Transwind Infrastructures Ltd.

CORRIGENDUM TO NOTICE OF 28TH ANNUAL GENERAL MEETING

We draw attention of all the shareholders of Transwind Infrastructures Limited had ("the Company") to the Notice dated 6th day of September, 2025 for convening the Annual General Meeting of the Company ("AGM") scheduled on Monday, the 29th September, 2025 at 04.00 P.M. at the registered office of the Company at 74 - New York Tower A Sarkhej - Gandhinagar Highway, Thaltej, Ahmedabad, Gujarat 380054, India. The AGM Notice has already been emailed and dispatched to all the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013 read with relevant rules thereunder.

Shareholders are aware that the Company is offering remote e-voting facility to its shareholders on all the resolutions proposed to be transacted at the AGM. However, to enable the Shareholders to exercise their voting rights through remote e-voting facility or at the AGM, the Company deems it appropriate to bring the latest factual position, as mentioned below to the notice of the Shareholders of the Company through this Corrigendum to the AGM Notice ("Corrigendum ").

The following information in the Notice is hereby notified through this Corrigendum to all the shareholders/members of the Company:

1. **On point No 7 of Explanatory statement of item No 1 (Page No 15 of Notice of AGM)**: The exact link of the website of the Company where the Valuation reports is placed i.e. https://transwind.in/wp-content/uploads/2025/09/Signed-Valuation-report_Final_11zon.pdf

2. **On point No 8 of Explanatory statement of item No 1 (Page No 15 of Notice of AGM):**

   The point No 8 will read as under:

   The intent of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

   All the three proposed allottees, namely: (1) Mr. Mathuraprasad C. Pandey (2) Mrs. Satyabhama M. Pandey (3) Mr. Nishant M. Pandey (Mr. Nishant M. Pandey is a Whole-time Director of the Company) are part of the Promoter and Promoter Group and intend to subscribe to the Offer. Further, as on the date of this notice, except the persons mentioned above, neither the other promoters nor any of the directors or KMPs intend to contribute towards the furtherance of the objects.

3. **On point No 11 of Explanatory statement of item No 1 (Page No 17 of Notice of AGM):**

   Post-issue Shareholding of Mr. Nishant M Pandey is 1,10,000 Equity Shares.

4. **On point No 18 of Explanatory statement of item No 1 (Page No 17 & 18 of Notice of AGM):** following undertaking has been added;

   e) The company has given an undertaking declaring that the company is not declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations therefore disclosures specified in Schedule VI is not required to given

   f) We do undertake that we shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

   g) The allotment is more than 5% of post issue fully diluted share capital to allottee/allottee acting in concert, hence Regulation 166(A) of SEBI (ICDR) Regulations, 2018 is applicable.

   h) We do undertake that if there is any change in valuation report, then the company will give disclosure of revised valuation report as per SEBI and Company Law Guideline.

5. **On point No 20 of Explanatory statement of item No 1 (Page No 18 of Notice of AGM):** The exact link of the website of the Company where the certificate of the practicing Company secretary (PCS) certifying that the preferential issue is being made in accordance with compliance of the applicable rules and regulations is placed i.e. https://transwind.in/wp-content/uploads/2025/09/PCS-Certificate_Signed.pdf

This Corrigendum shall form an integral part of and should be read in conjunction with the Notice of AGM dated 6th September, 2025.

This Corrigendum to the Notice of the AGM shall form an integral part of the Notice of AGM which has already been circulated to shareholders of Company and from the date hereof, the Notice of the AGM shall always be read in conjunction with this Corrigendum. This Corrigendum will also be made available on website of the stock exchanges i.e. National Stock Exchange of India Limited and on the website of the Company (www.transwind.in). All other contents of the Notice of AGM, save and except as modified or supplemented by the Corrigendum, shall remain unchanged.

