

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L45203GJ1997PLC032347

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCT3026D

(ii) (a) Name of the company

TRANSWIND INFRASTRUCTURE

(b) Registered office address

74, NEW YORK TOWER-A
OPP. JAIN DERASAR, S. G. HIGHWAY, THALTEJ
AHMEDABAD
Ahmedabad
Gujarat
380054

(c) *e-mail ID of the company

cs@transwind.in

(d) *Telephone number with STD code

07926854899

(e) Website

www.transwind.in

(iii) Date of Incorporation

16/05/1997

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 29/09/2018

(b) Due date of AGM 30/09/2018

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	7,000,000	6,689,000	6,689,000	6,689,000
Total amount of equity shares (in Rupees)	70,000,000	66,890,000	66,890,000	66,890,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARE OF RS. 10/- EACH				
Number of equity shares	7,000,000	6,689,000	6,689,000	6,689,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	70,000,000	66,890,000	66,890,000	66,890,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	283,300	2,833,000	2,833,000	

Increase during the year	6,405,700	64,057,000	64,057,000	0
i. Public Issues	2,700,000	27,000,000	27,000,000	
ii. Rights issue	0	0	0	0
iii. Bonus issue	3,590,100	35,901,000	35,901,000	
iv. Private Placement/ Preferential allotment	115,600	1,156,000	1,156,000	
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	6,689,000	66,890,000	66,890,000	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			4,011,222
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			22,344,984
Deposit			0
Total			26,356,206

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

143,743,323

(ii) Net worth of the Company

149,123,322

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,765,000	26.39	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,278,000	19.11	0	
10.	Others	0	0	0	
	Total	3,043,000	45.5	0	0

Total number of shareholders (promoters)

21

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,710,114	25.57	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,848,050	27.63	0	
10.	Others Clearing members	87,836	1.31	0	
	Total	3,646,000	54.51	0	0

Total number of shareholders (other than promoters)

276

**Total number of shareholders (Promoters+Public/
Other than promoters)**

297

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	10	21
Members (other than promoters)	2	276
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	2	0	1	0	0.45	0
B. Non-Promoter	1	0	1	3	0.18	0.18
(i) Non-Independent	1	0	1	1	0.18	0.18
(ii) Independent	0	0	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	0	2	3	0.63	0.18

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SANJAY NARBADA DU	02218614	Director	12,000	
HEMANT RAMCHANDR	02552272	Whole-time directo	30,000	
DUBEY KUMAR PANKA	07787184	Whole-time directo	12,000	
KIRTUKUMAR SHETH	06638276	Director	0	31/08/2018
SHASHIKALA VINOD P	07801397	Director	0	
JAYDEV SHUKLA	CMEPS7189C	Company Secretar	0	31/05/2018
MIMIKSHA ANKITKUM	AJKPS7261E	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

13

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SANJAY NARBADA DU	02218614	Additional director	07/04/2017	Appointment
HEMANT RAMCHANDR	02552272	Additional director	01/09/2017	Appointment
KIRTUKUMAR SHETH	06638276	Additional director	02/05/2017	Appointment
SHASHIKALA VINOD P	07801397	Additional director	02/05/2017	Change in Designation
SHASHIKALA VINOD P	07801397	Director	29/09/2017	Appointment
DUBEY KUMAR PANKAJ	07787184	Whole-time director	07/04/2017	Appointment
HEMANT RAMCHANDR	02552272	Whole-time director	02/05/2017	Cessation
BHOOMINATH PANDE	02354242	Whole-time director	02/05/2017	Cessation
CHANDRAMADHAV PILLAI	02117091	Whole-time director	02/02/2018	Cessation
CHANDRAMADHAV PILLAI	02117091	Whole-time director	07/04/2017	Change in Designation
SANJAY NARBADA DU	02218614	Director	29/09/2017	Change in Designation
HEMANT RAMCHANDR	02552272	Whole-time director	29/09/2017	Change in Designation
KIRTUKUMAR SHETH	06638276	Director	29/09/2017	Change in Designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General Meeting	22/04/2017	14	6	42.85
Extra-Ordinary General Meeting	04/05/2017	38	7	18.42
Annual General Meeting	29/09/2017	296	16	4.04

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/04/2017	3	3	100
2	02/05/2017	3	3	100
3	05/05/2017	5	3	60
4	08/05/2017	5	3	60
5	05/06/2017	5	3	60
6	19/06/2017	5	3	60
7	23/06/2017	5	3	60
8	08/07/2017	5	3	60
9	01/09/2017	5	5	100
10	14/11/2017	6	6	100
11	04/01/2018	6	3	50
12	12/02/2018	5	3	60

C. COMMITTEE MEETINGS

Number of meetings held

5

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	01/09/2017	3	3	100
2	Audit Committee	27/10/2017	3	3	100
3	Audit Committee	13/11/2017	3	3	100
4	STAKELOLDE	13/10/2017	3	2	66.67
5	STAKELOLDE	27/02/2018	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/09/2018
								(Y/N/NA)
1	SANJAY NAR	11	10	90.91	2	1	50	Yes
2	HEMANT RAM	5	5	100	0	0	0	Yes
3	DUBEY KUMA	11	10	90.91	1	1	100	Yes
4	KIRTUKUMAF	10	2	20	3	3	100	No
5	SHASHIKALA	10	2	20	5	5	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHANDRA MADHA	Whole-time Dire	275,200	0	0	0	275,200
2	HEMANT UPADHY	Whole-time Dire	806,452	0	0	0	806,452
3	Pankaj Kumar Dube	Whole-time Dire	590,000	0	0	0	590,000
4	Bhoominath Pandey	Whole-time Dire	106,452	0	0	0	106,452
	Total		1,778,104	0	0	0	1,778,104

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shatrujeet Pandey	CEO	2,400,000	0	0	0	2,400,000
2	Mimiksha Desai	CFO	428,400	0	0	0	428,400
3	Jaydev Shukla	CS	205,632	0	0	0	205,632
	Total		3,034,032	0	0	0	3,034,032

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sanjay Dubey	Non-Executive [0	0	0	75,000	75,000
2	Kirtikumar Sheth	Independent Dir	0	0	0	15,000	15,000
3	Shashikala Pandey	Independent Dir	0	0	0	15,000	15,000
	Total		0	0	0	105,000	105,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

BINITA PATEL

Whether associate or fellow

Associate Fellow

Certificate of practice number

21456

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

PANKAJKU
MAR N
DUBE
Digitally signed by
PANKAJKUMAR N
DUBE
Date: 2018.12.28
17:22:11 +05'30'

DIN of the director

07787184

To be digitally signed by

Hardikkumar
Dhirubhai
Jetani
Digitally signed by
Hardikkumar
Dhirubhai Jetani
Date: 2018.12.28
17:22:58 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

List of attachments

Attach
Attach
Attach
Attach

List of Shareholders_31032018_TIL.pdf
 MGT-8_TIL_2017-18.pdf
 NOTE ON TRANSFER OF SHARES.pdf
 Prescrutiny Error.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Auto-approved By

