

TWAMEV CONSTRUCTION AND INFRASTRUCTURE LIMITED

CIN: L74210WB1964PLC026284

DD 30, Sector I, Salt Lake City, 7th Floor, Kolkata-700064

Phone No: 033 4019 0000, Fax-033 4019 0001

Website: www.twamevcons.com

Email: cs@twamevcons.com

NOTICE

NOTICE is hereby given that the 60th Annual General Meeting of the Members of Twamev Construction and Infrastructure Limited will be held on (Wednesday) the 24th day of September, 2025 at 11.00 A.M. IST, through Video Conferencing ("VC")/ other Audio-Visual Means "OAVM") from the registered office of the Company situated at DD 30, Sector I, Salt Lake City, 7th Floor, Kolkata - 700 064 to transact the following business(es):

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 including the Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 including the Consolidated Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2025 and the Report of the Auditors thereon.
2. To appoint a director, in place of Mr. Tarun Chaturvedi (DIN: 02309045), who retires by rotation at this Annual General Meeting as a Director and being eligible, offers himself for re-appointment.
 3. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 142 of the Companies Act, 2013, remuneration of Rs. 8,00,000/- (Rupees Eight Lakh only) to M/s. J Jain & Co., Chartered Accountants (FRN: 310064E), statutory auditors of the Company, to conduct the audit for the Financial Year 2025-26, payable in one or more instalments, plus goods and service tax as applicable and re-imbursment of out-of-pocket expenses incurred, be and is hereby approved."

SPECIAL BUSINESS:

4. Ratification of Cost Auditor's Remuneration

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. S. Chhaparia & Associates, FRN: 101591, Practising Cost Accountants, who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the Cost Records maintained by the Company for the Financial Year ending March 31, 2026.

RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by the Board, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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5. Appointment of Secretarial Auditor

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactments thereof for the time being in force) and circulars issued thereunder from time to time, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company ("Board"), M/s MR & Associates, Practicing Company Secretaries, be and is hereby appointed as the Secretarial Auditor of the Company for a period of five consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 65th Annual General Meeting of the Company to be held in the year 2030 to conduct the Secretarial Audit of the Company for period beginning from the Financial Year 2025-26 to the Financial Year 2029-30, at such remuneration as recommended by the Audit Committee and mutually agreed upon between the Board, and the Secretarial Auditor of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby - authorized to settle any question, difficulty or doubt, that may arise and do all such acts, deeds, matters and things, as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. Alteration of Memorandum of Association and Articles of Association

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, the consent of the members be and is hereby accorded to alter the existing Memorandum of Association of the Company in the manner as set out in the draft placed before the meeting, to align the same with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the consent of the members be and is hereby accorded to adopt new set of Articles of Association in place of the existing Articles of Association of the Company, to bring them in conformity with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Tarun Chaturvedi, Director and/or Mrs. Neha Agarwal, Company Secretary, be and are hereby severally authorized to take all necessary steps for giving effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies, issuance of certified copies, and doing all such acts, deeds and things as may be deemed necessary in this regard.”

Regd. Office: DD 30, Sector -1, Salt Lake City, 7th Floor, Kolkata - 700 064 Date : 12th August, 2025	By Order of the Board of Directors Neha Agarwal Company Secretary ACS-52479
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Notes:

- (1) The Ministry of Corporate Affairs (“MCA”) has, *vide* its Circular dated September 19, 2024 read with circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 9, 2024 (collectively referred to as “MCA Circulars”) and SEBI Circulars *vide* its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 (collectively referred to as “Circulars”), and all other relevant circulars issued from time to time, if any, permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue.

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In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Circulars issued by MCA and SEBI, from time to time, the AGM of the Company is being held through Video Conferencing (VC) / Other Audio Video Means (OAVM). The AGM is being convened through VC / OAVM in compliance with applicable provisions of the Act and Circulars. Hence, Members can attend and participate in the AGM through VC / OAVM only. Further, for the purpose of technical compliance with the provisions of Section 96(2) of the Companies Act, 2013 we are assuming the place of meeting as the place where the Company is domiciled i.e. the registered office of the Company. The detailed procedure for participating in the meeting through VC / OAVM is annexed herewith.