Date: 18.09.2025
Place: Ahmedabad

By order of the Board,
For Transwind Infrastructures Limited

Kriya Shah
Company Secretary

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

NOTICE OF THE 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting of the members of M/s. Transwind Infrastructures Limited will be held on **Monday, the 29th September, 2025 at 04.00 P.M.** at 74 - 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, 2025 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. Mithilaish 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. Issue of equity shares on preferential basis to the persons belongings to Promoters:

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), Section 42, Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force)("Act") and subject to (i) the enabling provisions of the Memorandum of Association and Articles of Association of the Company, (ii) the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time,("SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations"), and other rules and regulations framed there under as in force and in accordance with other applicable policies, rules, regulation, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Ministry of Corporate Affairs, the Securities Exchange Board of India ("SEBI"), the Registrar of Companies ("ROC") and the National Stock Exchange of India Limited where the shares of the Company are listed ("Stock Exchange") and subject to requisite approvals, consents, permission and / or sanctions from SEBI, Stock Exchange and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder (iv) any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members / shareholders of the Company be and are hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in compliance with Chapter V of the SEBI ICDR Regulations, up-to a maximum of 9,60,000 (Nine Lakh Sixty Thousand Only) equity shares of face value of ₹10/- each ("Subscription Shares") at an issue price of ₹17 (Rupees Seventeen Only) per underlying Equity Share which includes a premium of ₹7 (Rupees Seven Only) per Equity Share not being less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating up-to ₹1,63,20,000/- (Rupees One Crores Sisty three Lakh Twenty Thousand Only), for cash, to the persons belonging to the Promoter category (hereinafter referred to as 'Proposed Allottees') as particularly set out in the statement, in accordance with the SEBI ICDR Regulations and other applicable laws and on such terms and conditions as enlisted hereunder:

Sr. No	Name of the proposed allottees	Category	No. of Equity Shares of face value ₹10/- each to be offered/ issued/ allotted	Consideration at ₹17/- per Equity Share (including premium of ₹7/- per Equity Share)
1	Mathuraprasad Chandrabhan Pandey	Promoter	500000	₹85,00,000/-
2	Satyabhama Mathuraprasad Pandey	Promoter Group	400000	₹68,00,000/-
3	Nishant Mathuraprasad Pandey	Promoter Group	60000	₹10,20,000/-
	Total		960000	₹1,63,20,000/-

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Subscription Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form a part hereof."

"RESOLVED FURTHER THAT as per the SEBI ICDR Regulations the "Relevant Date" for the purpose of determining the issue price of the Equity Shares is taken as **Friday, August 29, 2025** (as the Relevant date falling on weekend, the day preceding the weekend reckoned as the Relevant Date), being the date 30 (Thirty) days prior to the date of Annual General Meeting being **Monday, the 29th September, 2025."**

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Subscription Shares shall be subject to following terms:

1. an amount equivalent to 100% of the issue price of the Subscription Shares shall be payable at the time of subscription to the Subscription Shares, as prescribed by Regulation 169 of the SEBI ICDR Regulations.
2. the consideration for allotment of the Subscription Shares shall be paid to the Company from the Bank account of the respective Proposed Allottee.
3. the Subscription Shares shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members/Shareholders, provided that where the issue and allotment of said Subscription Shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
4. the Subscription Shares to be offered/issued and allotted pursuant to the preferential issue shall be subject to lock in for such period as provided under the provisions of Chapter V of SEBI ICDR Regulations.
5. the Subscription Shares to be allotted shall be in dematerialized form only.
6. the Subscription Shares will be listed and traded on the Stock Exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
7. the Subscription Shares proposed to be issued shall rank pari passu with the existing equity shares of the Company in all respects including as to the dividend and voting rights.

"RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the name of the Proposed Allottee be recorded for the issue of invitation to subscribe to the Subscription Shares and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the Proposed Allottee inviting it to subscribe to the Subscription Shares, as per the draft as available for inspection at the registered office of the Company and duly initialed by the Chairman for the purpose of identification and consent of the members / shareholders of the Company is hereby accorded to the issuance of the same to the Proposed Allottee inviting it to subscribe to the Subscription Shares."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Subscription Shares and listing of Subscription Shares at the Stock Exchange as per the terms and conditions of Listing Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of Subscription Shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members/ shareholders of the Company and that the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Subscription Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors as the Board in its absolute discretion shall deem fit to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

4. 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, Ms. Hema Lakhmichand Advani (DIN – 10764751), an Independent Director of the Company, who was appointed as an Additional Director by the Board of Directors with effect from 7 Oct, 2024 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 7 Oct, 2024 to 7 Oct, 2029 considering the recommendation made by the Nomination and Remuneration Committee of the Company and approval of the Board of Directors in this regard."

5. 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. 70 Crores (Rupees Seventy Crores only)."

6. 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. 70 Crores (Rupees Seventy 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."

7. 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. 70 Crores (Rupees Seventy 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."

