

February 28, 2024

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

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

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

- (i) pursuant to the authorisation granted by the board of directors of the Company *via* Board resolution dated 2 February 2024, the Company has executed the Securities Subscription and Purchase Agreement (“**SSPA**”) with Allcargo Logistics & Industrial Park Private Limited (“**ALIPPL**”), Venkatapura Logistics and Industrial Parks Private Limited (“**Venkatapura**”), Kalina Warehousing Private Limited (“**Ahmedabad**”), Panvel Warehousing Private Limited (“**Panvel**”), Allcargo Logistics Limited, Horizon Industrial Parks Private Limited (“**HIPPL**”) and BRE Asia Urban Holdings Ltd (“**Investor**”), to sell: (A) (i) 180,000 (One hundred eighty thousand) equity shares (representing 10% of the equity share capital) of ALIPPL, (ii) 20,000 (Twenty thousand) equity shares (representing 10% of the equity share capital) of Venkatapura, and (iii) 10,000 (Ten thousand) equity shares (representing 10% of the equity share capital) of Ahmedabad; in each case to the Investor; and (B) 10,000 (Ten thousand) equity shares (representing 10% of the equity share capital) of Chakan, to HIPPL (collectively, “**Transaction**”) on February 28, 2024;
- (i) upon conclusion of the Transaction, the Company will cease to hold any equity shares in the above mentioned companies;
- (ii) the Company and Allcargo Logistics Limited shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SSPA that is expressed to be made, undertaken, performed or given by the Company; and
- (iii) the Investor and HIPPL are not related to the Company.

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

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

Kindly take the above information on record.

Thanking you.

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

Jatin Chokshi
Managing Director
(DIN: 00495015)

Encl: a/a

ANNEXURE A

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

a. Sale of 10% stake in Allcargo Logistics & Industrial Park Private Limited

S.No.	Particulars	Details
1.	Name of the entity to be sold	Allcargo Logistics & Industrial Park Private Limited (" ALIPPL ")
2	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	Not Applicable
3	Date on which the agreement for sale has been entered into	February 28, 2024
4	The expected date of completion of sale / disposal	March 31, 2024
5	Consideration received from such sale / disposal	INR 4,06,92,720
6	Brief details of the buyer and whether any of the buyers belong to the promoter / promoter group / group companies. If yes, details thereof	<p>BRE Asia Urban Holdings Ltd., ("Investor") a foreign body corporate, is owned by the affiliates of the funds advised or managed by the affiliates of Blackstone Inc. (collectively, "Blackstone"). Blackstone (NYSE: BX), is the world's largest alternative asset manager. Blackstone seeks to create positive economic impact and long-term value for its investors, the companies it invests in, and the communities in which it works. Blackstone does this by using extraordinary people and flexible capital to help companies solve problems. Its \$1 trillion in assets under management include investment vehicles focused on real estate, private equity, private and liquid credit, infrastructure, life sciences, growth equity, public securities and secondary funds, all on a global basis. Further information is available at www.blackstone.com.</p> <p>The Investor is not related to the promoter / promoter group / group companies in any manner.</p>
7	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Pursuant to the Scheme of Arrangement and Demerger (Scheme of Arrangement) executed by and amongst Allcargo, Allcargo Terminals Limited and the Company, as sanctioned by the National Company Law Tribunal on January 05, 2023, all equity shares and optionally convertible debentures held in ALIPPL, by Allcargo were transferred to the Company.

		Further, under the Securities Subscription and Purchase Agreement (as amended, modified and supplemented from time to time) (“SSPA”), the Company and Allcargo shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SSPA that is expressed to be made, undertaken, performed or given by the Company. Further, this transaction is on an arm length basis.
8	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations	The shareholders of the Company have approved the proposed sale / divestment / transfer / disposal of 180,000 (One lakh eighty thousand) equity shares of ALIPPL to the Investor (and/or its affiliate) <i>via</i> postal ballot on July 09, 2023.

b. Sale of 10% stake in Venkatapura Logistics and Industrial Parks Private Limited

S.No.	Particulars	Details
1.	Name of the entity to be sold	Venkatapura Logistics and Industrial Parks Private Limited (“ Venkatapura ”)
2	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	Contribution towards turnover: Amount- INR 2,03,36,277 Percentage- 1% Contribution towards net worth: Amount- INR 2,54,320 Percentage- Nil*
3	Date on which the agreement for sale has been entered into	February 28, 2024
4	The expected date of completion of sale / disposal	March 31, 2024
5	Consideration received from such sale / disposal	INR 42,84,600
6	Brief details of the buyer and whether any of the buyers belong to the promoter / promoter group / group companies. If yes, details thereof	BRE Asia Urban Holdings Ltd., (“ Investor ”) a foreign body corporate, is owned by the affiliates of the funds advised or managed by the affiliates of Blackstone Inc. (collectively, “ Blackstone ”). Blackstone (NYSE: BX), is the world’s largest alternative asset manager. Blackstone seeks to create positive economic impact and long-term value for its investors, the companies it invests in, and the communities in which it works. Blackstone does this by using extraordinary people and flexible capital to help companies solve problems. Its \$1 trillion in assets under management include investment vehicles focused on real estate, private equity, private and

