



Date: 14/02/2020

To,
The Manager – Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Dear Sir/Madam,

Ref.: Script Code: TRANSWIND, ISIN: INE792X01016

Subject: Notice of the Extraordinary General Meeting of Members

Ref.: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject matter and pursuant to provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the Extraordinary General Meeting of the members of the Company to be held on Monday, 9th March, 2020 at 04.00 P.M. at the Registered Office of the Company situated at 74, Newyork Tower-A, Opp. Jain Derasar, S. G. Highway, Thaltej, Ahmedabad – 380054, Gujarat, India.

Further, the Company has fixed 6th March, 2020 as record date for the purpose of this Extraordinary General Meeting.

This is for your information and record.

Thanking you,

Yours truly,

For Transwind Infrastructures Limited

Swati Jain

Swati Jain
Company Secretary &
Compliance Officer
Mem. No.: A57385



Encl.: A/a



NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given the Extraordinary General Meeting of the members of TRANSWIND INFRASTRUCTURES LIMITED will be held on Monday, 9th March, 2020 at 04.00 P.M. at the Registered Office of the Company situated at 74, Newyork Tower-A, Opp. Jain Derasar, S. G. Highway, Thaltej, Ahmedabad - 380054, Gujarat, India, to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Statutory Auditors to fill casual vacancy

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors, M/s. N K Aswani & Co. (Firm Registration No.: 100738W), Chartered Accountants, Ahmedabad be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. J. T. Shah & Co. (Firm Registration No.: 109616W), Chartered Accountants, Ahmedabad.

RESOLVED FURTHER THAT M/s. N K Aswani & Co. (Firm Registration No.: 100738W), Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to hold the office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2020 on such remuneration as may be fixed by the Board of Directors in consultation with them."

By order of the Board,

For Transwind Infrastructures Limited,

Date: 14th February, 2020

Place: Ahmedabad



SWATI JAIN
COMPANY SECRETARY

Registered Office:

74, Newyork Tower- A,
Opp. Jain Derasar, S. G. Highway,

Reg. Office : 74, New York Tower A, Opp. Jain Derasar, S.G. Highway, Thaltej, Ahmedabad, Gujarat 380054

Email : transwindho@transwind.in **Website :** www.transwind.in **Phone :** 079-26854899

CIN : L45203GJ1997PLC032347

Thaltej, Ahmedabad- 380054
Email: cs@transwind.in
Contact: 079-26854899
Web: www.transwind.in

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 MGT-11 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 Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. The Company has fixed 6th March, 2020 as record date for the purpose of this Extra Ordinary General Meeting and a Member whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on 6th March, 2020 only shall be entitled to vote at the Extraordinary General Meeting.
3. 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.
4. Members/proxies are requested to bring their attendance slip duly filled in along with Notice to Extraordinary General Meeting.
5. Members holding shares in physical forms are requested to dematerialize their shareholding to avoid inconvenience and eliminate all risk associated with physical shares. Member can contact the Company or the Company's Registrar and Transfer Agent, M/s. Link Intime India Private Limited, for assistance in this regard.
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, its explanatory statement, etc. to the email address provided by you with your depositories.

Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.

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. Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website www.transwind.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: mail to: cs@transwind.in.
11. As per Notification issued by Ministry of Corporate Affairs dated 19th 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.

Further, no such provision is specified in SME Equity Listing Agreement. As the Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE Limited is not providing e-voting facility to its shareholders.

12. The route map showing directions to reach the venue of the Extraordinary General Meeting is annexed.

EXPLANATORY STATEMENT

[Pursuant to section 102(1) of the Companies Act, 2013]

In accordance with the provisions of Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice:

Item No. 1: Appointment of Statutory Auditors to fill casual vacancy

M/s. J. T. Shah & Co. (Firm Registration No.: 109616W), Chartered Accountants have tendered their resignation from the position of Statutory Auditors due to non- revision of Audit Fees for FY. 2019-20 as requested by them considering business operations, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor needs to be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s. N K Aswani & Co. (Firm Registration No.: 100738W), Chartered Accountants, Ahmedabad be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. J. T. Shah & Co., Chartered Accountants.

M/s. N K Aswani & Co. (Firm Registration No.: 100738W), Chartered Accountants, have given their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board recommends the Ordinary Resolution set out at Item no. 1 to the Notice for approval of Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

By order of the Board,

For Transwind Infrastructures Limited

Date: 14th February, 2020

Place: Ahmedabad



Swati Jain

SWATI JAIN
COMPANY SECRETARY

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

TRANSWIND INFRASTRUCTURES LIMITED

CIN: L45203GJ1997PLC032347

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

ATTENDANCE SLIP

(To be presented at the entrance)

I/We, hereby record my/our presence at the Extraordinary General Meeting of the Company to be held on Monday, 9th March, 2020 at 04.00 P.M. at the Registered Office of the Company situated at 74, Newyork Tower-A, Opp. Jain Derasar, S. G. Highway, Thaltej, Ahmedabad - 380054, Gujarat, India.

