



NOTICE OF THE 20TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 20th Annual General Meeting of the members of TRANSWIND INFRASTRUCTURES LIMITED will be held on Friday, the 29th Day of September, 2017 at 04.00 P.M. at the Hotel Kells, Newyork Tower - A, Opp. Jain Derasar, S. G. Highway, Thaltej, Ahmedabad-380054

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year 2016-17 together with the Report of the Board of Directors and the Auditors' thereon.
2. To appoint Directors in place of Mr. Chandramadhav Pitamber Laldas (DIN: 02117091) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditor and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, M/s. J. T. Shah & Co., Chartered Accountants (Firm Registration No. 109616W) be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of this 20th Annual General Meeting (AGM) till the conclusion of the 25th AGM of the Company to be held in the year 2022, subject to ratification at every Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. **To approve appointment of Mr. Sanjay Dubey as Non- Executive Director**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable rules and provisions (including any modification and re-enactment thereof), if any, of the Companies Act, 2013, Mr. Sanjay Dubey (DIN: 02218614), who was appointed as an Additional Director with effect from 07 April, 2017, on the Board of the Company and who holds office upto ensuing Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Non- Executive Director of the company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

5. **To approve appointment of Mr. Kirtikumar Sheth as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and relevant provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification and re-enactment thereof), Mr. Kirtikumar Sheth (DIN: 06638276), who was appointed as an Additional Director with effect from 02nd May, 2017, on the Board of the Company, and who holds office upto ensuing Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation and to hold office from 02nd May, 2017, for a term of five consecutive years on the Board of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

6. To approve appointment of Ms. Shashikala Pandey as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Appointment and Qualification of Directors) Rules, 2014, and relevant provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification and re-enactment thereof), , Ms. Shashikala Pandey (DIN: 07801397), who was appointed as an Additional Director with effect from 02nd May, 2017, on the Board of the Company, and who hold office upto ensuing Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation and to hold office from 02nd May, 2017, for a term of five consecutive years on the Board of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

7. To approve appointment of Mr. Hemant Upadhyay as a Whole-time Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161, 196, 197, 198 203 read with schedule V and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration) Rules, 2014 ,and relevant provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification and re-enactment thereof), , Mr. Hemant Upadhyay (DIN: 02552272), who was appointed as additional director designated to be a Whole-time-director of the Company with effect from 1st September, 2017 by the Board of Directors of the Company and who holds office upto ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing his



candidature for the office of a Director, be and is hereby appointed as a Whole-time-director, liable to retire by rotation, for a period of Five years with effect from 1st September, 2017 for a remuneration of Rs. 100,000/- subject however to the ceiling of Rs. 250,000/-, including allowances, perquisites and other benefits as may be given under Company policy per month and such other terms and conditions as may be agreed by the Board and Mr. Hemant Upadhyay .

RESOLVED FURTHER THAT the Board is also authorised to revise terms and conditions of appointment including remuneration in mutual consultation with Mr. Hemant Upadhyay provided the remuneration in case of inadequacy or absence of profit in any financial year shall not exceed limits as specified in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to file necessary forms with Ministry of Corporate Affairs and to do all such acts, deeds and things as may be deemed necessary and incidental to give effect to the foregoing resolution.

Date: 01/09/2017
Place: Ahmedabad

By Order of Board,
For TRANSWIND INFRASTRUCTURES LIMITED

Registered Office:

74- Newyork Tower- A,
Opp. Jain Derasar, S. G. Highway,
Thaltej, Ahmedabad- 380054
Email: cs@transwind.in
Contact: 079-26854899
Web: www.transwind.in

CHANDRAMADHAV LALDAS
CHAIRMAN AND MANAGING DIRECTOR
(DIN: 02117091)

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

1. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 22nd day of September 2017 to Thursday, the 29th day of September 2017 (both days inclusive).