8. 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 25 Crore for the financial year 2025-26, 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 2. Given / Availed Contracting and Sub-Contract 3. Purchase and Sale of Goods 4. Reimbursement of expenses (receivable or payable)	25 Crore
Divine Infracon	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations		
SGH Buildcon Pvt. Ltd.	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations		
Landmark Security Service Private Limited	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations		

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of Audit Committee and the Board of Directors of the Company, M/s. SCS AND CO. LLP, Practising Company Secretaries (FRN: L2020GJ008700, COP No.: 15131 and Peer Reviewed Certificate No. 1677/2022) be and are hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive years to conduct the Secretarial Audit of five consecutive financial years commencing from financial year 2025-26 to 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be approved by the Audit Committee and as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

"RESOLVED FURTHER THAT approval of the members/shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board of Directors of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

Date: 06.09.2025
Place: Ahmedabad

By order of the Board,
For Transwind Infrastructures Limited

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

Sd/-
Kriya Shah
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 ANDON 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. As there is no Special business, Explanatory statement pursuant to section 102 of the Companies Act, 2013 is not required.
5. Pursuant to the provision of Section 91 of the Companies Act, 2013, the Company has fixed 22nd **September, 2025 as the Record Date (i.e. cutoff date)** for taking records of the Members of the Company for the purpose of 28th Annual General Meeting.
6. The Register of members and Share Transfer Books of the Company will remain closed from 23rd **September, 2025 to 29th September, 2025 (both days inclusive)**
7. All documents referred to in accompanying Notice 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 2024-25 is beingsent only through electronic mode to all the Shareholders. The Notice of AGM and the copies of audited financialstatements, Board's Report, Auditor's Report etc. will also be displayed on Company's website www.transwind.inand on the website of National Stock Exchange of India (NSE) www.nseindia.com. As per the green initiative taken byMinistry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated withthe 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 **28th 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 discretions, 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, 2013for 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 linkwww.evoting.nsdl.com or www.transwind.in.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTINGARE ASUNDER:-

The remote e-voting period begins on 26th September, 2025 at 09:00 A.M. and ends on 28th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2025.

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, Individual shareholders 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 in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2. 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. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.

	3. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.comand click on login & New System Myeasi Tab and then click on registration option. 4. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.comor call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for 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?

1. 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.
2. 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.nsdl.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 in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then 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 communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email 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.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of 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 on NSDL e-Voting system.
How to cast your vote electronically 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 whose voting cycle 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 csabprofessinal@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 IDcorrectly 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 along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.transwind.inand 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 THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF 28ST ANNUAL GENERAL MEETING

In respect of Item No. 3:

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of 9,60,000 Equity Shares by way of preferential basis to allottees ("Proposed Allottees") at an issue price of Rs. 17/- per Equity Shares ("Issue Price") or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date.
2. The current holding of Proposed Allottees in the Paid-up equity share capital of the Company is as follows:

Sr. No	Name of Proposed Allottee	Category	No. of Equity Shares already Held	% of equity shares held by proposed allottee	Ultimate Beneficial Owner
1	Mathuraprasad Chandrabhan Pandey	Promoter & Promoter Group - Non-Institutional - Resident Individual	9,20,500	13.76	Mathuraprasad Chandrabhan Pandey
2	Satyabhama Mathuraprasad Pandey	Promoter & Promoter Group - Non-Institutional - Resident Individual	2,08,000	3.11	Satyabhama Mathuraprasad Pandey
3	Nishant Mathuraprasad Pandey	Promoter & Promoter Group - Non-Institutional - Resident Individual	50,000	0.75	Nishant Mathuraprasad Pandey

The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

The Company has obtained the Permanent Account Numbers of the proposed allottees. In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of the aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

1. Particulars of the Preferential Issue including date of passing of Board resolution:
   The Board of Directors at their meeting held on Saturday, 6th September 2025, subject to the approval of the Members in the AGM and such other approvals as may be required, approved the issuance of upto 9,60,000 Equity Shares at issue price of Rs. 17/- per Equity Shares, aggregating upto Rs 1,63,20,000/ (One Crore Sixty Three Lacs Twenty Thousand only) or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations for cash consideration to a selected group of persons on a preferential basis.

