



4th September, 2023

Listing Department,
National Stock Exchange Limited
Exchange Plaza, C-1 Block-G
Bandra Kundra Complex,
Bandra (E), Mumbai – 400 051

SYMBOL: TRANSWIND

Dear Sir;

Sub: Submission of Notice of 26th Annual General Meeting of Transwind Infrastructures Limited

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, we are enclosing herewith Notice of 26th Annual General Meeting of Transwind Infrastructures Limited.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,

FOR TRANSWIND INFRASTRUCTURES LIMITED

PANKAJ KUMAR DUBEY
WHOLE-TIME DIRECTOR
DIN: 07787184

Encl: As above

NOTICE OF THE 26TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26th Annual General Meeting of the members of M/s. Transwind Infrastructures Limited will be held on Tuesday, the 26th September, 2023 at 01.00 P.M. at Hotel Kells, New York Tower A Sarkhej - Gandhinagar Highway, Thaltej, Ahmedabad, Gujarat 380054 to transact following business;

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2023 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as an Ordinary Resolution:
2. To appoint a Director in place of Mr. Mithilash Koushal Dubey (DIN: 00821704) who retires by rotation and being eligible offered himself for re-appointment, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) as amended from time to time, Mr. Audhesh Shivpujan Pandey (DIN – 09765812), an Independent Director of the Company, who was appointed as an Additional Director by the Board of Directors with effect from 14th November 2022 pursuant to provisions of Section 161(1) of the Companies Act, 2013 as amended from time to time and in accordance with the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 14th November 2022 to 13th November 2027 considering the recommendation made by the Nomination and Remuneration Committee of the Company and approval of the Board of Directors in this regard.”
4. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company do hereby accord its approval to the reappointment of Mr. Pankaj Kumar Dubey as Whole Time Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 21st August 2023 to 20th August, 2026 on the terms and conditions and the remuneration (which have been approved by Nomination and Remuneration Committee) and that he be paid remuneration (even in the year of losses or inadequacy of profit) by way of Salary, perquisites and Commission not exceeding the amount thereof as set out in the Explanatory Statement which is permissible under Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the extent and scope of Salary and Perquisites as specified in the Explanatory Statement be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Whole Time Director without the matter being referred to the Company in General Meeting again.”
5. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company do hereby accord its approval to the reappointment of Mr. Niranjan Singh Rajputas Whole Time Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 21st August 2023 to 20th August, 2026 on the terms and conditions and the remuneration (which have been approved by Nomination and Remuneration Committee) and that he be paid remuneration (even in the year of losses or inadequacy of profit) by way of Salary, perquisites and Commission not exceeding the amount thereof as set out in the Explanatory Statement which is permissible under Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the extent and scope of Salary and Perquisites as specified in the Explanatory Statement be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Whole Time Director without the matter being referred to the Company in General Meeting again.”

6. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:
- “RESOLVED THAT in super session of all the earlier resolutions passed, if any, consent of the members of the Company pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Articles of the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, be and is hereby accorded to the Board of Directors of the Company to borrow any sums of money, from time to time from any one or more of the Company's bankers and/or from any other persons, firms, bodies corporate or financial institutions whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise whether unsecured or secured so that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, however that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 25 Crores (Rupees Twenty Five Crores only).”
7. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:
- “RESOLVED THAT subject to approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to mortgage or charge by the Board of Directors of the Company of all the immovable and movable properties of the Company wheresoever situated, present and future, and/or conferring power to enter upon and to take possession of assets of the Company in certain events, to or in favour of any Bank, Financial Institution or any other lender to secure Financial Assistance up to Rs. 25 Crores (Rupees Twenty Five Crores only) that may be lent/advanced to the Company by such Bank, Financial Institution or such other lender together with interest thereon at the rate, compound interest, additional interest, liquidated damages, costs, charges, expenses and other monies payable by the Company to Bank, Financial Institution or any such lender under Financial Assistance Agreement to be entered into by the Company in respect of the such Financial Assistance.”
- “RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorised to finalise with the Bank, Financial Institution or any such lender the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution.”
8. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:
- “RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 25 Crores (Rupees Twenty Five Crores only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.
- RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of director be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

9. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with following related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 10 Crore for the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

Name of Related Parties	Nature of Relationship	Nature of Transaction	Maximum Aggregate Value of Related Party transaction(s),
M.V. Omni Projects (India) Ltd	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	1. Availing/Rendering of Services	10 Crore
Divine Infracon	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	2. Given / Availed Contracting and Sub-Contract	
SGH Buildcon Pvt. Ltd.	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	3. Purchase and Sale of Goods	
		4. Reimbursement of expenses (receivable or payable)	

RESOLVED further that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

Date: 21.08.2023
Place: Ahmedabad

By order of the 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

Sd/-
Seema Luniya
Company Secretary

NOTES:

1. The Annual General Meeting will be held at the said venue by strictly adhering to the Social Distancing Norms and other Safety Protocols including face masks, hand sanitization, Infrared Thermometer etc. as per the latest guidelines/advisories/SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF AND THE 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 a 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. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the Annual General Meeting is annexed to this Notice.
5. Pursuant to the provision of Section 91 of the Companies Act, 2013, the Company has fixed **Tuesday, 19th September, 2023 as the Record Date (i.e cutoff date)** for taking records of the Members of the Company for the purpose of 26th Annual General Meeting.
6. The Register of members and Share Transfer Books of the Company will remain closed from **Wednesday 20th September 2023, to Tuesday 26th September, 2023** (both days inclusive),
7. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 AM to 3:00 PM up to the date of conclusion of AGM.
8. Members/Proxies should bring the attendance slip duly filled in and signed for attending the AGM. Duplicate attendance slip will not be provided at the hall.
9. As per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the brief profile of the Directors including those proposed to be re-appointed is annexed to this Notice.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT account.
11. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
12. Members can inspect the register of Director and Key Managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the AGM at the venue.
13. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
14. In case of the joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).

16. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. Further in consonance with the MCA Circulars and the SEBI Circular dated May 12, 2020, in view of COVID-19 pandemic, the Notice of AGM and the Annual Report for the Financial Year 2022-2023 is being sent only through electronic mode to all the Shareholders. The Notice of AGM and the copies of audited financial statements, Board's Report, Auditor's Report etc. will also be displayed on Company's website www.transwind.in and on the website of National Stock Exchange of India (NSE) www.nseindia.com. As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.

17. E- VOTING PROCESS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company is pleased to provide members facility to exercise their right to vote at the **26th Annual General Meeting** by electronic means and business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). It is hereby clarified that it is not mandatory for a member to vote using the E-voting facility and a member may avail of the facility at his/her discretion, subject to compliance with the instruction for E-Voting given below. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link www.evoting.nsd.com or www.transwind.in.

The remote e- voting facility will be available during the following voting period:

The voting period **begins on at 9.00 a.m. on 23rd September, 2023 and ends at 5:00 p.m. on 25th September, 2023**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 19th September, 2023 may cast their vote electronically.

During this period shareholders of the Company, holding shares as on **the cut-off date i.e. Tuesday, 19th September, 2023** may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company **as on the cut-off date i.e. Tuesday, 19th September, 2023**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares **as of the cut-off date i.e. Tuesday, 19th September, 2023**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.




How Do I Vote Electronically Using NSDL E-Voting System?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individualshareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id intheir demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholdersholding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile. Once thehome page of e-Voting system is launched, click on theicon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open.You will have to enter your User ID (i.e. your sixteen digitdemat account number hold with NSDL), Password/OTPand a Verification Code as shown on the screen. Aftersuccessful authentication, you will be redirected to NSDLDepository site wherein you can see e-Voting page. Clickon company name or e-Voting service provider i.e. NSDLand you will be redirected to e-Voting website of NSDL forcasting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL MobileApp “NSDL Speede” facility by scanning the QR codementioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33</p>

B. Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares indemat account with NSDL.	8 Character DP ID followed by 8Digit Client ID For example if your DP ID isIN300*** and Client ID is 12***** then your user ID isIN300***12*****.
b. For Members who hold shares indemat account with CDSL.	16 Digit Beneficiary ID For example if your BeneficiaryID is 12***** then your user ID is12*****.
c. For Members holding shares inPhysical Form.	EVEN Number followed by FolioNumber registered with thecompany For example if folio number is001*** and EVEN is 101456then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password'and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

(I) If your email ID is registered in your demat account or with the company, your 'initial password' is communicatedto you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open theattachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDLaccount, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf filecontains your 'User ID' and your 'initial password'.

(II) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whoseemail ids are not registered.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL)option available on www.evoting.nsd.com
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and yourregistered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting systemof NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and who’s voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csabprofessional@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@transwind.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@transwind.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

OTHER INSTRUCTION/INFORMATION

- a) Mr. Abhishek Chhajed, Partner of M/s. SCS and Co. LLP, Company Secretaries, Ahmedabad has been appointed as the Scrutinizer to scrutinize the remote e-voting & e-voting process in a fair and transparent manner.
- b) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. www.transwind.in and on the website of NSDL after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Stock Exchange viz. National Stock Exchange of India Limited.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

ANNEXURE TO NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS MENTIONED IN THE NOTICE OF 26TH ANNUAL GENERAL MEETING DATED 26TH SEPTEMBER, 2023:****IN RESPECT OF ITEM NO. 3:**

Mr. Audhesh Shivpujan Pandey (DIN – 09765812), was appointed as an Independent Director of the Company by the Board of Directors of the Company w.e.f. 14th November 2022 pursuant to provisions of Section 149 and 161 of the Companies Act 2013 to hold office upto the date of the ensuing Annual General Meeting.

The Company has received a Notice in writing from a Member of the Company under Section 160 (1) of the Companies Act, 2013 proposing the candidature of Mr. Audhesh Shivpujan Pandey for the office of Director of the Company.

In the opinion of the Board, Mr. Audhesh Shivpujan Pandey fulfils the conditions specified in the Companies Act, 2013 and SEBI - Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mr. Audhesh Pandey, aged 65 years, is holding Master Degree in Arts from Gujarat University. His profile includes the vast experience of more than 40 years in the field of Administration, Labour Law, Legal, Banking, and Insurance as well project execution and other related matters.

Details of Mr. Audhesh Pandey are provided in the “Annexure” to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

In view of above and also considering the recommendation of Nomination and Remuneration Committee of the Company for appointment of Mr. Audhesh Shivpujan Pandey as Independent Director of the Company for a consecutive term of five years period w.e.f. 14th November 2022 till 13th November, 2027, on basis of his skills, extensive and enriched experience in diverse areas and suitability to the Company and fulfilling the criteria of his independence under Section 149(6) of Companies Act, 2013 read with Schedule IV thereto and Regulation 16(1)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said Resolution No. 3 is being recommended by the Board of Directors to the members of the Company for their consideration and accord approval thereto by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Audhesh Shivpujan Pandey, relating to his own appointment, may be deemed to be concerned or interested in the Resolution stated at item No. 3 of the Notice.

IN RESPECT OF ITEM NO. 4:

Shareholders are being informed that the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 21st August 2023 have reappointed Mr. Pankaj Kumar Dubeyas Whole Time Director for a period of 3 years i.e. from 21st August 2023 to 20th August, 2026 subject to approval of members.

The major terms of the remuneration of Whole Time Director are as under:

I. PERIOD:

The term of the Whole Time Director shall be for a period of three years from 21st August 2023 to 20th August, 2026.

II. REMUNERATION:**A. SALARY:**

The Whole Time Director shall be entitled to monthly salary up to Rs. 75,000/- inclusive of all Perquisites and Commission with annual increment up to 10% with the approval by the Board.

III. The Whole Time Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.

IV. DUTIES:

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Whole Time Director shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The headquarter of the Whole Time Director shall be at Ahmedabad or at such place as the Board of Directors may decide from time to time.

