

Scrutinizer's Report

Scrutinizer's Report – Postal Ballot –Voting [Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

To
TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED
BELGHARIA, KOLKATA-700056

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of "TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED" on 07 November 2014, I have been appointed as the Scrutinizer to receive, process and scrutinize postal ballot – physical ballot papers as well as evoting in respect of the following resolution:

SL No	Reference to the Companies Act, 2013	Description of the resolution	Type of Resolution
1.	Sections 152, 196, 197 and 198 read with Schedule V and other applicable provisions under the Companies Act, 2013	To consider and approve re-appointment of Shri Hemant Kumar as Executive Director of the Company for a period of 3 years.	Special Resolution
2.	Section 188 of the Companies Act, 2013.	To approve the grant of annual increment to Shri Gaurav Agarwala, who is a relative of Directors of the Company.	Special Resolution



I submit my report as detailed hereunder:

1. The notice dated 8TH December, 2014 under Section 110 of the Companies Act, 2013 regarding Postal Ballot was issued individually to all the shareholders and the dispatch of notices was duly completed by 10th December, 2014.
2. The postal ballot notice dispatched to the shareholders stated that all postal ballot forms received up to the closure of working hours on 10th January, 2015, the last date and time fixed by the Company for receipt of the forms, according to Section 110 of the Companies Act, 2013 will be considered.
3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. Particulars of all the postal ballot forms received from the members were entered in a register separately maintained for the purpose.
5. In compliance with Section 108 of the Companies Act, 2013, shareholders were alternatively provided the facility of electronic voting to exercise their right to vote for the resolutions set out in the notice through e-voting services provided by KARVY COMPUTER SHARE PRIVATE LIMITED. The instructions & process of e-voting were clearly given in the Postal Ballot Forms.
6. All the Postal Ballot Forms were scrutinized and processed and a computer statement containing the Shareholders Name, Folio Number/Client ID No./DP ID, Postal Ballot Number, Number of Shares held, Number of Votes Polled, Assented, Dissented and Rejected were generated.
7. All postal ballot forms received up to 10th January, 2015 up to the close of working hours were scrutinized by me.
8. During the course of scrutiny of Postal Ballot Forms, I have not come across any defaced/mutilated Postal Ballot Forms.
9. I have handed over the postal ballot forms and related papers/registers and record to the Secretary authorized by the Board to supervise the postal ballot process, on date along with the Reports.



10. The results of the postal ballot forms are as follows:

The particulars of the valid postal ballot forms received depicting the assent and dissent of the shareholders for the purpose of seeking their approval for the above referred resolution by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 (read with the Companies (Management and Administration) Rules, 2013) are elucidated herein below:

RESOLUTION NO.	MODE	BALLOTS RECEIVED	TOTAL NO. OF SHARES	FAVOUR		AGAINST		INVALID	
				BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
1	ELECTRONIC	33	29469941	29	29464381	4	5560	0	0
	PHYSICAL	148	66814935	132	66789364	9	24490	7	1081
	TOTAL	181	96284876	161	96253745	13	30050	7	1081
2	ELECTRONIC	34	29469941	26	29462601	7	7240	1	100
	PHYSICAL	148	66814935	130	66787691	10	26063	8	1181
	TOTAL	182	96284876	156	96250292	17	33303	9	1281

- Consequently Invalid Postal Ballots were not taken into account for voting.
- Reasons for invalid entries:

✓	Unsigned Postal Ballot
✓	Discrepancy in number of shares held
✓	No vote given i.e neither voted FOR or AGAINST

Note:

Votes Cast in favour or against has been considered on the basis of number of Shares held as on date reckoned for the purpose of Postal Ballot.



Postal Ballot Result

	Resolution No. 1	Percentage %	Resolution No. 2	Percentage %
Total No. of votes received	96284876	100%	96284876	100%
Total No. of votes received - VALID	96283795	99.99887729	96283595	99.9986696
Total No. of votes received - INVALID	1081	0.00112271	1281	0.00133043
	Resolution No. 1	Percentage %	Resolution No. 2	Percentage %
Total No. of votes received - VALID	96283795	100%	96283595	100%
Total No. of votes in FAVOUR	96253745	99.96879018	96250292	99.9654116
Total No. of votes AGAINST	30050	0.031209821	33303	0.03458845

Resolution No 1 Total Votes Polled FOR-RESOLUTION is 99.97% and total votes polled AGAINST- RESOLUTION is 0.03% .

Accordingly, the Special Resolution as set out in the Notice is passed by the requisite majority.

Resolution No. 2 Total Votes Polled FOR-RESOLUTION is 99.97% and total votes polled AGAINST- RESOLUTION is 0.03%.

Accordingly the Special Resolution as set out in the Notice is passed by the requisite majority.

11. The Resolutions accordingly stands passed with requisite majority.
12. I have handed over the Postal Ballot form and other related papers, Records and Registers to the safe custody of the Company Secretary of the Company who is authorized by the Board to supervise the Postal Ballot Process.
13. You may accordingly declare the result of voting by Postal Ballot.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot

Thanking You
Yours Faithfully



FCS. Sudhanya Roy Choudhury
MEMBERSHIP NO. F7057

Place: Kolkata
Date: 12/01/2015