2. The Company has appointed M/s. Link Intime India Private Limited., as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as TRANSWIND INFRASTRUCTURES LIMITED.
3. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
4. Members are requested to bring their copies of the Annual Report to the Meeting.
5. Members desiring any information on accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready for reply.
6. TRANSWIND INFRASTRUCTURES LIMITED is concerned about the environment and utilizes natural resources in sustainable way. The Ministry of corporate Affairs (MCA), Government of India, through its circular nos. 17/2011 and 18/2011 , dated April 21, 2011 and April 29, 2011, respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance.

Recognizing the spirit of the circular pertaining to Green Initiatives, issued by the MCA, we henceforth propose to send documents like the notice convening the general meetings, financial statements, Directors' Report, Auditors' Report etc. to the email address provided by you with your depositories.

We request you to update, your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email.

7. Members holding shares in physical form are requested to notify to the company's Registrar and share Transfer Agent, M/s. Link Intime India Private Limited. quoting their folio, any change in their registered address with pin code and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant.
8. Corporate Members intending to send their authorized representatives under Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the Meeting.
9. In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.
10. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions.

Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of BSE Limited. Therefore Company is not providing e-voting facility to its shareholders.

11. The details of directors appointment or re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as below:

Particulars	Mr. Sanjay Dubey	Dr. K. N. Sheth	Ms. Shashikala Pandey	Mr. Hemant Upadhyay
DIN No.	02218614	06638276	07801397	02552272
Date of Birth	15/07/1976	21/12/1953	21/01/1992	01/02/1981
Date of Appointment on current position	07/04/2017	02/05/2017	02/05/2017	01/09/2017
Qualification	B.E. Electrical	M.E., PhD. Environmental Engineering	M. Com, MBA in Finance	-
Expertise in specific functional areas	Mr. Sanjay Dubey is Electrical Engineer having expert in conducting and executing Government Contractual work. He is specialized in the Airport Terminal related work.	Dr. K. N. Sheth is a M.E and Phd. In Environmental Engineering. He has a rich experience spanning over three decades in diverse fields, which covers construction of industrial buildings, roads & bridges, hotel projects, designing and executing Water Supply Network and Effluent Treatment Plants	Ms. Shashikala Pandey, is Master in Commerce and also holds MBA in Finance. She has varied experience in the field of Accounts and Finance. She has strong operations management skills. She is passionate about new ideas and initiatives.	Mr. Hemant Upadhyay has a vast, and efficient experience of more than 13 year in Infrastructures Development including Signal & Telecommunication system & network, Gas distributor network system and Infra Structural & Civil engineering structural development system.
List of other Companies in which directorship is held as on 31st March, 2017	NIL	NIL	NIL	NIL
Chairman/ Member of Committee of other Company	NIL	NIL	NIL	NIL
No. of Shares Held	12000	NIL	NIL	30000

Explanatory statement under Section 102 of the Companies Act, 2013.**Item No. 3**

With a regards to the IPO of the company and SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 a listed Company should have a Peer Review Auditor as a Statutory Auditor of the Company and due to that effect previous auditor have shown his unwillingness to re-appoint as a Statutory Auditor of the Company. The Audit Committee and the Board of Directors of the Company, in its meeting held on 1st September, 2017, recommended the appointment of J. T. Shah & Co., Chartered Accountants, (Firm Registration No 109616W.) as the new Statutory Auditors of the Company for a term of five years, to hold office up to the conclusion of the 25th Annual General Meeting of the Company.

Details of Appointee:

M/s J. T. Shah & Co. Chartered Accountant Firm situated at Ahmedabad, is having varied of experience of more than 50 years in the field of Company Audit, Tax Audit and Internal Audit, Company law matters.

Item No. 4**To approve appointment of Mr. Sanjay Dubey as Non- Executive Director**

The Board of Directors of the Company at its Meeting held on 07th April, 2017 has appointed Mr. Sanjay Dubey as an Additional Director designated as Non- Executive Directors of the Company in terms of provisions of the Companies Act, 2013.