2. Kinds of securities offered and the price at which security is being offered and aggregate amount proposed to be raised:

   Upto 9,60,000 Fully Paid-up Equity Shares at an issue price of Rs 17/- per Equity Shares, upto Rs 1,63,20,000/ (One Crore Sixty Three Lacs Twenty Thousand only)

3. Objects of the Preferential Issue:

   The proceeds of the Preferential Issue will be utilized for the below mentioned purposes (not necessarily in the same order):
   i. To fund long term capital requirements for Explore new opportunities;
   ii. To meet working capital requirement and;
   iii. To meet General Corporate Purpose.

4. The class or classes of persons to whom the allotment is proposed to be made:

   The allotment is proposed to be made under the category of Promoters and Promoter group on Preferential basis

5. Maximum number of specified securities to be issued: Upto 9,60,000 Fully Paid-up Equity Shares to be issued.

6. Relevant Date: In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is Friday, August 29, 2025, being the date 30 days prior to the date of AGM.

7. Basis on which the price has been arrived at and justification for the price (including premium, if any):

   The equity shares of the company are listed on stock exchange (NSE Limited) and are In-frequently traded in accordance with regulation 165 of the ICDR Regulations. The price determined by the valuation report dated September 06, 2025, issued by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674): Rs. 16.32/- per share.

   The Board proposes to issue the Equity Shares at a price of Rs. 17.00/- per Equity Shares, which is not less than the above floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

   Valuation reports is available on investor section of website of the company: https://transwind.in/wp-content/uploads/2025/09/Signed-Valuation-report_Final_11zon.pdf

8. The intent of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

   All the three proposed allottees, namely: (1) Mr. Mathuraprasad C. Pandey (2) Mrs. Satyabhama M. Pandey (3) Mr. Nishant M. Pandey (Mr. Nishant M. Pandey is a Whole-time Director of the Company) are part of the Promoter and Promoter Group and intend to subscribe to the Offer. Further, as on the date of this notice, except the persons mentioned above, neither the other promoters nor any of the directors or KMPs intend to contribute towards the furtherance of the objects.

9. Pre and Post Preferential issue Shareholding pattern of the Company:

The Equity Shares are proposed to be allotted to the Promoters and Promoters Group. Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue, are as under:

Sr. No.	Category	Pre issue No. of Shares	Pre-Issue %	Post issue No. of Shares	Post Issue %
A. Promoter and Promoter Group					
1	Indian				
a.	Individual/ HUF	2771000	41.43	3731000	48.78
b.	Bodies Corporate	1278000	19.11	1278000	16.71
	Sub Total (A)(1)	4049000	60.53	5009000	65.49
2	Foreign	-	-	-	-
	Sub Total (A)(2)	-	-	-	-
	Total Promoter Shareholding A= (A)(1) + (A)(2)	4049000	60.53	5009000	65.49
B. Non-Promoter Group					
1	Institutions				
a.	Institutional Investors Domestic	-	-	-	-
b.	Institutional Investors Foreign	-	-	-	-
c.	Alternate Investment Fund	-	-	-	-
	Sub- Total B (1)	-	-	-	-
2	Non- Institutions				
a.	Individuals / Directors /KMP	1976000	29.54	1976000	25.83
b.	Bodies Corporate & LLP	288000	4.31	288000	3.77
c.	HUF	292000	4.37	292000	3.81
d.	Other (Including NRIs, Clearing Member, Foreign Nationals and Trusts)	84000	1.26	84000	1.10
	Sub- Total B (2)	2640000	39.47	2640000	34.51
	Total Public Shareholding B= (B)(1) + (B)(2)	2640000	39.47	2640000	34.51
	Total A+B	6689000	100.00	7649000	100.00

Note:

1) *The post-issue shareholding as shown above is calculated assuming full exercise of equity and consequent allotment of the equity shares of the Company
2) The post issue shareholding pattern, in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the 9,60,000 Fully Paid-up Equity Shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.
3) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
4) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Shares of the Company.