		<p>liquid credit, infrastructure, life sciences, growth equity, public securities and secondary funds, all on a global basis. Further information is available at www.blackstone.com.</p> <p>The Investor is not related to the promoter / promoter group / group companies in any manner.</p>
7	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length	<p>Pursuant to the Scheme of Arrangement and Demerger (“Scheme of Arrangement”) executed by and amongst Allcargo, Allcargo Terminals Limited and the Company, as sanctioned by the National Company Law Tribunal on January 05, 2023, all equity shares and optionally convertible debentures held in Venkatapura by Allcargo were transferred to the Company.</p> <p>Further, under the Securities Subscription and Purchase Agreement (as amended, modified and supplemented from time to time) (“SSPA”), the Company and Allcargo shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SSPA that is expressed to be made, undertaken, performed or given by the Company. Further, this transaction is on an arm length basis.</p>
8	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations	<p>The shareholders of the Company have approved the proposed sale / divestment / transfer / disposal of 20,000 (Twenty thousand) equity shares of Venkatapura to the Investor (and/or its affiliates) <i>via</i> postal ballot on July 09, 2023.</p>

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

c. Sale of 10% stake in Panvel Warehousing Private Limited

S.No.	Particulars	Details
1.	Name of the entity to be sold	Panvel Warehousing Private Limited (“ Chakan ”)
2	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	Not Applicable
3	Date on which the agreement for sale has been entered into	February 28, 2024
4	The expected date of completion of sale / disposal	March 31, 2024

5	Consideration received from such sale / disposal	INR 1,00,000
6	Brief details of the buyer and whether any of the buyers belong to the promoter / promoter group / group companies. If yes, details thereof	<p>Horizon Industrial Parks Private Limited (“HIPPL”) (an affiliate of BRE Asia Urban Holdings Ltd., (“Investor”)), a company incorporated in India, is owned by the affiliates of the funds advised or managed by the affiliates of Blackstone Inc. (collectively, “Blackstone”). Blackstone (NYSE: BX), is the world’s largest alternative asset manager. Blackstone seeks to create positive economic impact and long-term value for its investors, the companies it invests in, and the communities in which it works. Blackstone does this by using extraordinary people and flexible capital to help companies solve problems. Its \$1 trillion in assets under management include investment vehicles focused on real estate, private equity, private and liquid credit, infrastructure, life sciences, growth equity, public securities and secondary funds, all on a global basis. Further information is available at www.blackstone.com.</p> <p>HIPPL is not related to the promoter / promoter group / group companies in any manner.</p>
7	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length	<p>Pursuant to the Scheme of Arrangement and Demerger (“Scheme of Arrangement”) executed by and amongst Allcargo, Allcargo Terminals Limited and the Company, as sanctioned by the National Company Law Tribunal on January 05, 2023, all equity shares and optionally convertible debentures held in Chakan by Allcargo were transferred to the Company.</p> <p>Further, under the Securities Subscription and Purchase Agreement (as amended, modified and supplemented from time to time) (“SSPA”), the Company and Allcargo shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SSPA that is expressed to be made, undertaken, performed or given by the Company. Further, this transaction is on an arm length basis.</p>
8	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the	The shareholders of the Company have approved the proposed sale / divestment / transfer / disposal of 10,000 (Ten

	same including compliance with regulation 37A of LODR Regulations	thousand) equity shares of Chakan to the Investor (and/or its affiliates) <i>via</i> postal ballot on July 09, 2023.
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d) Sale of 10% stake in Kalina Warehousing Private Limited

S.No.	Particulars	Details
1.	Name of the entity to be sold	Kalina Warehousing Private Limited (“ Ahmedabad ”)
2	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	Not Applicable
3	Date on which the agreement for sale has been entered into	February 28, 2024
4	The expected date of completion of sale / disposal	March 31, 2024
5	Consideration received from such sale / disposal	INR 1,00,000
6	Brief details of the buyer and whether any of the buyers belong to the promoter / promoter group / group companies. If yes, details thereof	<p>BRE Asia Urban Holdings Ltd., (“Investor”) a foreign body corporate, is owned by the affiliates of the funds advised or managed by the affiliates of Blackstone Inc. (collectively, “Blackstone”). Blackstone (NYSE: BX), is the world’s largest alternative asset manager. Blackstone seeks to create positive economic impact and long-term value for its investors, the companies it invests in, and the communities in which it works. Blackstone does this by using extraordinary people and flexible capital to help companies solve problems. Its \$1 trillion in assets under management include investment vehicles focused on real estate, private equity, private and liquid credit, infrastructure, life sciences, growth equity, public securities and secondary funds, all on a global basis. Further information is available at www.blackstone.com.</p> <p>The Investor is not related to the promoter / promoter group / group companies in any manner.</p>
7	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length	Pursuant to the Scheme of Arrangement and Demerger (“ Scheme of Arrangement ”) executed by and amongst Allcargo, Allcargo Terminals Limited and the Company, as sanctioned by the National Company Law Tribunal on January 05, 2023, all equity shares and optionally convertible debentures held in