V. TERMINATION:

The Whole Time Director may be removed from his office for gross negligence, breach of duty or trust if the Company in its General Meeting to that effect passes a special Resolution. The Whole Time Director may resign from his office by giving 30 days' notice to the Company.

VI. COMPENSATION:

In the event of termination of office of Whole Time Director takes place before the expiration of tenure thereof, Whole Time Director shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 202 of the Companies Act, 2013.

The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013:

Sr. No	Particulars	Information
I	GENERAL INFORMATION	
1	Nature of industry	Infrastructure industry
2	Date or expected date of commencement of commercial production	Already Commenced
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 based on given indicators	Rs. 24.17 Crore turnover (2022-23)
5	Foreign investments or collaborations, if any.	NIL
II	INFORMATION ABOUT THE APPOINTEE	
1	Background details	Graduate from Deen Dayal Upadhyay Gorakhpur University, Gorakhpur
2	Past remuneration	Rs. 75000 p.m. including Perquisites
3	Recognition or awards	-
4	Job profile and his suitability	Experience of 20 years in execution of S & T Projects and City Gas Distribution Projects and day to day administrative operations of the Company.
5	Remuneration proposed	Up to Rs. 75000 p.m. including Perquisites with annual increment up to 10% with the approval by the Board.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t the country of his origin.)	Remuneration is in commensurate with experience & qualifications.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel , if any	Mr. Pankaj Kumar Dubeyis the Whole Time Director of the Company.
III	OTHER INFORMATION	
1	Expected increase in productivity and profits in measurable terms	Turnover expected to increase

IV	DISCLOSURES	
1	The following disclosure shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the annual report:	Yes
1(i)	All elements of remuneration package such as salary, benefits, bonuses, stock, stock options, pension, etc., of all the directors;	As mentioned above
1(ii)	Details of fixed component and performance linked incentives along with the performance criteria;	No performance linked incentives.
1(iii)	Service contracts, notice period, severance fees;	30 days' Notice.
1(iv)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable;	N.A.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Pankaj Kumar Dubey, relating to his own reappointment, may be deemed to be concerned or interested in the Resolution stated at item No. 4 of the Notice.

The Board recommends the resolution for your approval as a Special Resolution.

IN RESPECT OF ITEM NO. 5:

Shareholders are being informed that the Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 21st August 2023 have reappointed Mr. Niranjansingh Rajputas Whole Time Director for a period of 3 years i.e. from 21st August 2023 to 20th August, 2026 subject to approval of members.

The major terms of the remuneration of Whole Time Director are as under:

I. PERIOD:

The term of the Whole Time Director shall be for a period of three years from 21st August 2023 to 20th August, 2026.

II. REMUNERATION:

A. SALARY:

The Whole Time Director shall be entitled to monthly salary up to Rs. 55,000/- inclusive of all Perquisites and Commission with annual increment up to 10% with the approval by the Board

III. The Whole Time Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.

IV. DUTIES:

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Whole Time Director shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to her by the Board of Directors from time to time. The headquarter of the Whole Time Director shall be at Ahmedabad or at such place as the Board of Directors may decide from time to time.

V. TERMINATION:

The Whole Time Director may be removed from his office for gross negligence, breach of duty or trust if the Company in its General Meeting to that effect passes a special Resolution. The Whole Time Director may resign from his office by giving 30 days' notice to the Company.

VI. COMPENSATION:

In the event of termination of office of Whole Time Director takes place before the expiration of tenure thereof, Whole Time Director shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 202 of the Companies Act, 2013.