Folio No./DP ID No./Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of this Notice for reference at the Meeting.

TRANSWIND INFRASTRUCTURES LIMITED

CIN: L45203GJ1997PLC032347

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

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)

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

I / We, being the member(s) holdingequity 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 Extraordinary General Meeting of the Company, to be held on Monday, 9th March, 2020 at 04.00 P.M. at the Registered Office of the Company situated at 74, Newyork Tower-A, Opp. Jain Derasar, S. G. Highway, Thaltej, Ahmedabad - 380054, Gujarat, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For*	Against*
Special Business			
1.	Appointment of Statutory Auditors to fill casual vacancy		

Signed this _____, 2020.

Signature of Shareholder

Signature of Proxy holder(s).....

Affix
Revenue
Stamp of
Re. 1/-

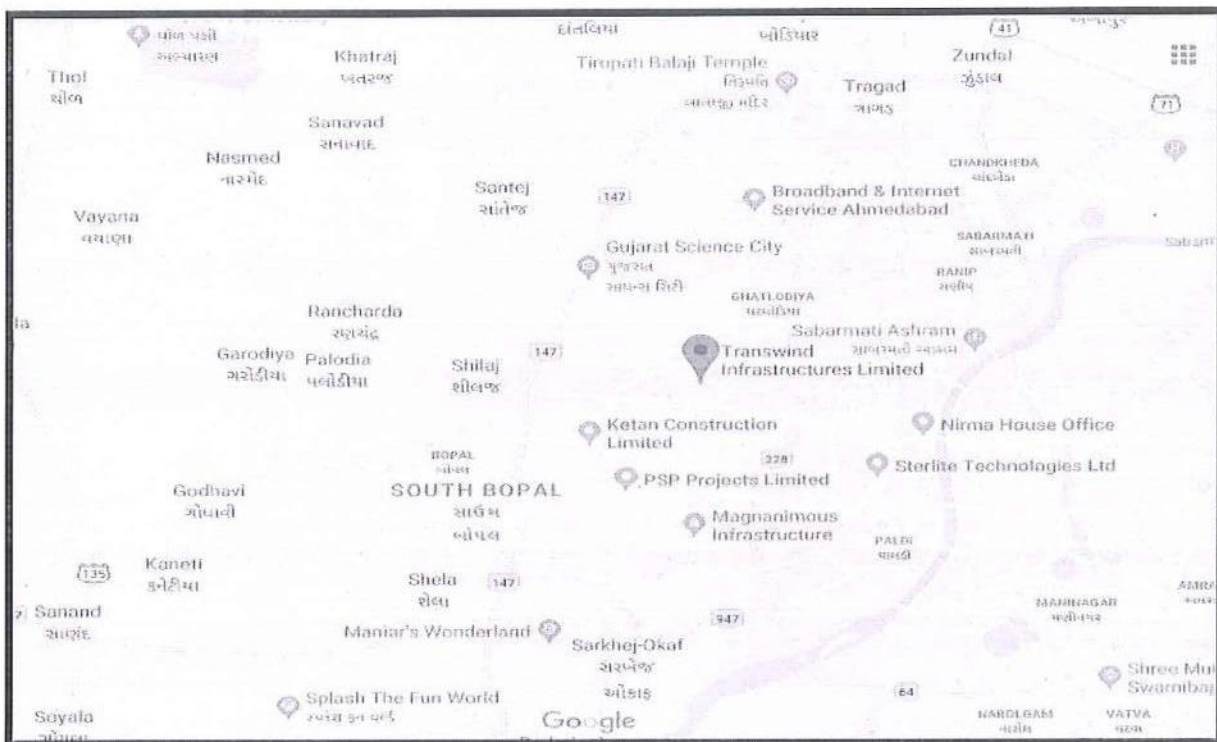
***NOTE:**

1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the

total Share Capital of the Company carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as Proxy for any other Member.

3. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at 74, New York Tower-A, Opp. Jain Derasar, S. G. Highway, Thaltej, Ahmedabad-380054 not less than FORTY-EIGHT HOURS before the commencement of the aforesaid meetin.

Route location of the venue of the Annual General Meeting:



Landmark: Newyork Tower, Thaltej