

February 28, 2024

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

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

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

- (i) pursuant to the authorisation granted by the board of directors of the Company *via* Board resolution dated 02 February, 2024, the Company has executed the Multimodal Share Purchase Agreement (“**SPA**”) with Allcargo Logistics Limited, BRE Asia Urban Holdings Ltd (“**Investor**”) and Allcargo Multimodal Private Limited (“**Multimodal**”) to sell 2,24,05,002 (Two crore twenty-four lakh five thousand two) equity shares (representing 100% (One hundred per cent) of the equity share capital) of Multimodal to the Investor (“**Transaction**”) on February 28, 2024;
- (ii) upon conclusion of the Transaction, the Company will cease to hold any equity shares in Multimodal;
- (iii) the Company and Allcargo Logistics Limited shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SPA that is expressed to be made, undertaken, performed or given by the Company; and
- (iv) The Investor does not belong to the promoter / promoter group.

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

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

Kindly take the above information on record.

Thanking you.

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

**Jatin Chokshi**  
**Managing Director**  
(DIN: 00495015)

**ANNEXURE A**

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

**Sale of stake in Allcargo Multimodal Private Limited**

<b>S.No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the entity to be sold	Allcargo Multimodal Private Limited (“ <b>Multimodal</b> ”)
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 61,39,74,526 Percentage- 31%  Contribution towards net worth: Amount – INR 51,53,00,000 Percentage- Nil*
3	Date on which the agreement for sale has been entered into	February 28, 2024
4	The expected date of completion of sale / disposal	March 31, 2024
5	Consideration received from such sale / disposal	INR 2,45,77,52,402
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. (“ <b>Investor</b> ”), a foreign body corporate, is owned by the affiliates of the funds advised or managed by the affiliates of Blackstone Inc. (collectively, “ <b>Blackstone</b> ”). 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 <a href="http://www.blackstone.com">www.blackstone.com</a> .  The Investor is not related to the promoter / promoter group / group companies in any manner.
7	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	Pursuant to the Scheme of Arrangement and Demerger (“ <b>Scheme of Arrangement</b> ”) executed by and amongst Allcargo Logistics Limited (“ <b>Allcargo</b> ”), Allcargo Terminals Limited and the Company, as sanctioned by the National Company Law Tribunal

		<p>on January 5, 2023, all equity shares and optionally convertible debentures held in Multimodal by Allcargo were transferred to the Company.</p> <p>Further, under the Multimodal Share Purchase Agreement to be executed by and between the Company, Allcargo, the Investor and Multimodal (“SPA”), the Company and Allcargo shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SPA that is expressed to be made, undertaken, performed or given by the Company. Further, this transaction is on an arm length basis.</p>
8	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations	The shareholders of the Company have approved the proposed sale / divestment / transfer / disposal of 2,24,05,002 (Two crore twenty-four lakh five thousand two) equity shares of Multimodal to the Investor <i>via</i> postal ballot on July 09, 2023.

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

## ANNEXURE B

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

S.No.	Particulars	Details
1	Name of Party with whom the agreement is entered;	BRE Asia Urban Holdings Ltd (“ <b>Investor</b> ”), Allcargo Multimodal Private Limited (“ <b>Multimodal</b> ”) and Allcargo Logistics Limited (“ <b>Allcargo</b> ”)
2	Purpose of entering into the agreement;	<p>Pursuant to the Scheme of Arrangement and Demerger executed by and amongst Allcargo Logistics Limited, Allcargo Terminals Limited and the Company, as sanctioned by the National Company Law Tribunal on January 5, 2023, all equity shares and optionally convertible debentures held in Allcargo Multimodal Private Limited by Allcargo were transferred to the Company.</p> <p>The board of directors of the Company had approved the execution, delivery and performance of Multimodal Share Purchase Agreement to be executed by and between the Company, Allcargo, the Investor and Multimodal (“<b>SPA</b>”),, via board resolution dated 02 February, 2024, to sell 2,24,05,002 (Two crore twenty-four lakh five thousand two) equity shares (representing 100% (One hundred per cent) of the equity share capital) of Multimodal to the Investor.</p> <p>Now, the SPA has been entered into for the sale / transfer / disposal of 100% of the equity shareholding of the Company in Multimodal, a wholly owned subsidiary of the Company, to the Investor.</p>
3	Shareholding, if any, in the entity with whom the agreement is executed;	NIL
4	Significant terms of the Agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc;	Refer to “Exhibit I” below
5	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	The Investor is not related to the promoter / promoter group / group companies in any manner.