The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013:

Sr. No	Particulars	Information
I	GENERAL INFORMATION	
1	Nature of industry	Infrastructure industry
2	Date or expected date of commencement of commercial production	Already Commenced
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 based on given indicators	Rs. 24.17 Crore turnover (2022-23)
5	Foreign investments or collaborations, if any.	NIL
II	INFORMATION ABOUT THE APPOINTEE	
1	Background details	Graduate from Bhagalpur University, Bihar.
2	Past remuneration	Rs. 55000 p.m. including Perquisites
3	Recognition or awards	-
4	Job profile and his suitability	Experience of 15 years in execution of infrastructure Project.
5	Remuneration proposed	Up to Rs. 55000 p.m. including Perquisites with annual increment up to 10% with the approval by the Board.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t the country of his origin.)	Remuneration is in commensurate with experience & qualifications.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel , if any	Mr. Niranjn Singh Rajput is the Whole Time Director of the Company.
III	OTHER INFORMATION	
1	Expected increase in productivity and profits in measurable terms	Turnover expected to increase
IV	DISCLOSURES	
1	The following disclosure shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any , attached to the annual report:	Yes
1(i)	All elements of remuneration package such as salary, benefits, bonuses, stock, stock options, pension, etc., of all the directors;	As mentioned above
1(ii)	Details of fixed component and performance linked incentives along with the performance criteria;	No performance linked incentives.
1(iii)	Service contracts, notice period, severance fees;	30 days' Notice.
1(iv)	Stock option details , if any , and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable;	N.A.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Niranjansingh Rajput, relating to his own reappointment, may be deemed to be concerned or interested in the Resolution stated at item No. 5 of the Notice.

The Board recommends the resolution for your approval as a Special Resolution.

IN RESPECT OF ITEM NO. 6:

Section 180(1)(c) of the Companies Act, 2013 specifies the limit of the borrowing power of the Company. The Company can borrow up to aggregate of its paid-up share capital and free reserves. The borrowing powers of the Company may exceed the above limit if the Company has obtained approval of the members by way of Special Resolution.

The proposed increase in the borrowing power of the Board is required in view of certain borrowing proposed to be made by the Company from Financial Institution/Banks/other lender. The Board of Directors feel that the limit should be Up to Rs. 25 crores. The Resolution is of an enabling nature and would authorise the Directors to borrow from time to time sums outstanding at any point of time not exceeding Rs. 25 crores.

The Resolution would be in the super session of the earlier resolution passed by the Company, if any.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 6 of the accompanying notice. The Board recommends the resolution at Item no. 6 to be passed as Special Resolution.

IN RESPECT OF ITEM NO. 7:

The Company may borrow funds from any Bank, Financial Institution or any other lender to meet its short term and long term financial requirements. Normally such Financial Assistance are to be secured by hypothecation / pledge of the Company's entire goods, movables and other assets, present and future, including documents title to goods and other assets such as book-debts, outstanding moneys, receivables, claims, bills, invoices, documents, contracts, engagements, securities, investments and rights and all machinery, present and future, and are to be further secured by mortgage of the immovable properties of the Company with intent to create a security in favour of such Bank, Financial Institution or such other lender on such terms and conditions.

Section 180(1)(a) of the Companies Act, 2013 provides, inter alia, that the Board of Directors of a Company shall not, without the consent of General Meeting by way of Special Resolution sell, lease, charge or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole, of any such undertaking.

Since creation of charge by the Company of its immovable and movable properties as aforesaid in favour of the Bank, financial institution, lender may be regarded as, disposal of the Company's properties/undertakings, it is necessary for the members to pass a Special resolution under Section 180 (1)(a) of the Companies Act, 2013 authorising the Board of Directors to create charge on the assets of the Company up to Rs. 25 crores outstanding charge at any point of time.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 7 of the accompanying notice. The Board recommends the resolution at Item no. 7 to be passed as Special Resolution.

IN RESPECT OF ITEM NO. 8:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any

TRANSWIND INFRASTRUCTURES LIMITED

other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.25 Crores, as proposed in the Notice.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 8 of the accompanying notice. The Board recommends the resolution at Item no. 8 to be passed as Special Resolution.