- (2) The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the Agency for providing e-voting facility (remote e-voting and voting at AGM) to the shareholders of the Company in order to cast their votes electronically in terms of said Circulars.
- (3) Pursuant to the provisions of Section 105 of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and such proxy need not be a member. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (4) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- (5) Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent ('RTA') for consolidating their holding into a single folio.
- (6) Pursuant to the provisions of Section 113 of the Act, a representative of the Members may be appointed for the purpose of e-voting, for participation in the AGM through VC/OAVM facility and voting during the AGM. Institutional/Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of their Board Resolution/ Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email, through its registered email address, at goenkamohan@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. Corporate and 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 the “e-Voting” tab in their login.
- (7) The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 18th September, 2025 to Wednesday, 24th September, 2025 (both days inclusive) for the purpose of Annual General Meeting.
- (8) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
- (9) A Statement pursuant to Section 102(1) of the Act and Secretarial Standard on General Meetings (SS-2), relating to the Business to be transacted at the Meeting is annexed hereto. The Board of Directors have considered and decided to include Item No. 4 to 6 given above as Special Business to be transacted in the forthcoming AGM, as they are unavoidable in nature.
- (10) As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of a request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or the Company's RTA for any assistance in this regard at Maheshwari Datamatics Private Limited at 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001.
- (11) SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 had mandated that for making dividend payments, companies whose securities are listed on the Stock Exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its RTA are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also

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required to print the bank details on the physical instrument if the payment is made in physical mode. Further, pursuant to General Circular 20/2020 dated 5th May, 2020, companies are directed to credit the dividend of the shareholders directly to the bank accounts of shareholders using the Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the RTA in respect of shares held in physical form.

- (12) SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.
- (13) Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1, ISR-2, ISR-3, SH-13, quoting their folio number and enclosing the self-attested supporting documents. These forms are available at the website of the Company at www.twamevcons.com. Members holding shares in physical form are requested to submit the required forms along with the supporting documents at the earliest. As per SEBI Circular dated March 16, 2023, the Company has completed the process of sending letters to the Members holding shares in physical form in relation to the above.
- (14) For members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), *vide* its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024 read with SEBI/HO/MIRSD/POD1/P/CIR/2024/81 dated 10th June 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/ details are not available in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), the member shall not be eligible to lodge a grievance or avail any service request from the RTA until they furnish complete KYC details/ documents. Further, with effect from 1st April 2024, any payment of dividend shall only be made in electronic mode to all members.
- (15) In accordance with the Ministry of Corporate Affairs' Green Initiative measures, members holding shares in physical form who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications including Annual Reports, Notices and Circulars etc. from the Company electronically. However, where the shares are held by the members in dematerialized form, the same has to be communicated to his/ her Depository Participant for the purpose of receiving any of the aforesaid documents in electronic form. If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
- (16) As per the provisions of Section 72 of the Act, the facility for making/ varying /cancelling nominations is available to individuals, holding shares in the Company in physical form. Nominations can be made in Form No. SH.13 and any variation/ cancellation thereof can be made by giving a notice to the Company in Form No. SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the RTA/ Company.
- (17) SEBI *vide* Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023 and SEBI/HO/OIAE/ OIAE_IAD-3/P/CIR/2023/191 dated December 20, 2023 read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 has established a common Online Dispute Resolution Portal ('ODR Portal') for the resolution of disputes arising in the Indian Securities Market.

Pursuant to the above-mentioned circulars, the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal at <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

- (18) In compliance with the aforesaid Circulars, the Company shall publish a public notice by way of an advertisement before the date of circulation of Annual Report along with AGM Notice by email, in one English Newspaper and one Bengali Newspaper, both

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- having a nationwide circulation, *inter-alia*, advising members whose e-mail ids are not registered with the Company, its RTA or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.
- (19) Members holding shares in Electronic/ Demat form are advised to contact their respective Depository Participants for making/ varying/ cancelling nominations. Members holding shares in physical form and desirous to nominate are required to contact our RTA and note the process mentioned in note (13) as above.
 - (20) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company's RTA, Maheshwari Datamatics Private Limited at 23, R. N. Mukherjee Road, 5th Floor, Kolkata -700001.
 - (21) As the AGM is being conducted through VC / OAVM, the Members are encouraged to express their views or send their queries well in advance for smooth conduct of the AGM but not later than 05:00 P.M. (IST) 15th September, 2025, mentioning their names, folio numbers/ demat account numbers, e-mail address and mobile numbers at cs@twamevcons.com and only such questions/ queries received by the Company till the aforesaid date and time shall be considered and responded during the AGM.
 - (22) Members are requested to contact the Company's RTA, Maheshwari Datamatics Private Limited at mdpldc@yahoo.com for reply to their queries/ redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone: +91-033-4019 0000; Email: cs@twamevcons.com)
 - (23) In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM, *inter-alia*, indicating the process and manner of voting through electronic means along with the Annual Report FY 2024-25 is being sent through electronic mode (unless specifically requested for hard copies by the shareholders) to those Members whose email address are registered with the Company/ Depositories. Members may note that the Notice and Annual Report FY 2024-25 are also available at the website of the Company i.e. www.twamevcons.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and at the website of CDSL (agency providing remote e-Voting facility) www.evotingindia.com
 - (24) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice of the AGM will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice and up to the date of the AGM. Members seeking to inspect such documents can send an email to cs@twamevcons.com
 - (25) Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - (26) The Members can join the AGM through VC/ OAVM mode 30 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for first 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - (27) Members are requested to visit the website of the Company, www.twamevcons.com, for viewing the Quarterly and Annual Financial Results and for more information about the Company. Further, the Notice for this ensuing AGM and the Annual Report for Financial Year 2024-25 shall also be available on the website of the Company at www.twamevcons.com
 - (28) Non-Resident Indian Members are requested to inform RTA, immediately on change in their residential status on Return to India for permanent settlement, and update on particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