		Allcargo is a promoter group of Transindia Real Estate Limited
6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length;	<p>Pursuant to the Scheme of Arrangement and Demerger (“<b>Scheme of Arrangement</b>”) 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 Multimodal by Allcargo were transferred to the Company.</p> <p>Further, under the SPA, the Company and Allcargo shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SPA that is expressed to be made, undertaken, performed or given by the Company. Further, this transaction is on an arm length basis.</p>
7	In case of issuance of shares to the parties, details of issue price, class of shares issued;	No issuance of shares by / to 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**

<b>S.No.</b>	<b>Particulars</b>	<b>Details</b>
1	If the Listed Entity is party to agreement	Yes
a.	Name of Party	BRE Asia Urban Holdings Ltd (“ <b>Investor</b> ”), Allcargo Multimodal Private Limited (“ <b>Multimodal</b> ”) and Allcargo Logistics Limited (“ <b>Allcargo</b> ”)
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 an agreement;	A Framework Agreement was executed on 13 January 2020 (as modified, amended and supplemented from time to time) by and among Multimodal, Allcargo Inland Park Private Limited, Allcargo Logistics & Industrial Park Private Limited, Madanahatti Logistics and Industrial Parks Private Limited, Venkatapura Logistics and Industrial Parks Private Limited, Kalina Warehousing Private Limited, Panvel Warehousing Private Limited, Malur Logistics and Industrial Parks Private Limited (collectively, “ <b>AMC Companies</b> ”), Allcargo Logistics Limited (“ <b>Allcargo</b> ”) and the Investor, for transfer of controlling stake in the AMC Companies subject to the satisfaction of the closing conditions and achievement of certain milestones.  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 Multimodal by Allcargo were transferred to the Company.  The board of directors of the Company had approved the execution, delivery and performance of the Multimodal Share Purchase Agreement (“ <b>SPA</b> ”) with Allcargo, the Investor and Multimodal,

		<p>via board resolution dated 02 February, 2024, to sell 2,24,05,002 (Two crore twenty-four lakh five thousand two) equity shares (representing 100% (One hundred per cent) of the equity share capital) of Multimodal to the Investor.</p> <p>Now, the SPA has been entered into for the sale / transfer / disposal of 100% of the equity shareholding of the Company in Multimodal, a wholly owned subsidiary of the Company, to the Investor.</p>
3	Shareholding, if any, in the entity with whom the agreement is executed;	NIL
4	Significant terms of the Agreement (in brief);	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 be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SPA 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 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 (“<b>Scheme of Arrangement</b>”) 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 Multimodal by Allcargo were transferred to the Company.</p> <p>Further, under the SPA, the Company and Allcargo shall be jointly and severally liable for any representation, warranty, obligation, undertaking and/or covenant in the SPA 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 by / to 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 SPA has been executed by and amongst BRE Asia Urban Holdings Ltd, Transindia Real Estate Limited, Allcargo Logistics Limited and Allcargo Multimodal Private Limited on February 28, 2024 to divest 2,24,05,002 equity shares (100% of the equity shareholding) held by Transindia Real Estate Limited in Allcargo Multimodal Private Limited, a wholly owned subsidiary of Transindia Real Estate Limited, to BRE Asia Urban Holdings Ltd in accordance with the provisions of the Companies Act, 2013 for INR 2,457,752,402 (Indian Rupees Two billion four hundred fifty seven million seven hundred fifty two thousand four hundred two). Upon conclusion of the transaction, the Company will cease to hold any equity shares in Multimodal.