committee and the Board of Directors confirm that, while providing information to the members, only commercially sensitive information has been redacted, where considered necessary, and that the disclosures made herein under “ <i>Annexure-A</i> ” provides all material information required for informed decision-making by the public members.

	public members for informed decision making.	
7.	Any other information that may be relevant	No other information, other than that disclosed above and in the accompanying Annexures, is considered relevant for the Members' consideration.

Annexure-A

Pursuant to SEBI Circular dated June 26, 2025 the Minimum Information relating to the proposed Related Party Transaction(s) provided to the Audit Committee is provided herewith:

Sr. No.	Particulars	Details																											
A1. Basic Information																													
1.	Name of the Related Party	Allcargo Logistics Limited																											
2.	Country of incorporation of the Related Party	India																											
3.	Nature of business of the Related Party	Allcargo Logistics Limited is engaged in logistics and integrated supply chain services, providing transportation, warehousing and end-to-end logistics solutions.																											
A2. Relationship and ownership of the Related Party																													
1.	Relationship between the listed entity and the related party - including nature of its concern (financial or otherwise) and the following:	Promoter Group Entity under common promoter control.																											
a	Shareholding of listed entity, whether direct or indirect in the Related Party	The listed entity and its subsidiaries do not hold any direct or indirect equity shareholding in the Related Party. The Related Party relationship arises solely on account of common promoter control.																											
b	Where the Related Party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any made by the listed entity	Not Applicable, as the Related Party is a body corporate having share capital.																											
c	Shareholding of the Related Party, whether direct or indirect, in the listed entity	The Related Party do not hold any direct or indirect equity shareholding in the listed entity. The Related Party relationship arises solely on account of common promoter control.																											
A3. Details of previous transactions with Related Party																													
1.	Total amount of all the transactions undertaken by the listed entity with the Related Party during the last financial year	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>F.Y.2024-25 (In ₹)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Business support charges paid</td> <td>42,36,562</td> </tr> <tr> <td>2.</td> <td>Reimbursable income</td> <td>53,329</td> </tr> <tr> <td>3.</td> <td>Deposits</td> <td>17,34,726</td> </tr> <tr> <td>4.</td> <td>Rental income</td> <td>69,39,000</td> </tr> <tr> <td>5.</td> <td>Cross collateralisation income</td> <td>1,06,16,217</td> </tr> <tr> <td>6.</td> <td>Accrued income</td> <td>18,618</td> </tr> <tr> <td>7.</td> <td>Purchase of Assets</td> <td>2,13,30,469</td> </tr> <tr> <td>Total</td> <td></td> <td>4,49,28,921</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	F.Y.2024-25 (In ₹)	1.	Business support charges paid	42,36,562	2.	Reimbursable income	53,329	3.	Deposits	17,34,726	4.	Rental income	69,39,000	5.	Cross collateralisation income	1,06,16,217	6.	Accrued income	18,618	7.	Purchase of Assets	2,13,30,469	Total		4,49,28,921
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2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	₹1,58,71,301
3.	Default, if any, made by a Related Party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default was made by the Related Party during the last financial year.
A (4). Amount of the proposed transaction(s)		
1.	Amount of the proposed transactions being placed for approval at the meeting of the Audit Committee.	<ul style="list-style-type: none"> • Security Deposit (Refundable): ₹2,02,10,790 • Maximum Lease Fee (Rent & Common Area Maintenance Charges) per annum: ₹5,00,00,000 • Tenure: 3 Years
2.	Whether the proposed transactions taken together with the transactions undertaken with the Related Party during the current financial year would render the proposed transaction a material RPT?	The proposed lease arrangement is for a tenure of three (3) years. Over this period, the aggregate value of the transaction, together with the value of other transactions, is expected to exceed the materiality threshold prescribed under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the proposed transaction qualifies as a Material Related Party Transaction and is being placed before the Members for their approval by way of an Ordinary Resolution.
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<p>The value of the proposed transaction(s) constitutes 8.50% of the annual consolidated turnover of the listed entity for the immediately preceding financial year, based on the last audited consolidated financial statements for F.Y.2024-25.</p> <p><i>Note: The above percentage has been computed considering per-year transaction value only.</i></p>
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable