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(29) [The transcript of the Meeting shall be uploaded on the website of the Company www.twamevcons.com and the same shall also be maintained in the safe custody of the Company]. The registered office of the Company shall be deemed to be the place of the Meeting for the purpose of recording the minutes of the proceedings of this AGM.

(30) Instructions for e-voting and joining the AGM through VC/ OAVM are as follows:

A. Voting through electronic means

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), Secretarial Standard on General Meeting issued by the Institute of the Company Secretaries of India and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
- II. The members who have cast their vote by remote e-voting prior to the Meeting may also attend/ participate in the Meeting through VC/OAVM but shall not be entitled to change or cast their vote again.
- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- IV. **The remote e-voting period shall commence on Friday, 19th September, 2025 (09:00 A.M. IST) and end on Tuesday, 23rd September, 2025 (05:00 P.M. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Monday, 15th September, 2025, may cast their vote by remote e-voting.** A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by CDSL for voting thereafter and the facility shall forthwith be blocked. Those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. 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, **Monday, 15th September, 2025**. 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 during the AGM.
- VI. Any person, who acquires shares of the Company and becomes a member of the Company, after the dispatch of the notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or mdpldc@yahoo.com.
- VII. The Board has appointed Mr. Mohan Ram Goenka (Membership No. F4515) or failing him, any of the partner of the firm of M/s MR & Associates, Practicing Company Secretaries, as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting and voting during the AGM in a fair and transparent manner.

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VIII. The process and manner for remote e-voting are as under:

Process to vote electronically using CDSL/ NSDL e-Voting system:

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

- Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Login method for e-Voting & joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon and select New System Myeasi Tab.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 or joining virtual meeting & voting during the meeting. 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.com and click on login & New System Myeasi Tab and then click on registration option4) 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.

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Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e- Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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</p> <p>3) 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 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 held 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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. After Successful login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider i.e. CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password options 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

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.co.in or 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.com or call at toll free no.1800-21-09911

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Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID. Your User ID details are given below:

Manner of holding shares in Demat (NSDL or CDSL) or Physical	Your User Id is
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*****
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*****
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 133805, then user ID is 133805001***

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for

NOTICE (Contd.)

e- voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iv) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians - For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; www.twamevcons.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

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3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptop / iPad for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablet or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at www.twamevcons.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at company's email id. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES

1. For Physical shareholders- please provide necessary details like 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 Company/RTA.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager (CDSL), Central Depository Services (India) Limited, A-Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cDSL.com or call at toll free no. 1800 22 55 33.

Other Instructions:

1. During the AGM, the Chairman shall after responding to the questions raised by the Members in advance or as a speaker at the AGM, announce the start of casting of votes through the e-voting system. After that the Members participating through the VC / OAVM facility, eligible (who have not cast vote earlier through the remote e-voting process or otherwise barred to cast vote) and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the 60th AGM.

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The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through electronic voting system provided during the AGM and remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing who shall countersign the same and declare within the stipulated time, the results of the voting forthwith.

2. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.twamevcons.com and on the notice board of the Company at its Registered Office and on the website of CDSL at www.evotingindia.com and communicated to the Stock Exchanges where the shares of the Company are listed. Subject to receipt of the requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

Regd. Office: DD 30, Sector -1, Salt Lake City, 7th Floor, Kolkata - 700 064 Date : 12th August, 2025	By Order of the Board of Directors Neha Agarwal Company Secretary ACS-52479
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos 4-6 of the accompanying Notice.

Item No. 4

Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee, the Board of Directors approved the appointment of M/s. S Chhaparia & Associates, Cost Accountants (FRN: 101591) as Cost Auditor of the Company to conduct audit of cost records maintained by the Company for FY26, at a remuneration of Rs. 60,000 (Rupees Sixty thousand only) plus applicable taxes, travel and actual out-of-pocket expenses.