As per Section 161 of the Companies Act, 2013 Mr. Sanjay Dubey can hold office upto the date of ensuing Annual General Meeting. The Company has received requisite notice in writing under section 160 of the Companies Act, 2013 along with requisite deposit of Rs. 1,00,000 from a member proposing candidature of Mr. Sanjay Dubey as Non-Executive Director of the Company, liable to retire by rotation. Consent to act as a Director as well as disclosure for non-disqualification as required under the Companies Act, 2013 have already been received from Mr. Sanjay Dubey.

Mr. Sanjay Dubey is businessman, 42 years of age and is a B.E. Electrical Engineer. He is a founder and proprietor of Abhishek Associates. Sanjay Dubey has started his own business in the field of Electrical Engineering by providing various supply services to the government authority and private authority from the year 2002, having specialized in the area of Airport related works.

As on the date of notice Mr. Sanjay Dubey hold 12000 Equity Shares in the Company.

Except Mr. Sanjay Dubey none other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out at Item no. 4 of the Notice.

The Board recommends the ordinary resolution set out at Item no. 4 to the Notice for approval of Members.

Item No. 5**To approve appointment of Mr. Kirtikumar Sheth as an Independent Director**

The Board of Directors of the Company at its Meeting held on 02nd May, 2017 has appointed Mr. Kirtikumar Sheth as an Additional Director designated as Independent Director of the Company in terms of provisions of the Companies Act, 2013.

As per Section 161 of the Companies Act, 2013 Mr. Kirtikumar Sheth can hold office upto the date of ensuing Annual General Meeting. The Company has received requisite notice in writing under section

160 of the Companies Act, 2013 along with requisite deposit of Rs. 1,00,000 from a member proposing candidature of Dr. Kirtikumar Sheth as Independent Director of the Company, not liable to retire by rotation. Consent to act as a Director as well as disclosure for non-disqualification and Disclosure of Independence as required under the Companies Act, 2013 have already been received from Dr. Kirtikumar Sheth.

Brief Profile of Mr. Kirtikumar Sheth:

Dr. K. N. Sheth represents a rare mix of experience in Government, Corporate Sector, Consulting and Academia. He joined as a Director Geetanjali Institute of Technical Studies, Geetanjali Udaipur on 21st Oct, 2016. Prior to this he was Director (Operations) of Adani Institute of Infrastructure Engineering (AIIE) Ahmedabad, Gujarat, India.

He has a rich experience spanning over three decades in diverse fields, which covers construction of industrial buildings, roads & bridges, hotel projects, designing and executing Water Supply Network and Effluent Treatment Plants. While working for the Government of Gujarat, as Executive Engineer, he was involved in construction of roads, bridges and tourism projects.

As on the date of notice Dr. Kirtikumar Sheth do not hold Equity Shares in the Company.

Except Dr. Kirtikumar Sheth none other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out at Item no. 5 of the Notice.

The Board recommends the ordinary resolution set out at Item no. 5 to the Notice for approval of Members.

Item No. 6

To approve appointment of Ms. Shashikalala Pandey as an Independent Director

The Board of Directors of the Company at its Meeting held on 02nd May, 2017 has appointed Ms. Shashikala Pandey as an Additional Director designated as Independent Director of the Company in terms of provisions of the Companies Act, 2013.

As per Section 161 of the Companies Act, 2013 Ms. Shashikala Pandey can hold office upto the date of ensuing Annual General Meeting. The Company has received requisite notice in writing under section 160 of the Companies Act, 2013 along with requisite deposit of Rs. 1,00,000 from a member proposing candidature of Ms. Shashikala Pandey as Independent Director of the Company, not liable to retire by rotation. Consent to act as a Director as well as disclosure for non-disqualification as required and Disclosure of Independence under the Companies Act, 2013 have already been received from Ms. Shashikala Pandey.

Brief Profile of Ms. Shashikala Pandey:

Ms. Shashikala Pandey, is an Additional (Independent) Director of the Company. She holds a Master Degree in Commerce from the Gujarat University. She has 2 years of experience in the field of Accounts and Finance. She has strong operations management skills. She is passionate about new ideas and initiatives.

