

General information about company

Scrip code	505400
NSE Symbol	TEXINFRA
MSEI Symbol	NOTLISTED
ISIN	INE435C01024
Name of the entity	Texmaco Infrastructure & Holdings Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	31-12-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Akshay Poddar	AFUPP0096C	00008686	Non-Executive - Non Independent Director	Chairperson related to Promoter		20-07-1976
2	Mr	D. R. Kaarthikeyan	AAXPK8665Q	00327907	Non-Executive - Independent Director	Not Applicable		02-10-1939
3	Mr	S. K. Rungta	ADAPR3669P	00053824	Non-Executive - Independent Director	Not Applicable		17-09-1947
4	Mr	Ravi Todi	ABUPT6599G	00080388	Non-Executive - Independent Director	Not Applicable		01-05-1969
5	Mr	Kishor Shah	AIQPS4268J	00170502	Non-Executive - Independent Director	Not Applicable		30-08-1956
6	Ms	Ranjana Tibrawalla	ADJPT0027G	00542746	Non-Executive - Independent Director	Not Applicable		13-05-1950
7	Mr	Rewati Raman Goenka	AGBPG2254K	00375716	Non-Executive - Independent Director	Not Applicable		15-08-1946
8	Mr	Prakash Chandra Kejriwal	AFJPK7010A	00964460	Non-Executive - Non Independent Director	Not Applicable		18-12-1968
9	Ms	Jyotsna Poddar	AFGPP2539E	00055736	Non-Executive - Non	Not Applicable		26-07-

					Independent Director			1950
10	Mr	Athar Shahab	AGZPS8777M	01824891	Non-Executive - Non Independent Director	Not Applicable		12-08-1968
11	Mr	Ashok Kumar Vijay	ABQPV3413R	01103278	Non-Executive - Non Independent Director	Not Applicable		04-07-1953

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	NA		11-08-2008	11-08-2008			5	0	2	1		
2	Yes	09-09-2019	25-07-2016	25-07-2019		89	4	4	3	1		
3	Yes	04-09-2018	07-11-2015	06-11-2018	05-11-2023	95	0	0	0	0		
4	NA		14-05-2021	14-05-2021		31	3	2	4	2		
5	NA		12-05-2023	12-05-2023		7	2	1	4	1		
6	NA		12-05-2023	12-05-2023		7	1	1	0	0		
7	Yes	03-01-2024	14-10-2023	14-10-2023		2	2	2	3	0		
8	NA		12-05-2023	12-05-2023			1	0	0	0		
9	NA		28-09-2015	28-09-2020			2	0	0	0		

10	NA		07-02-2022	07-02-2022			3	0	5	1		
11	NA		25-09-2023	25-09-2023			2	0	1	0		

Text Block

Textual Information(1)

1. The tenure for Director has been counted for completed months.
2. Chairmanship in committees counted as Membership & Chairmanship of unlisted public co. also as Membership.
3. The tenure of Mr. S.K. Rungta stands completed on 5th November, 2023. Accordingly, Mr. Rungta laid down the office to be a Director of the Company w.e.f. close of business on 5th November, 2023.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00080388	Ravi Todi	Non-Executive - Independent Director	Chairperson	14-05-2021		
2	00053824	S. K. Rungta	Non-Executive - Independent Director	Member	30-05-2016	05-11-2023	Textual Information(1)
3	00170502	Kishor Shah	Non-Executive - Independent Director	Member	12-05-2023		
4	00008686	Akshay Poddar	Non-Executive - Non Independent Director	Member	25-09-2010	14-10-2023	
5	01824891	Athar Shahab	Non-Executive - Non Independent Director	Member	14-10-2023		
6	00375716	Rewati Raman Goenka	Non-Executive - Independent Director	Member	14-10-2023		

Sr Text Block

Textual Information(1)

Mr. S. K. Rungta ceased to be a Director of the Company w.e.f. close of business on 5th November, 2023 in view of completion of tenure on 5th November, 2023 and consequently also ceased as the Member of the Audit Committee w.e.f. close of business on 5th November, 2023.

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00080388	Ravi Todi	Non-Executive - Independent Director	Chairperson	07-11-2022		
2	00053824	S. K. Rungta	Non-Executive - Independent Director	Member	15-05-2018	05-11-2023	Textual Information(1)
3	00008686	Akshay Poddar	Non-Executive - Non Independent Director	Member	01-02-2014		
4	00375716	Rewati Raman Goenka	Non-Executive - Independent Director	Member	14-10-2023		

Sr Text Block

Textual Information(1)

Mr. S. K. Rungta ceased to be a Director of the Company w.e.f. close of business on 5th November, 2023 in view of completion of tenure on 5th November, 2023 and consequently also ceased as the Member of the Nomination and Remuneration Committee w.e.f. close of business on 5th November, 2023.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00170502	Kishor Shah	Non-Executive - Independent Director	Chairperson	12-05-2023		
2	00053824	S. K. Rungta	Non-Executive - Independent Director	Member	30-05-2016	05-11-2023	Textual Information(1)
3	00008686	Akshay Poddar	Non-Executive - Non Independent Director	Member	25-09-2010		
4	00375716	Rewati Raman Goenka	Non-Executive - Independent Director	Member	14-10-2023		

Sr Text Block

Textual Information(1)

Mr. S. K. Rungta ceased to be a Director of the Company w.e.f. close of business on 5th November, 2023 in view of completion of tenure on 5th November, 2023 and consequently also ceased as the Member of the Stakeholders Relationship Committee w.e.f. close of business on 5th November, 2023.

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00327907	D. R. Kaarthikeyan	Non-Executive - Independent Director	Chairperson	14-05-2021		
2	00053824	S. K. Rungta	Non-Executive - Independent Director	Member	07-11-2022	05-11-2023	Textual Information(1)
3	01824891	Athar Shahab	Non-Executive - Non Independent Director	Member	07-02-2022		
4	00375716	Rewati Raman Goenka	Non-Executive - Independent Director	Member	14-10-2023		

Sr Text Block

Textual Information(1)

Mr. S. K. Rungta ceased to be a Director of the Company w.e.f. close of business on 5th November, 2023 in view of completion of tenure on 5th November, 2023 and consequently also ceased as the Member of the Risk Management Committee w.e.f. close of business on 5th November, 2023.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01824891	Athar Shahab	Non-Executive - Non Independent Director	Chairperson	07-02-2022		
2	00170502	Kishor Shah	Non-Executive - Independent Director	Member	12-05-2023		
3	00080388	Ravi Todi	Non-Executive - Independent Director	Member	11-08-2021		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)					
1	03-08-2023				Yes	10	10	5
2		14-10-2023	71		Yes	11	11	6

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	03-08-2023				Yes	4	4	3	0
2	Audit Committee	14-10-2023	71			Yes	4	3	3	0
3	Nomination and remuneration committee	03-08-2023				Yes	3	3	2	0
4	Nomination and remuneration committee	14-10-2023	71			Yes	3	3	2	0
5	Risk Management Committee	12-07-2023				Yes	3	3	2	0
6	Risk Management Committee	02-08-2023	20			Yes	3	2	2	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Neha Singh
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence	
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Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
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Signatory Details

Name of signatory	Neha Singh
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	19-01-2024