		<p>Ahmedabad by Allcargo were transferred to the Company.</p> <p>Further, under the Securities Subscription and Purchase Agreement (as amended, modified and supplemented from time to time) (“SSPA”), the Company and Allcargo shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SSPA that is expressed to be made, undertaken, performed or given by the Company. Further, this transaction is on an arm length basis.</p>
8	<p>Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations</p>	<p>The shareholders of the Company have approved the proposed sale / divestment / transfer / disposal of 10,000 (Ten thousand) equity shares of Ahmedabad to the Investor (and/or its affiliates) <i>via</i> postal ballot on July 09, 2023.</p>

ANNEXURE B

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

S.No.	Particulars	Details
1	Name(s) of parties with whom the agreement is entered	BRE Asia Urban Holdings Limited (“ Investor ”), Allcargo Logistics & Industrial Park Private Limited (“ ALIPPL ”), Venkatapura Logistics and Industrial Parks Private Limited (“ Venkatapura ”), Kalina Warehousing Private Limited (“ Ahmedabad ”), Panvel Warehousing Private Limited (“ Chakan ”), Allcargo and Horizon Industrial Parks Private Limited (“ HIPPL ”)
2.	Purpose of entering into the agreement	<p>Pursuant to the Scheme of Arrangement and Demerger executed by and amongst Allcargo Logistics Limited (“Allcargo”), Allcargo Terminals Limited and Transindia Real Estate Limited (“Company”), as sanctioned by the National Company Law Tribunal on January 5, 2023, all equity shares and optionally convertible debentures held in the undertakings by Allcargo were transferred to the Company.</p> <p>The board of directors of the Company had approved the execution, delivery and performance of a Securities Subscription and Purchase Agreement (“SSPA”) with ALIPPL, Venkatapura, Ahmedabad, Chakan, Allcargo, HIPPL and Investor, <i>via</i> board resolution dated 02 February, 2024, to sell: (A) (i) 180,000 (One hundred eighty thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of ALIPPL, (ii) 20,000 (Twenty thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of Venkatapura, and (iii) 10,000 (Ten thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of Ahmedabad, each to the Investor; and (B) 10,000 (Ten thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of Chakan, to HIPPL.</p> <p>Now, the SSPA has been entered into for the sale / transfer / disposal of 10% equity shareholding held by the</p>

		Company in each of ALIPPL, Venkatapura, Ahmedabad, Chakan, to the Investor and HIPPL (as applicable).
3	Shareholding, if any, in the entity with whom the agreement is executed	NIL
4	Significant terms of the Agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc	Refer to “Exhibit I” below.
5	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	The Investor is not related to the promoter / promoter group / group companies in any manner. Allcargo is a promoter group of Transindia Real Estate Limited.
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	Pursuant to the Scheme of Arrangement and Demerger (“ Scheme of Arrangement ”) executed by and amongst Allcargo, Allcargo Terminals Limited and the Company, as sanctioned by the National Company Law Tribunal on January 5, 2023, all equity shares and optionally convertible debentures held in ALIPPL, Venkatapura, Ahmedabad, Chakan by Allcargo were transferred to the Company. Further, under the SSPA, the Company and Allcargo shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SSPA that is expressed to be made, undertaken, performed or given by the Company. Further, this transaction is on an arm length basis.
7	In case of issuance of shares to the parties, details of issue price, class of shares issued	No issuance of shares to/by the Company
8	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Not Applicable
9	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof	Not Applicable