As on the date of notice Ms. Shashikala Pandey do not hold Equity Shares in the Company.

Except Ms. Shashikala Pandey none other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out at Item no. 6 of the Notice.

The Board recommends the ordinary resolution set out at Item no. 6 to the Notice for approval of Members.

Item No. 7**To approve appointment of Mr. Hemant Upadhyay as a Whole-time Director**

The Board of Directors of the Company at its Meeting held on 1st September, 2017 has appointed Mr. Hemant Upadhyay as an additional Director designated as Whole-time Directors of the Company in terms of provisions of the Companies Act, 2013 for a period of 5 (Five) years with effect from 1st September, 2017 on terms and conditions including remuneration as recommended by Nomination and Remuneration Committee of the Board and approved by the Board. As per Section 161 of the Companies Act, 2013 Mr. Hemant Upadhyay can hold office upto the date of ensuing Annual General Meeting. Further as per provisions of Section 196 and 197 of the Companies Act, 2013, appointment and remuneration of Mr. Hemant Upadhyay requires approval of Members.

The Company has received requisite notice in writing under section 160 of the Companies Act, 2013 along with requisite deposit of Rs. 1,00,000 from a member proposing candidature of Mr. Hemant Upadhyay as Whole-time-director of the Company for a period of five years with effect from 1st September, 2017 and whose office shall be liable to retire by rotation. Consent to act as a Director as well as disclosure for non-disqualification as required under the Companies Act, 2013 have already been received from Mr. Hemant Upadhyay.

Brief profile of Mr. Hemant Upadhyay:

Mr. Hemant Upadhyay has rich and varied experience in the Industry and was associated with the Company for a long period of time and it would be in the interest of the Company to appoint Mr. Hemant Upadhyay as a Whole-time-director in the Company.

As on the date of notice Ms. Hemant Upadhyay hold 30000 Equity Shares in the Company.

Except Mr. Hemant UPadhyay none other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out at Item no. 7 of the Notice.

The Board recommends the Special Resolution set out at Item no. 7 to the Notice for approval of Members.

A. General Information**1. Nature of Industry:**

To undertake and execute turnkey contract for work including telecom infrastructures, civil constructions involving supply or use of machinery. The company is mainly working in the area of Railways Signaling and Telecommunication in addition to that the company also provide infrastructures facilities for Gas distribution network, laying of pipelines for water distribution and all types of pipelines and piping.

2. Date or expected date of commencement of commercial production

The Company was incorporated on May 16, 1997 under the Companies Act, 1956 and it started commercial production soon thereafter.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

4. Financial performance of the Company for F.Y. 2015-16 based on given indicators

Particulars	Rs. in Lacs
Turnover (Net Sales)	962.74
Operating Profit	32.87
Net Profit Before Tax	47.74
Debt Equity Ratio	0.24
Current Ratio	1.58
Net Worth	476.75

B. Foreign investments or collaborations, if any: N.A.

Information about the appointee:

1. Background details:

Mr. Hemant Upadhyay has over two decades of rich experience in the infrastructure industry with expertise in execution of S&T Projects and City Gas Distribution Projects. Also during his experience in the related field, he has played a very vital role in successful implementation of Laying of OFC/04 & 06 Quad jelly cables for Indian Railways Projects and Gas pipelines Projects of our renowned clients like MGL, IGL, GSPC, GGL etc.

2. Past remuneration

Not Applicable

3. Recognition or awards

Not Applicable

4. Job profile and his suitability

Mr. Hemant Upadhyay is specialize with onsite work and also in handling and dealing with outside agency. Being appointed as a Whole-Time Director he shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as and when conferred upon and vested in him as such. As a Whole - Time Director he shall undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

5. Remuneration proposed

Salary not exceeding Rs. 100,000/- per month.

6 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Hemant Upadhyay, Whole - Time Director of the Company, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

7 Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Beside the remuneration proposed, Mr. Hemant Upadhyay, Whole-Time Director of the Company, do not have any other pecuniary relationship with the Company.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act read with Schedule V to the Act, the terms of remuneration specified above are now being placed before



the members for their approval. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 3 years w.e.f. September 01, 2017. The Board recommends this Special Resolution for the approval of the Shareholders.