5.	Value of the proposed transactions as a percentage of the Related Party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of Related Party) for the immediately preceding financial year, if available.	<p>The value of the proposed transaction(s) constitutes 0.04% of the annual consolidated turnover of the Related Party for the immediately preceding financial year, based on the last audited consolidated financial statements for F.Y.2024-25.</p> <p><i>Note: The above percentage has been computed considering per-year transaction value only.</i></p>								
6.	Financial performance of the Related Party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th data-bbox="917 620 1150 689">Particulars (Standalone)</th> <th data-bbox="1155 620 1449 689">F.Y.2024-2025 (₹ in crores)</th> </tr> </thead> <tbody> <tr> <td data-bbox="917 689 1150 723">Turnover</td> <td data-bbox="1155 689 1449 723">2,486</td> </tr> <tr> <td data-bbox="917 723 1150 757">Profit after tax</td> <td data-bbox="1155 723 1449 757">81.88</td> </tr> <tr> <td data-bbox="917 757 1150 790">Net worth</td> <td data-bbox="1155 757 1449 790">1103.48</td> </tr> </tbody> </table>	Particulars (Standalone)	F.Y.2024-2025 (₹ in crores)	Turnover	2,486	Profit after tax	81.88	Net worth	1103.48
Particulars (Standalone)	F.Y.2024-2025 (₹ in crores)									
Turnover	2,486									
Profit after tax	81.88									
Net worth	1103.48									
A (5). Basic details of the proposed transaction										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Leasing of immovable property								
2.	Details of each type of proposed transaction	Lease of warehouse premises admeasuring 1,31,810 sq. ft., together with building(s) and/or structures constructed thereon, situated at Village Khopta (Kacherpada), Taluka Uran, District Raigad, Maharashtra, by the Company to Allcargo Logistics Limited.								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	3 years								
4.	Whether omnibus approval is being sought?	The Company has obtained prior approval for the transaction.								
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<ul style="list-style-type: none"> • Security Deposit (Refundable): ₹2,02,10,790 • Maximum Lease Fee (Rent & Common Area Maintenance Charges) (per annum): ₹5,00,00,000 								
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The warehouse premises have been leased at prevailing market rates and on commercially comparable terms. The transaction ensures optimal utilization of the Company's asset, generates steady rental income and is in the best interest of the Company. The pricing and other material terms have been determined on an arm's length basis, considering comparable market benchmarks.								
7.	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have	The promoters of Transindia Real Estate Limited ("TREL") are also the promoters of								

	interest in the transaction, whether directly or indirectly.	Allcargo Logistics Limited (“ALL”), a Related Party of the Company. Accordingly, they are deemed to have an indirect interest in the proposed transaction(s). Further, Mr. Kaiwan Kalyaniwalla is a Director in both TREL and ALL and by virtue of such common directorship, is considered to have an interest in the proposed transaction(s).
a.	Name of the Director/KMP	Mr. Kaiwan Kalyaniwalla is having common directorship in both TREL and ALL.
b.	Shareholding of the Director/KMP, whether direct or indirect, in the Related Party	Mr. Kaiwan Kalyaniwalla holds 5,97,000 shares in ALL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	No other information, other than that disclosed above is considered relevant for decision making.
B (1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	ALL is a Related Party under common promoter control. Considering the existing contractual arrangement, continuity of operations, strategic alignment within the group structure and commercial expediency, the transaction has not been undertaken through a competitive bidding process. The Audit Committee has independently satisfied itself that the pricing and other terms are comparable to prevailing market conditions and are on an arm’s length basis.
2.	Basis of determination of price.	The lease rentals have been determined based on prevailing market rates and commercially comparable transactions for similar properties in the relevant geographic location.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the Related Party in relation to the transaction, specify the following:	Not Applicable
a.	Amount of trade advance	
b.	Tenure	
c.	Whether same is self-liquidating?	

ITEM NO. 2

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on January 30, 2026 had appointed Ms. Nishika Hegde (DIN: 11359907) as an Additional Director in the category of Non-Executive, Non-Independent Director of the Company w.e.f. January 30, 2026, whose office shall be liable to retire by rotation, subject to the approval of the members of the Company.