ANNEXURE C

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

S.No.	Particulars	Details
1	If the Listed Entity is party to agreement	Yes
a.	Name of Counter Party	BRE Asia Urban Holdings Ltd (“ Investor ”), Allcargo Logistics & Industrial Park Private Limited (“ ALIPPL ”), Venkatapura Logistics and Industrial Parks Private Limited (“ Venkatapura ”), Kalina Warehousing Private Limited (“ Ahmedabad ”), Panvel Warehousing Private Limited (“ Chakan ”), Allcargo and Horizon Industrial Parks Private Limited (“ HIPPL ”)
b.	Relationship with listed Entity	The Investor is not related to the promoter / promoter group / group companies in any manner. Allcargo is a promoter group of Company.
2.	Purpose of entering into the agreement	Pursuant to the Scheme of Arrangement and Demerger executed by and amongst Allcargo, Allcargo Terminals Limited and the Company, as sanctioned by the National Company Law Tribunal on January 5, 2023, all equity shares and optionally convertible debentures held in the undertakings by Allcargo were transferred to Transindia Real Estate Limited (“ Company ”). The board of directors of the Company had approved the execution, delivery and performance of a Securities Subscription and Purchase Agreement (“ SSPA ”) with ALIPPL, Venkatapura, Ahmedabad, Chakan (collectively, “ Project Companies ”), HIPPL and Investor, <i>via</i> board resolution dated 02 February, 2024, to sell: (A) (i) 180,000 (One hundred eighty thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of ALIPPL, (ii) 20,000 (Twenty thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of Venkatapura, and (iii) 10,000 (Ten thousand) equity shares (representing 10% (Ten per cent) of the equity share capital) of Ahmedabad, each to the Investor; and (B) 10,000 (Ten thousand) equity shares (representing 10% (Ten

		<p>per cent) of the equity share capital) of Chakan, to HIPPL (collectively, “Transaction”).</p> <p>Now, the SSPA has been entered into for the sale / transfer / disposal of 10% equity shareholding held by the Company in each of ALIPPL, Venkatapura, Ahmedabad and Chakan, to the Investor and HIPPL (as applicable).</p>
3	Shareholding, if any, in the entity with whom the agreement is executed;	NIL
4	Significant terms of the Agreement (in brief);	Refer to “Exhibit I” below.
5	Extent and the nature of impact on management or control of the listed entity;	No impact on management or control of the listed entity.
6	Details and qualification of the restriction or liability imposed upon the listed entity;	The Company and Allcargo shall now be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SSPA that is expressed to be made, undertaken, performed or given by the Company.
7	Whether, the said parties are related to promoter/promoter group/ group companies ⁴ in any manner. If yes, nature of relationship;	<p>The Investor is not related to the promoter / promoter group / group companies in any manner.</p> <p>Allcargo is a promoter group of Transindia Real Estate Limited.</p>
8	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length;	<p>Pursuant to the Scheme of Arrangement and Demerger (Scheme of Arrangement) executed by and amongst Allcargo, Allcargo Terminals Limited and the Company, as sanctioned by the National Company Law Tribunal on January 5, 2023, all equity shares and optionally convertible debentures held in ALIPPL, Venkatapura, Ahmedabad, Chakan by Allcargo were transferred to the Company.</p> <p>Further, under the Securities Subscription and Purchase Agreement (as amended, modified and supplemented from time to time), the Company and Allcargo shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SSPA that is expressed to be made, undertaken, performed or given by the Company. Further, this transaction is on an arm length basis.</p>

9	In case of issuance of shares to the parties, details of issue price, class of shares issued;	No issuance of shares to/by the Company
10	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	Not Applicable
11	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof	Not Applicable

EXHIBIT I

SIGNIFICANT TERMS OF THE AGREEMENT

The SSPA has been executed by and amongst BRE Asia Urban Holdings Ltd, Allcargo Logistics Limited, Transindia Real Estate Limited, Allcargo Logistics & Industrial Park Private Limited (“**ALIPPL**”), Venkatapura Logistics and Industrial Parks Private Limited (“**Venkatapura**”), Panvel Warehousing Private Limited (“**Chakan**”), Horizon Industrial Parks Private Limited and Kalina Warehousing Private Limited (“**Ahmedabad**”) on February 28, 2024 to divest: (A) (i) 180,000 (One hundred eighty thousand) equity shares of ALIPPL for INR 40,692,720 (Indian Rupees Forty million six hundred ninety two thousand seven hundred twenty), (ii) 20,000 (Twenty thousand) equity shares of Venkatapura for INR 4,284,600 (India Rupees Four million two hundred eighty four thousand six hundred), and (iii) 10,000 (Ten thousand) equity shares of Ahmedabad for INR 100,000 (Indian Rupees One hundred thousand), equating to 10% equity shares held by Transindia Real Estate Limited in each the above entities to BRE Asia Urban Holdings Ltd; and (D) 10,000 (Ten thousand) equity shares of Chakan for INR 100,000 (Indian Rupees One hundred thousand), equating to 10% equity shares held by Transindia Real Estate Limited in the entity to Horizon Industrial Parks Private Limited, in accordance with the provisions of the Companies Act 2013. Upon conclusion of the transaction, the Company will cease to hold any equity shares in ALIPPL, Venkatapura, Chakan and Ahmedabad.