Except Mr. Hemant Upadhyay himself and his relatives to the extent of their shareholding in the Company, none of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution.

Date: 01/09/2017

By Order of Board,

Place: Ahmedabad

For TRANSWIND INFRASTRUCTURES LIMITED

Registered Office:

74- Newyork Tower- A,
Opp. Jain Derasar, S. G. Highway,
Thaltej, Ahmedabad- 380054
Email: cs@transwind.in
Contact: 079-26854899
Web: www.transwind.in

CHANDRAMADHAV LALDAS

CHAIRMAN AND MANAGING DIRECTOR

(DIN: 02117091)



**FORM NO MGT-11
PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)
CIN U45203GJ1997PLC032347

Name of the Company : TRANSWIND INFRASTRUCTURES LIMITED
Regd. Office: 74 New York Tower- A, Opp. Jain Derasar, S. G. Highway, Thaltej, Ahmedabad -380054 Email: cs@transwind.in
Website: www.transwind.in Tel. 91-79-26854899

Name of the Member(s) :	
Registered Address :	
E mail Id :	
Folio No / Client ID:	
DP ID :	

I / We, being the member(s) of shares of the above named company, hereby appoint:

- | | |
|----------------|-----------------------------------|
| (1) Name | Address..... |
| Email ID | Signature..... or failing him/her |
| (2) Name | Address..... |
| Email ID | Signature..... or failing him/her |
| (3) Name | Address..... |
| Email ID..... | Signature..... |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Friday, 29th September, 2017 at 04:00 p.m. at Hotel Kells, New York Tower – A, Opp. Jain Derasar, S. G. Highway, Thaltej, Ahmedabad 380054, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year 2016-17 together with the Report of the Board of Directors and the Auditors' thereon.
- To appoint Directors in place of Mr. Chandramadhav Pitamber Laldas (DIN: 02117091) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
- To appoint Statutory Auditor and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s).

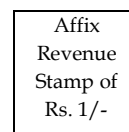
SPECIAL BUSINESS:

- To approve appointment of Mr. Sanjay Dubey as Non- Executive Director.
- To approve appointment of Mr. Kirtikumar Sheth as an Independent Director.
- To approve appointment of Ms. Shashikala Pandey as an Independent Director.
- To approve appointment of Mr. Hemant Upadhyay as a Whole-time Director.

Signed this _____ day September, 2017.

Signature of Shareholder

Signature of Proxy holder.....



NOTE: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



TRANSWIND INFRASTRUCTURES LIMITED

CIN U45203GJ1997PLC032347

Regd. Office: 74 New York Tower- A, Opp. Jain Derasar, S. G. Highway, Thaltej, Ahmedabad -380054 Email: cs@transwind.in
Website: www.transwind.in Tel. 91-79-26854899

BALLOT FORM

Name of the Member(s) :	
Registered Address :	
E mail Id :	
No. of Shares:	
Folio No / Client ID:	
DP ID :	

I/We hereby exercise my/our vote in respect to the Ordinary/Special Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the right mark (√) at the appropriate box below:

Sr. No.	Item	Nature of Resolution	Assent (for)	Dissent (Against)
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year 2016-17 together with the Report of the Board of Directors and the Auditors' thereon.	Ordinary		
2.	To appoint Directors in place of Mr. Chandramadhav Pitamber Laldas (DIN: 02117091) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.	Ordinary		
3.	To appoint Statutory Auditor and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s).	Ordinary		
4.	To approve appointment of Mr. Sanjay Dubey as Non- Executive Director.	Ordinary		
5.	To approve appointment of Mr. Kirtikumar Sheth as an Independent Director.	Ordinary		
6.	To approve appointment of Ms. Shashikala Pandey as an Independent Director.	Ordinary		
7.	To approve appointment of Mr. Hemant Upadhyay as a Whole-time Director.	Special		

