



**TEXINFRA**

26<sup>th</sup> September, 2023

*National Stock Exchange of India Ltd.*  
*Exchange Plaza, C-1, Block G,*  
*Bandra Kurla Complex*  
*Bandra (E), Mumbai - 400051*  
**Symbol - TEXINFRA**

*BSE Limited*  
*P. J. Towers,*  
*Dalal Street,*  
*Mumbai - 400001*  
**Scrip Code - 505400**

Dear Sirs,

In continuation to our letter dated 25<sup>th</sup> September 2023, we write to inform you that in terms of the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Company had provided the facility of remote e-voting and e-voting during the Eighty-Third Annual General Meeting ('AGM') held on 25<sup>th</sup> September, 2023 at 2:30 p.m. (IST) through Video Conferencing.

We would further like to inform that all the Resolutions stated in the Notice convening the AGM dated 3<sup>rd</sup> August, 2023, which were put to vote at the AGM of the Company, have been duly approved by the Members with requisite majority.

Pursuant to Listing Regulations, we are now enclosing herewith the details of the combined voting results in respect of the aforesaid Resolutions in the prescribed format as Annexure I and the Scrutinizer's Report as Annexure II.

Thanking you,

Yours faithfully,

**For Texmaco Infrastructure & Holdings Limited**

Neha Singh  
Company Secretary &  
Compliance Officer

## Annexure-I

	TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED
Date of the AGM/EGM	25-09-2023
Total number of shareholders on record date	20139
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	19
Public:	38

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, for the financial year ended 31st March 2023 and the Reports of the Board of Directors and the Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,30,42,219	8,30,42,219	100.00	8,30,42,219	0	100.00	0.00
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		8,30,42,219	8,30,42,219	100.00	8,30,42,219	0	100.00
Public- Institutions	E-Voting	39,010	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		39,010	0	0	0	0	0
Public- Non Institutions	E-Voting	4,43,45,361	90,29,889	20.3626	2,72,443	87,57,446	3.0171	96.9828
	Poll		1,703	0.0038	1,702	1	99.9412	0.0587
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		4,43,45,361	90,31,592	20.3664	2,74,145	87,57,447	3.0354
Total		12,74,26,590	9,20,73,811	72.2564	8,33,16,364	87,57,447	90.4887	9.5113

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend on Equity Shares for the financial year ended 31st March 2023.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,30,42,219	8,30,42,219	100.0000	8,30,42,219	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>8,30,42,219</b>	<b>8,30,42,219</b>	<b>100.0000</b>	<b>8,30,42,219</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	39,010	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>39,010</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	4,43,45,361	90,29,889	20.3626	90,28,459	1,430	99.9841	0.0158
	Poll		1,703	0.0038	1,702	1	99.9412	0.0587
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>4,43,45,361</b>	<b>90,31,592</b>	<b>20.3664</b>	<b>90,30,161</b>	<b>1,431</b>	<b>99.9842</b>
<b>Total</b>		<b>12,74,26,590</b>	<b>9,20,73,811</b>	<b>72.2564</b>	<b>9,20,72,380</b>	<b>1,431</b>	<b>99.9984</b>	<b>0.0016</b>

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To resolve not to fill the vacancy caused by the retirement of Mr. Saroj Kumar Poddar (DIN: 00008654), Non-Executive Director and Chairman, who retires by rotation but does not seek re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr. Saroj Kumar Poddar and Mr. Akshay Poddar along with their relatives are interested upto the extent of their shareholding and have abstained from voting.							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,30,42,219	8,05,58,013	97.0085	8,05,58,013	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>8,30,42,219</b>	<b>8,05,58,013</b>	<b>97.0085</b>	<b>8,05,58,013</b>	<b>0</b>	<b>100.00</b>
Public- Institutions	E-Voting	39,010	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>39,010</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	4,43,45,361	90,29,874	20.3626	90,28,476	1,398	99.9845	0.0154
	Poll		1,703	0.0038	1,702	1	99.9412	0.0587
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>4,43,45,361</b>	<b>90,31,577</b>	<b>20.3664</b>	<b>90,30,178</b>	<b>1,399</b>	<b>99.9845</b>
<b>Total</b>		<b>12,74,26,590</b>	<b>8,95,89,590</b>	<b>70.3068</b>	<b>8,95,88,191</b>	<b>1,399</b>	<b>99.9984</b>	<b>0.0016</b>

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038) of the Company for conducting Audit of Cost Records, for the financial year ending 31st March 2024.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,30,42,219	8,30,42,219	100.00	8,30,42,219	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>8,30,42,219</b>	<b>8,30,42,219</b>	<b>100.0000</b>	<b>8,30,42,219</b>	<b>0</b>	<b>100.00</b>
Public- Institutions	E-Voting	39,010	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>39,010</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	4,43,45,361	2,73,856	0.6176	2,72,427	1,429	99.4781	0.5218
	Poll		1,703	0.0038	1,702	1	99.9412	0.0587
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>4,43,45,361</b>	<b>2,75,559</b>	<b>0.6214</b>	<b>2,74,129</b>	<b>1,430</b>	<b>99.4811</b>
<b>Total</b>		<b>12,74,26,590</b>	<b>8,33,17,778</b>	<b>65.3849</b>	<b>8,33,16,348</b>	<b>1,430</b>	<b>99.9983</b>	<b>0.0017</b>