Based on her skills, competence and expertise in understanding business dynamics, strategic decision-making, and her experience in guiding and leading management teams as well as developing effective governance practices, the Board, upon the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Ms. Nishika Hegde would be beneficial to the Company.

Brief Profile of Ms. Nishika Hegde is as follows:

Ms. Nishika Hegde holds a Bachelor of Science in Business Administration from Bryant University, USA, with a focus on Marketing and Human Resource Management and a Master's degree in Marketing from University of Bath, UK. Over the years, she has been fortunate to gain diverse experience across public relations, human resources, advertising and strategic marketing. At Allcargo Group, she has been closely involved in sales and marketing initiatives, which have helped her develop a deep understanding of customer behavior, brand positioning and business growth across various industries. Beyond work, she enjoys supporting initiatives that combine creativity with purpose.

In recognition of developing strategies and fostering collaborations that creates lasting impact on building brands and growing businesses, it is hereby recommended to appoint Ms. Nishika Hegde as Director in the category of Non-Executive, Non-Independent Director of the Company w.e.f. January 30, 2026, whose office shall be liable to retire by rotation.

Ms. Hegde has confirmed that she 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 she has not been debarred from holding the office of Director by any order of SEBI or any other regulatory authority. She has also provide her consent to act as a Director of the Company.

Further, Ms. Hegde meets the eligibility criteria specified under the provisions of the Act and rules made thereunder for her appointment.

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

Except Ms. Nishika Hegde and her relatives, none of the Directors, Key Managerial Personnels of the Company or their respective relatives have any direct or indirect interest, whether financial or otherwise, in the Resolution as stated in Item No. 2 of this Notice.

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

Details of Directors seeking 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)

Name of the Director	Ms. Nishika Hegde
DIN	11359907
Date of Birth	22/11/1995
Age (in years)	30
Qualification	Bachelor of Science in Business Administration from Bryant University, USA and a Master's degree in Marketing from University of Bath, UK
Experience and nature of expertise in specific functional area	<p>Over the years, she has been fortunate to gain diverse experience across public relations, human resources, advertising and strategic marketing.</p> <p>At Allcargo Group, she has been closely involved in sales and marketing initiatives, which have helped her develop a deep understanding of customer behaviour, brand positioning and business growth across various industries.</p> <p>Beyond work, she enjoys supporting initiatives that combine creativity with purpose.</p> <p>Her key interest lies in developing strategies and fostering collaborations that create a lasting impact on building brands and growing businesses that make a meaningful difference.</p>
Date of first appointment on the Board of Directors	30/01/2026
Shareholding in the Company	Nil
Terms and conditions of appointment	Appointed as Non- Executive, Non-Independent Director liable to retire by rotation.
Details of remuneration proposed to be paid	Entitled to commission on profits and sitting fees shall be paid for attending the Board and Committee Meetings.
Remuneration last drawn (F.Y.2024-25)	Nil
Directorships held in other listed companies	Nil
Number of Meetings of the Board of Directors attended during the year	Not Applicable
Membership/Chairmanship of Committees in other listed companies	Nil
Name of the listed companies from which the Director has resigned in past three years	Nil

Inter-se relationship with other Directors and Key Managerial Personnels	Ms. Nishika Hegde is not related to any of the Directors/Key Managerial Personnels of the Company.
Information required pursuant to BSE circular ref. no. LIST/COMP/14/ 2018-19 and the National Stock Exchange of India Limited with ref. no. NSE/CML/2018/24, dated June 20, 2018	Ms. Nishika Hegde is not debarred from holding the office of Director pursuant to any SEBI order or any other authority.

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

Place: Mumbai
Date: 30/01/2026

**Sd/-
Khushboo Mishra
Company Secretary and Compliance Officer
Membership No.: A68324**

Registered Office:
6th Floor, B-Wing, Allcargo House, CST Road,
Kalina, Santacruz (E), Mumbai-400098.
E-mail ID: investorrelations@transindia.co.in
Website: www.transindia.co.in
Tel: +91 22 6679 8100
CIN: L61200MH2021PLC372756