IN RESPECT OF ITEM NO. 9:

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

It is proposed to obtain the Members' approval for the following arrangements/transactions/ contracts which may be entered into by the Company with its related parties from time to time:

Name of Related Parties	Nature of Relationship	Nature of Transaction	Maximum Aggregate Value of Related Party transaction(s),
M.V. Omni Projects (India) Ltd	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	1. Availing/Rendering of Services	10 Crore
Divine Infracon	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	2. Given / Availed Contracting and Sub-Contract	
SGH Buildcon Pvt. Ltd.	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations	3. Purchase and Sale of Goods/material 4. Reimbursement of expenses (receivable or payable)	

Information pursuant to SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Summary of information provided by the Management to the Audit Committee, Board and Shareholders for approval of the proposed RPTs.

1	Type, material terms and particulars of the proposed transactions	The Company and Related Parties have entered into / propose to enter into the following RPTs up to an aggregate amount of 25 Crore for FY 2023-24: <ol style="list-style-type: none"> 1. Availing/Rendering of Services 2. Given / Availed Contracting and Sub-Contract 3. Purchase and Sale of Goods/material 4. Reimbursement of expenses (receivable or payable)
---	---	---

TRANSWIND INFRASTRUCTURES LIMITED

2	Name of the related party and its relationship with the Company	<ul style="list-style-type: none"> • M.V. Omni Projects (India) Ltd • Divine Infracon • SGH Buildcon Pvt. Ltd.
3	Related Party Relationship with the Company	Company where Promoters, Directors and their relative have significant influence
4	Tenure of the proposed transaction	Each of the 3 (Three) financial years commencing from April 1, 2023 up to March 31, 2026
5	Value of the proposed transactions	Not exceeding Rs. 10 Crores for FY 2023-24 Thereafter, an incremental increase of 20% year-on-year on the total projected amount of transactions during the respective previous financial year up to March 31, 2026.
6	Any advance paid or received for the contract or arrangement, if any	Based on the nature of the transaction, advance for part or full amount of the transaction or arrangement with interest could be paid or received in the ordinary course of business
7	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions	50% (The company is taking approval for Rs. 10 Crores which actual RPT may or may not reach the Proposed Approved limit)
8	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:	N.A.
9	Justification as to why the RPT is in the interest of the Company	These transactions are in the business interest of the Company due to cost-effectiveness, assurance of quality control and consistency, utilising the expertise within the group. Other transactions viz. Reimbursement of expenses (receivable or payable) are also linked to or relevant for ensuring smooth supply of raw materials to the Company
10	Valuation or other external report, if any, relied upon by the Company in relation to the proposed transactions	N.A.
11	Any other information that may be relevant	The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the transactions. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations.

The aforesaid Related Party Transactions requires the approval of the Shareholders is sought by way of Ordinary Resolution.

The Board recommends the resolution set out at Item No. 9 of the AGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution. Except to the extent of shareholding of the Promoters / Directors their Relatives and Key Managerial Personnel in the above mentioned related parties, none of the other Directors/ Key Managerial Personnel/ their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item Nos. 9 respectively.

ANNEXURE TO THE NOTICE
BRIEF PARTICULARS/PROFILE OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 26(4) & 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI:

Name of Directors	Mr. Mithilaish Koushal Dubey	Mr. Audhesh Pandey	Mr. Pankaj Kumar Dubey	Mr. Niranjana Rajput
Age (in years)	54	65	41	55
Date of Birth	01/07/1969	01/02/1958	05/09/1982	25/11/1968
Date of Appointment	12/10/2018	14/11/2022	07/04/2017	06/06/2019
Qualifications	Graduate	Post Graduate	Graduate	Graduate
Experience / Expertise	He brings a remarkable track record spanning over three decades in Business Development and Marketing	Over four decades of extensive expertise in Administration, Labour Law, Legal Affairs, Banking, and Insurance, as well as proficient project execution and a spectrum of interconnected disciplines.	With over two decades of dedicated experience in the infrastructure industry, he has solidified his reputation as a seasoned expert in successfully overseeing infrastructure projects.	He possesses extensive expertise in infrastructure project execution, showcasing a remarkable track record. His pivotal contributions have ensured the triumphant culmination of numerous projects.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the resolution at item nos. 3 to 5 of the Notice convening this Meeting read with explanatory statement thereto			
Remuneration last drawn by such person, if any.	-	-	Rs. 75000 p.m. including perquisites	Rs. 55000 p.m. including perquisites
Shareholding in the Company	-	12000 Equity Shares	12000 Equity Shares	12000 Equity Shares
Relationship with other Directors, Manager and other KMP of the Company	Not related to any Director/KMP			
Number of Meetings of the Board attended during the year	9	5	9	9
List of other Companies in which Directorships held	-	-	-	-
List of Private Limited Companies in which Directorships held	M. V. OMNI EXIM PRIVATE LIMITED	-	-	-
Chairman/Member of the Committees of Directors of other Companies	-	-	-	-
Justification for choosing the appointee for appointment as Independent Directors	-	On the basis of their skills, performance evaluation, extensive and enriched experience in diverse areas and suitability to the Company.		