Place:

Date:

Signature of Member



TRANSWIND INFRASTRUCTURES LIMITED

CIN U45203GJ1997PLC032347

Regd. Office: 74 New York Tower- A, Opp. Jain Derasar, S. G. Highway, Thaltej, Ahmedabad -380054 Email: cs@transwind.in
Website: www.transwind.in Tel. 91-79-26854899

ATTENDENCE SLIP

Name of the member(s):

Registered Address:

Folio No	
No. of Shares	

*DP ID	
*Client ID	

* Applicable to holders holding shares in demat/electronic form

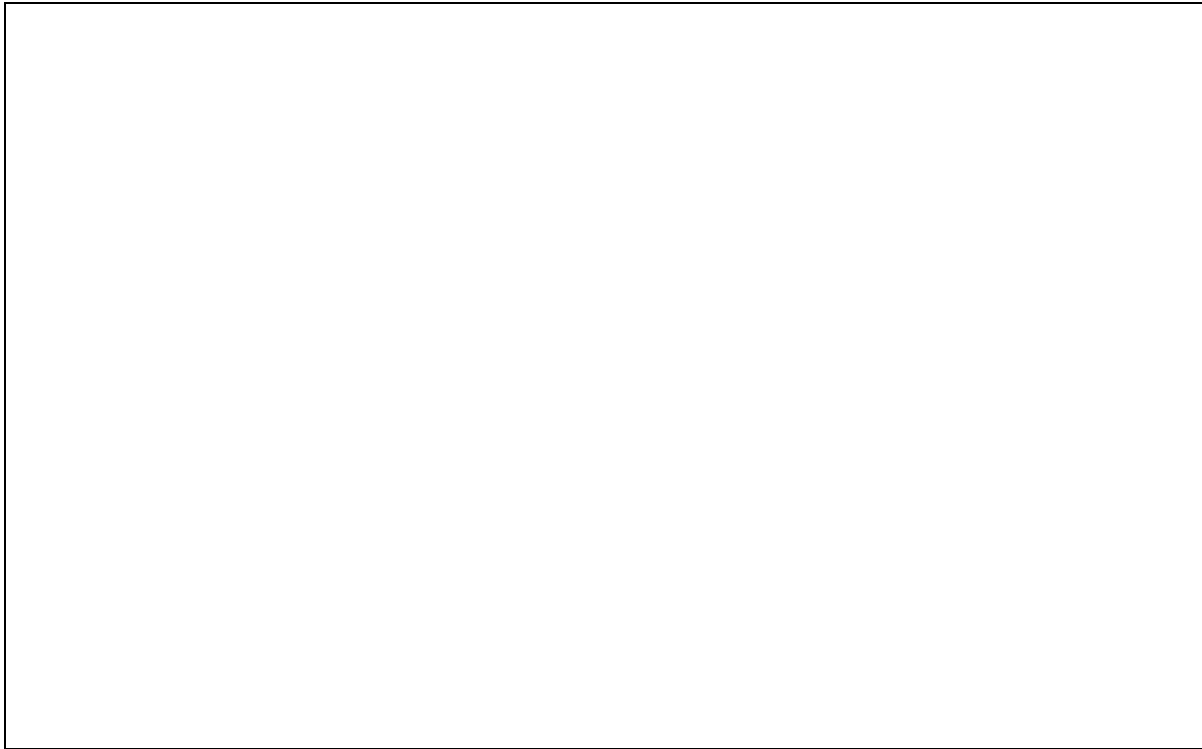
I, hereby record my attendance at the 20th Annual General Meeting of the Company held on Friday, 29th September, 2017 at Hotel Kells, New York Tower - A, Opp. Jain Derasar, S. G. Highway, Thaltej, Ahmedabad - 380054, Gujarat at 04:00 P.M.

Shareholders Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.
2. Members signature should be in accordance with the specimen signature in the Register of Members of the Company.

Rout location of the venue of Annual General Meeting



Landmark : Newyork Tower, Thaltej