

Date: November 11, 2025

BSE Limited,  
Department of Corporate Services,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai-400001

Scrip Code: 544545

National Stock Exchange of India Limited,  
The Listing Department,  
Exchange Plaza,  
Bandra Kurla Complex,  
Mumbai-400051

Scrip code: INE0MWH01014 Symbol: TRUALT

**Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015-Signing of Joint Venture Agreement (“JVA”) and Share Purchase Agreement (“SPA”)**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), we hereby inform you that, the company has entered into a Joint Venture Agreement (JVA) and Share Purchase Agreement (SPA), with Japan-based Sumitomo Corporation, marking a pivotal milestone in accelerating India’s compressed biogas (CBG) ecosystem. The collaboration aims to develop and scale a robust network of commercial CBG plants. The initial phase includes four CBG production facilities, with scope for additional plants as outlined in the Joint Venture Agreement. The business includes the production, sales, and distribution of CBG, along with value-accretive by-products such as fermented organic manure, biogenic CO<sub>2</sub>, and carbon credits.

By combining TruAlt’s integrated bioenergy expertise with Sumitomo Corporation’s global industrial experience, the partnership strengthens India’s clean energy transition, promotes circular bioeconomy solutions, and lays the foundation for a future-ready sustainable fuel infrastructure.

In this regard, details as required under Regulation 30 of the SEBI LODR Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are enclosed as Annexure-A.

The aforementioned information is also available on the Company’s website: [www.trualtbioenergy.com](http://www.trualtbioenergy.com).

We request you to kindly take the above on record.

Thanking you,  
Yours faithfully,  
For TruAlt Bioenergy Limited

**Vijaykumar Murugesh Nirani**  
**Managing Director**  
**(DIN: 07413777)**

**Annexure-A**
**Details under amended Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

S. No.	Particulars	Details
1.	Name of the entity(ies) with whom agreement/ JV is signed;	Sumitomo Corporation, Japan ("Sumitomo")
2.	Purpose of entering into the agreement	<p>Trualt Bioenergy Limited ("Company") has entered into a Joint Venture Agreement (JVA) with Sumitomo Corporation, Japan ("Sumitomo") and Trualt Gas Private Limited (TGPL) with an intent to operate TGPL as a Joint Venture Company for the purpose of developing and setting up biogas and compressed biogas ("CBG") production plants, initially comprising four (4) CBG plants, and undertaking the sales and distribution of CBG and associated by-products, including but not limited to fermented organic manure, biogenic CO<sub>2</sub>, and carbon credits ("Business").</p> <p>The Joint Venture will facilitate large-scale adoption of clean energy solutions, reduction of carbon footprint, and promotion of a circular economy, in line with the Government of India's CBG and renewable energy policies. Under the proposed structure, the Company shall hold a 51% (fifty-one percent) equity stake, and Sumitomo Corporation shall hold a 49% (forty-nine percent) equity stake in the Joint Venture Company Viz. Trualt Gas Private Limited, ensuring that the Company retains management control in compliance with domestic regulatory requirements.</p> <p>Simultaneously, the Company has also signed a Share Purchase Agreement (SPA) with Sumitomo Corporation, Japan, Nirani Holdings Private Limited and Trualt Gas Private Limited wherein the Nirani Holdings</p>

		Private Limited shall transfer its entire 49% shares held in TGPL to Sumitomo Corporation on such terms and conditions as mentioned in the said agreement.
3.	Shareholding, if any, in the entity with whom the agreement is executed	The Company holds 51% shares of Joint Venture Company Viz. Trualt Gas Private Limited. Whereas, the Company does not hold any shares in Sumitomo Corporation.
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	<p>a) The proposed shareholding of the joint venture company shall be as follows:</p> <ul style="list-style-type: none"> <li>Trualt Bioenergy limited: <b>51%</b></li> <li>Sumitomo Corporation: <b>49%</b></li> </ul> <p>b) The Board of joint Venture Company Viz. Trualt Gas Private Limited shall consist of a maximum of 5 (five) Directors from amongst which: (i) 3 (three) Directors shall be nominated by Trualt Bioenergy Limited (“TBL Nominee Directors”); and (ii) 2 (two) Directors shall be nominated by Sumitomo Corporation (“Sumitomo Nominee Directors”) (collectively referred to as “Nominee Directors”).</p> <p>c) Any change in the capital structure of the Company shall require shareholders approval in terms of the JVA.</p> <p>d) Each Shareholder shall have the right to subscribe to the Equity Securities in its Commitment Ratio either directly and/or through one or more of its Affiliates.</p>
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	<p>Trualt Gas Private Limited is a subsidiary of Trualt Bioenergy Limited by virtue of its shareholding (i.e. 51%).</p> <p>However, the collaboration between the Parties is undertaken with the aim to set up the Company with an intent for the Company to be an independent value enhancing company to undertake the Business. and will</p>

		be an operating entity, with Shareholders positioned to strengthen, guide, and expand it as a standalone company. Towards this end, each Party shall use its reasonable endeavours to promote and develop the Business to the best advantage of the Company and provide the Company with all necessary support, resources, cooperation, and strategic input for the successful development of the Projects and expansion of the Company.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	The transaction will be carried out on arm’s length basis. The Parties will procure the relevant valuation reports as required under the applicable laws.
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	As per the SPA, Nirani Holdings Private Limited, an existing shareholder of Trualt Gas Private Limited shall transfer its entire shareholding to Sumitomo Corporation at an agreed price of Rs. 24/- per equity share which is a Fair Market Value (FMV) of the equity shares as determined by Mr. Gaurav Madhukar Vispute, an independent registered valuer having registration NO. IBBI IBBI/RV/06/2020/13515 and ICAI RVO M No. - ICAIRVO/06/RV-P00110/2020-2021 vide its report dated October 13, 2025.
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	NA
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.	NA