In making the decision on the appointment and remuneration of the Cost Auditor, the Audit Committee considered the Cost Auditors' performance during the previous year(s) in examining and verifying the accuracy of the cost accounting records maintained by the Company.

M/s. S Chhaparia & Associates, have furnished a certificate regarding their eligibility for appointment as Cost Auditor of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

Pursuant to Section 148(3) of the Act, approval by the Members is required for the payment of above remuneration to the cost auditor.

None of the Directors and KMP of the Company and their respective relatives are concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

The Board recommends the Ordinary Resolution at Item No. 4 of the accompanying Notice for ratification by the Members of the Company.

Item No. 5

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a listed entity is required to appoint a Secretarial Audit firm for up to two terms of five consecutive years, subject to members approval of shareholders at the Annual General Meeting.

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In this regard, based on the recommendation of the Audit Committee, the Board of Directors, at its meeting on May 27, 2025, approved the appointment of M/s MR & Associates, Practicing Company Secretaries (Unique Identification No. P2003WB008000), as the Company's Secretarial Auditor for five years commencing from FY2025-26 to FY2029-30, subject to Members' approval, after taking into account the eligibility of the firm's qualification, experience, independent assessment, competency and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

The Company has received a consent letter from M/s MR & Associates, confirming their willingness to undertake the Secretarial Audit and issue the Secretarial Audit Report in accordance with Section 204 of the Act along with other applicable provisions, if any, under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended.

M/s MR & Associates, hereby affirms its compliance with Regulation 24A(1B) of the Listing Regulations in providing services to the Company. Further, M/s MR & Associates, also confirms that they hold a valid peer review certificate issued by ICSI and it fulfils all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024.

M/s MR & Associates is a leading firm of practicing Company Secretaries with over 30 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations, Appearance before Regulatory Authorities and etc. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc.

The Board of Directors has approved remuneration of Rs. 80,000 (Rupees Eighty Thousand only) plus applicable taxes and out of pocket expenses for FY26 and for subsequent years of the term, such fees as determined by the Board on recommendation of Audit Committee in consultation with the secretarial auditor. Besides the audit services, the Company would also obtain permitted services which are to be mandatorily received from the Secretarial Auditor under various statutory regulations from time to time, for which M/s MR & Associates will be remunerated separately on mutually agreed terms. The Board of Directors, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the resolution at Item No. 5 of the accompanying Notice.

The Board recommends the Ordinary Resolution at Item No.5 of the accompanying Notice for approval by the Members of the Company.

Item No. 6:

The existing Memorandum of Association (MOA) and Articles of Association (AOA) of the Company were originally framed and adopted under the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several provisions under the old Act have been repealed and replaced by new ones, requiring changes to various clauses and regulations in both the MOA and AOA.

To ensure compliance with the updated legal framework and incorporate necessary changes and statutory references under the Companies Act, 2013, the Board of Directors at its meeting held on 12th August, 2025, approved the proposal to amend, alter and update the existing MOA and AOA of the Company, subject to the approval of the shareholders.

1. Alteration in Memorandum of Association (MOA):

The company has changed its name from "Tantia Constructions Limited" to "Twamev Construction and Infrastructure Limited", despite the name change, the company's PAN, GST registration, credentials and other official details remains unchanged. The same has been approved by the shareholders in the Extra-Ordinary General Meeting of the Company, held in the month of July, 2024.

2. Alteration in Articles of Association (AOA):

The existing Articles of Association were based on the provisions of the Companies Act, 1956. In view of the enactment of the Companies Act, 2013, it is proposed to adopt a new set of Articles in alignment with the new Act.

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Key changes include:

- Replacing references to the Companies Act, 1956 with references to the Companies Act, 2013;
- Aligning the object clauses and capital clause in the MOA with the format prescribed under the new Act;
- Substituting the existing AOA with a new set of Articles in conformity with the Companies Act, 2013.

The proposed amendments are primarily of a formal and regulatory nature and do not affect the existing operations or structure of the Company.

The draft of the revised MOA and new set of AOA is available for inspection by the members at the Registered Office of the Company during business hours and also available in electronic form upon request.

None of the Directors, Key Managerial Personnel (KMP), or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution(s), except to the extent of their shareholding or directorship in the Company.

The Board recommends the Special Resolution at Item No.6 of the accompanying Notice for approval by the Members of the Company.

Regd. Office: DD 30, Sector -1, Salt Lake City, 7th Floor, Kolkata - 700 064 Date : 12th August, 2025	By Order of the Board of Directors Neha Agarwal Company Secretary ACS-52479
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