10. Time frame within which the Preferential Issue shall be completed:

    As prescribed under the SEBI ICDR Regulations, 2018 the Equity shares shall be allotted by the Company within a period of 15 days from the date of passing of this Special Resolution, provided that where the allotment of the proposed Equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

11. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue and Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No	Name of Proposed Allottee	Natural Persons who are the ultimate beneficial owners/ who ultimately control the Proposed Allottee(s)	Pre-issue Shareholding		No. of Equity Shares to be allotted	Post-issue Shareholding	
			No. of Equity Shares	%		No. of Equity Shares	%
1	Mathuraprasad Chandrabhan Pandey	Mathuraprasad Chandrabhan Pandey	9,20,500	13.76	5,00,000	14,20,500	18.56
2	Satyabhama Mathuraprasad Pandey	Satyabhama Mathuraprasad Pandey	2,08,000	3.11	4,00,000	6,08,000	7.95
3	Nishant Mathuraprasad Pandey	Nishant Mathuraprasad Pandey	50,000	0.75	60,000	1,10,000	1.44

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: The allotment is proposed to be made for consideration in cash.

13. Intimation on conversion of securities or on lapse of the tenure of the instrument: Not Applicable

14. Change in Control, if any, in the Company consequent to the preferential issue:

    There shall be no change in the management or control of the Company pursuant to the issue of Equity Shares on preferential basis.

15. Lock-in Period: The pre-preferential holding of the Proposed allottees who the existing shareholders of the company are also shall be locked-in for such period as specified under Regulations 167 and 168 and other applicable regulations of SEBI ICDR Regulations.

16. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of the number of securities as well as price:

    During the Current Financial year starting from 01st April, 2024, the company has not made any allotment.

17. Material terms of raising such Equity Shares: As mentioned in the proposed resolution.

18. Undertakings:

    a) Every Director and Promoter of the company has individually given an undertaking declaring that none of them is declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations therefore disclosures specified in Schedule VI is not required to given.

    b) Every Directors and Promoter of the company has individually given an undertaking declaring that none of them is declared as a fugitive economic offender as defined under the SEBI ICDR Regulations.

    c) In the event the price of the securities determined in accordance with the provisions of SEBI ICDR Regulations is different from the price determined by the company, the issue price shall be re computed in terms of the provision of the SEBI ICDR Regulation.

    d) That if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

e) The company has given an undertaking declaring that the company is not declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations therefore disclosures specified in Schedule VI is not required to given

f) We do undertake that we shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

g) The allotment is more than 5% of post issue fully diluted share capital to allottee/allottee acting in concert, hence Regulation 166(A) of SEBI (ICDR) Regulations, 2018 is applicable.

h) We do undertake that if there is any change in valuation report, then the company will give disclosure of revised valuation report as per SEBI and Company Law Guideline

19. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

Sr. No	Name of Proposed Allottee	No. of Equity Shares proposed to be issued	Current Status	Proposed Status
1	Mathuraprasad Chandrabhan Pandey	5,00,000	Promoter & Promoter Group - Non-Institutional - Resident Individual	Promoter & Promoter Group - Non-Institutional - Resident Individual
2	Satyabhama Mathuraprasad Pandey	4,00,000	Promoter & Promoter Group - Non-Institutional - Resident Individual	Promoter & Promoter Group - Non-Institutional - Resident Individual
3	Nishant Mathuraprasad Pandey	60,000	Promoter & Promoter Group - Non-Institutional - Resident Individual	Promoter & Promoter Group - Non-Institutional - Resident Individual

20. Certificate from Practising Company Secretary:

The certificate from M/s. SCS AND CO. LLP, Practicing Company Secretary (Membership No.11334/COP:15131) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link https://transwind.in/wp-content/uploads/2025/09/PCS-Certificate_Signed.pdf

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during office hours on all working days between 11:00 A.M to 03:00 P.M up to the date of conclusion of AGM.

In respect of Item No. 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Ms. Hema Lakhmichand Advani (DIN – 10764751) as an Independent Director of the Company w.e.f 7 Oct, 2024 pursuant to provisions of Section 149 and 161 of the Companies Act 2013 subject to the approval of the shareholders/members of the Company.

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 Ms. Hema Advani for the office of Director of the Company.

In the opinion of the Board, Ms. Hema Advani fulfils the conditions specified in the Companies Act, 2013 and SEBI - Listing Regulations for appointment as Independent Director and is independent of the management of the Company.

Ms. Hema Advani holds Master's degree in Commerce as well as qualified Company Secretary (ACS). Her profile includes experience in Private Placement, Secretarial Compliance and other related matters.

Additional information in respect of Ms. Hema Advani pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS- 2), is provided at Annexure A to this Notice.