TRANSWINDINFRASTRUCTURESLIMITED

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 **26th Annual General Meeting** of the Company to be held on **Tuesday, the 26th September, 2023** at **01.00 P.M.** at **Hotel Kells, New York Tower A Sarkhej - Gandhinagar Highway, Thaltej, Ahmedabad, Gujarat 380054.**

Folio No./DPID 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 the Annual Report for reference at the Meeting.

BLANK

**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)

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

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

I / We, being the member(s) holding _____ equity 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 **26th Annual General Meeting** of the Company, to be held on, **the 26th September, 2023 at 01.00 P.M. at Hotel Kells, New York Tower A Sarkhej - Gandhinagar Highway, Thaltej, Ahmedabad, Gujarat 380054** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolut ion No.	Description	For*	Against *
1	Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, the reports of the Board of Directors and Auditors thereon.		
2	Ordinary Resolution for re-appointment of Mr. MithilishKoushal Dubey, liable to retire by rotation and being eligible, offers herself for re-appointment.		
3	Special Resolution for appointment Mr. Audhesh Pandey as Independent Director of the company for the term of 5 years.		
4	Special Resolution for appointment Mr. Pankaj Kumar Dubey as Whole-Time Director of the company for the term of 3 years.		
5	Special Resolution for appointment Mr. Niranjn Singh Rajput as Whole-Time Director of the company for the term of 3 years.		
6	Special Resolution to borrow monies for the purpose of business under section 180(1)(c) and other applicable provisions of the Companies Act, 2013.		
7	Special Resolution for creation of charge under section 180(1)(a) and other applicable provisions of the Companies Act, 2013.		
8	Special Resolution for authority to investment under section 186 and other applicable provisions of the Companies Act, 2013		
9	Ordinary Resolution for approval of related party transaction under section 188 and other applicable provisions of the Companies Act, 2013.		

Signed this _____ day of September, 2023.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

***NOTE:**

1. Please put (✓) or (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 deems fit..
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 meeting.

Route location of the venue of the Annual General Meeting



**E-COMMUNICATION REGISTRATION FORM
(Only for members holding shares in physical form)**

Date:

To,
Link Intime India Private Limited,
 506-508, Amarnath Business Centre-1 (ABC-1),
 Besides Gala Business Centre,
 Near St. Xavier's College Corner,
 Off C. G. Road, Ahmedabad 380 006

UNIT – TRANSWIND INFRASTRUCTURES LIMITED

Dear Sir,

Sub: Registration of E-mail ID for serving of Notices / Annual Reports through electronic mode by Company

We hereby register our E-mail ID for the purpose of receiving the notices, Annual Reports and other documents / information in electronic mode to be sent by the Company.

Folio No.:	
E-mail ID:	
Name of the First / Sole Shareholder:	
Signature:	

Note: Shareholder(s) are requested to notify the Company as and when there is any change in the e-mail address.

Transwind Infrastructures Ltd.
CIN: L45203GJ1997PLC032347

74- New York Tower- A, Opp. Jain Derasar, S. G. Highway,
Thaltej, Ahmedabad- 380054

Email: cs@transwind.in
Contact: 079-26854899
Web: www.transwind.in