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Ashok Kumar Vijay (DIN: 01103278) as Non-Executive Director for a period of 3 (three) years with effect from 25th September, 2023.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,30,42,219	8,30,42,219	100.00	8,30,42,219	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>8,30,42,219</b>	<b>8,30,42,219</b>	<b>100.00</b>	<b>8,30,42,219</b>	<b>0</b>	<b>100.00</b>
Public- Institutions	E-Voting	39,010	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>39,010</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	4,43,45,361	2,41,326	0.5442	2,39,914	1,412	99.4148	0.5851
	Poll		1,703	0.0038	1,702	1	99.9412	0.0587
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>4,43,45,361</b>	<b>2,43,029</b>	<b>0.548</b>	<b>2,41,616</b>	<b>1,413</b>	<b>99.4186</b>
<b>Total</b>		<b>12,74,26,590</b>	<b>8,32,85,248</b>	<b>65.3594</b>	<b>8,32,83,835</b>	<b>1,413</b>	<b>99.9983</b>	<b>0.0017</b>

**Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the  
Companies (Management and Administration) Rules, 2014]*

To  
The Chairman  
Texmaco Infrastructure & Holdings Limited  
Belgharia,  
Kolkata - 700056

**E-voting (remote e-voting and Instapoll) at the Eighty-Third Annual General Meeting of the Equity Shareholders of Texmaco Infrastructure & Holdings Limited held on Monday, 25th September, 2023 at 2:30 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')**

Dear Sir,

I, Geeta Roy Chowdhury, Company Secretary in Practice appointed as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting during the AGM (Instapoll) of the Eighty-Third Annual General Meeting of Texmaco Infrastructure & Holdings Limited held on Monday, 25th September, 2023 at 2:30 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), submit my consolidated report as under:

1. The e-voting services were provided by M/s. KFin Technologies Limited ('KFin').
2. The Company has completed the dispatch of Notice on 1st September, 2023 through email in compliance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India for the purpose of AGM.
3. Voting rights were reckoned on the Shares registered in the name of Members as on Monday, 18th September, 2023
4. The remote e-voting period commenced at 9.00 a.m. on Thursday, 21st September, 2023 and ended at 5.00 p.m. on Sunday, 24th September, 2023.
5. The Company has also provided the facility of Instapoll, i.e., e-voting during the AGM through the VC platform.
6. The e-voting was unblocked on Monday 25th September, 2023 in the presence of two witnesses namely, Nikita Pincha and Khusboo Ray, who are not in the employment of the Company.
7. Based on the reports generated at Kfin Portal i.e. **evoting.kfintech.com**, the consolidated report of remote e-voting and Instapoll is as under (rounded off to four decimal):



## ORDINARY BUSINESS

**Item No. 1: Ordinary Resolution:**

Adoption of Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, for the financial year ended 31st March 2023 and the Reports of the Board of Directors and the Auditors thereon.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	131	83314662	13	1702	144	83316364	90.4887
Voted against the Resolution	18	8757446	1	1	19	8757447	9.5113
Abstained	0	0	0	0	0	0	0.0000

**Item No. 2: Ordinary Resolution:**

Declaration of Dividend on Equity Shares for the financial year ended 31st March 2023.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	133	92070678	13	1702	146	92072380	99.9984
Voted against the Resolution	16	1430	1	1	17	1431	0.0016
Abstained	0	0	0	0	0	0	0.0000





**Item No. 3: Ordinary Resolution:**

To resolve not to fill the vacancy caused by the retirement of Mr. Saroj Kumar Poddar (DIN: 00008654), Non-Executive Director and Chairman, who retires by rotation at the conclusion of this Meeting, but does not seek re-appointment.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
<b>Voted in favour of the Resolution</b>	130	89586489	13	1702	143	89588191	99.9984
<b>Voted against the Resolution</b>	14	1398	1	1	15	1399	0.0016
<b>Abstained</b>	5	2484221	0	0	5	2484221	0.0000

**SPECIAL BUSINESS****Item No. 4: Ordinary Resolution:**

Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038) of the Company for conducting Audit of Cost Records, for the financial year ending 31st March 2024.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
<b>Voted in favour of the Resolution</b>	131	83314646	13	1702	144	83316348	99.9983
<b>Voted against the Resolution</b>	15	1429	1	1	16	1430	0.0017
<b>Abstained</b>	3	8756033	0	0	3	8756033	0.0000



**Item No. 5: Ordinary Resolution:**

Appointment of Mr. Ashok Kumar Vijay (DIN: 01103278) as a Non- Executive Director for a period of 3 (three) years with effect from 25th September, 2023.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
<b>Voted in favour of the Resolution</b>	131	83282133	13	1702	144	83283835	99.9983
<b>Voted against the Resolution</b>	14	1412	1	1	15	1413	0.0017
<b>Abstained</b>	4	8788563	0	0	4	8788563	0.0000

Based on above, the Resolutions as stated in the Notice shall be deemed to have been passed with requisite majority.

Thanking You,  
Yours faithfully



*Geeta Roy Chowdhury*

(Geeta Roy Chowdhury)

FCS: 7040

COP: 7741

Peer Review Certificate No: 2444/2022

Place: Kolkata

Date: 26th September, 2023

UDIN:F007040E001086844