In view of above and also considering the recommendation of Nomination and Remuneration Committee of the Company for appointment of Ms. Hema Advani as Independent Director of the Company for a consecutive term of five years period w.e.f. 7 Oct, 2024 to 7 Oct, 2029, on basis of her skills, extensive and enriched experience in diverse areas and suitability to the Company and fulfilling the criteria of her independence under Section 149(6) of Companies Act, 2013 read with Schedule IV thereto and Regulation 16(1)(b) and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said Resolution No. 4 is being recommended by the Board of Directors to the members/shareholders of the Company for their consideration and accord approval thereto by way of Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relatives except Ms. Hema Advani, relating to her own appointment, may be deemed to be concerned or interested in the Resolution stated at item No. 4 of the Notice.

IN RESPECT OF ITEM NO. 5:

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 be should be Up to Rs. 70 Crores (Rupees Seventy Crores only). 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. 70 Crores (Rupees Seventy Crores only).

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. 5 of the accompanying notice. The Board recommends the resolution at Item no. 6 to be passed as Special Resolution.

IN RESPECT OF ITEM NO. 6:

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 70 Crores (Rupees Seventy Crores only) 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. 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:

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 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. 70 Crores (Rupees Seventy Crores only), 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.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:

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 2. Given / Availed Contracting and Sub-Contract 3. Purchase and Sale of Goods/material 4. Reimbursement of expenses (receivable or payable)	25 Crore
Divine Infracon	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations		
SGH Buildcon Pvt. Ltd.	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations		
Landmark Security Service Private Limited	Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations		

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 enterinto the following RPTs up to an aggregate amount of25 Crore for FY 2024-25: 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)
2	Name of the related party and itsrelationship with the Company	• M.V. Omni Projects (India) Ltd • Divine Infracon • SGH Buildcon Pvt. Ltd. • Landmark Security Service Private Limited
3	Related Party Relationship with the Company	Company where Promoters, Directors and their relative havesignificant influence
4	Tenure of the proposed transaction	Each of the 3 (Three) financial years commencing from April 1,2025 up to March 31, 2028
5	Value of the proposed transactions	Not exceeding Rs. 25 Crores for FY 2025-26 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, 2028.
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. 25 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, utilizing 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 thatmay 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. 8 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 abovementioned 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. 8 respectively.

Item No. 9:

The Board at its meeting held on 6th September, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. SCS AND CO. LLP, Practising Company Secretaries (FRN: L2020GJ008700, COP No.: 15131 and Peer Reviewed Certificate No. 1677/2022), as Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from FY 2025-26 to FY 2029-30, subject to approval of the Members/Shareholders.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated 12th December, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. SCS AND CO. LLP**, Practising Company Secretaries firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI). Mr. Abhishek Chhajed, Partner of** M/s. SCS AND CO. LLP **is a Company Secretary in practice since more than 10 years. He has experience in Corporate Laws & Finance. The firm focusses on providing comprehensive professional services in Corporate laws and SEBI regulations and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.**

M/s. SCS AND CO. LLP**, Practising Company Secretaries has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Nishant Pandya & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024.**

The proposed fees in connection with the secretarial audit shall be upto Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. SCS AND CO. LLP**.**

In addition to the secretarial audit, M/s. SCS AND CO. LLP, Practising Company Secretaries shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 9 of this Notice for approval of the Members/Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 9 of this Notice.

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	Ms. Hema Advani
Age (in years)	55	37
Date of Birth	01/07/1969	11/08/1988
Date of Appointment	12/10/2018	7th October 2024
Qualifications	Graduate	Post Graduate
Experience / Expertise	He brings a remarkable track record spanning over three decades in Business Development and Marketing	Ms. Hema Advani has good knowledge in the field of taxation, accounts and company law. She is a Commerce Graduate and qualified Company Secretary from ICSI.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the resolution at item of the Notice convening this Meeting	As per the resolution at item of the Notice convening this Meeting
Remuneration last drawn by such person, if any.	-	-
Shareholding in the Company	-	-
Relationship with other Directors, Manager and other KMP of the Company	Not related to any Director/KMP	Not related to any Director/KMP
Number of Meetings of the Board attended during the year	5	-
List of other Companies in which Directorships held	-	ENPROCON ENTERPRISE LIMITED
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	-	Member of Audit Committee, Nomination and remuneration committee and Stakeholders' Relationship Committee of Enprocon Enterprise Limited
Justification for choosing the appointee for appointment as Independent Directors	-	On the basis of the skills, performance evaluation, extensive and enriched experience in diverse areas and suitability to the Company

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