



Texmaco Infrastructure & Holdings Limited

TEXINFRA

23rd June, 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,

We refer our letter dated 22nd May, 2023 enclosing the Postal Ballot Notice dated 12th May, 2023 seeking approval of the Members of the Company through postal ballot by electronic means ('remote e-voting') in relation to the Resolutions stated in the Notice. We now write to inform you that the Resolutions have been duly approved by the Members of the Company with requisite majority.

The Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the Members.

In accordance with the provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs & Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form and accordingly no postal ballot forms were sent to the Members. The remote e-voting commenced at 9:00 a.m. on Tuesday, 23rd May, 2023 and ended at 5:00 p.m. on Wednesday, 21st June, 2023.


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

This is for your information and record.

Thanking you,

Yours faithfully,

For **Texmaco Infrastructure & Holdings Limited**


Neha Singh

Company Secretary &
Compliance Officer



Regd. Office : Belgharia , Kolkata 700056 . Ph +91 033 2569 1500 . Fax 2541 1722 / 2448

Email : texmail@texmaco.in Website : www.texinfra.in

CIN: L70101WB1939PLC009800

Report of Scrutinizer

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 (4) (xii) & 21 (2) of the Companies (Management and Administration) Rules, 2014]

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

Dear Sir,

I, Geeta Roy Chowdhury, appointed as the Scrutinizer by the Board of Directors of Texmaco Infrastructure & Holdings Limited to conduct the Postal Ballot and for the purpose of scrutinizing the process of remote e-voting which commenced from 9:00 a.m. on Tuesday 23rd May, 2023 and ended on 5:00 p.m. on Wednesday 21st June, 2023 for the items as stated in the Postal Ballot Notice ('Notice') dated 12th May, 2023, submit my report as under:

1. The e-voting services were provided by M/s. KFin Technologies Limited ('KFin') [Formerly known as 'M/s. KFin Technologies Private Limited'] .
2. The Company has completed the dispatch of Notice to its Members on 22nd May, 2023 through email, in compliance with the provisions of the Companies Act, 2013 ('Act') read with relevant circulars issued by the Ministry of Corporate Affairs ('MCA'). Further, in accordance with the provisions of the Act read with the relevant circulars issued by the MCA & the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has extended only the remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form and accordingly no postal ballot forms were sent to the Members.
3. The Company had published an advertisement on 23rd May, 2023 in newspapers namely, Financial Express and Aajkaal, informing the shareholders the details relating to the Notice including the completion of dispatch of the Notice, in compliance with the applicable provisions of the Act read with the relevant circulars issued by the MCA and Listing Regulations.
4. Voting rights were reckoned on the shares registered in the name of Members, as on Friday, 19th May, 2023 (i.e. the cut-off date).
5. The remote e-voting period commenced at 9:00 a.m. on Tuesday 23rd May, 2023 and ended on 5:00 p.m. on Wednesday 21st June, 2023.
6. The e-voting was unblocked on Wednesday, 21st June, 2023 in the presence of two witnesses namely, Sushmita Shaw 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 report of remote e-voting is as under (rounded off to two decimal):



SPECIAL BUSINESS**Item No. 1: Special Resolution:**

Appointment of Mr. Arvind Kumar Chaubey as Manager of the Company.

	Remote e-voting		
	Total No. of Members who voted	Total No. of Shares for which valid votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	105	83651920	78.12
Voted against the Resolution	23	23423761	21.88
Abstained	1	1	0.00

Item No. 2: Special Resolution:

Appointment of Mr. Kishor Shah (DIN: 00170502) as an Independent Director of the Company.

	Remote e-voting		
	Total No. of Members who voted	Total No. of Shares for which valid votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	105	83651920	78.12
Voted against the Resolution	24	23423762	21.88
Abstained	0	0	0.00

Item No. 3: Special Resolution:

Appointment of Ms. Ranjana Tibrawalla (DIN: 00542746) as an Independent Director of the Company.

	Remote e-voting		
	Total No. of Members who voted	Total No. of Shares for which valid votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	105	83651920	78.12
Voted against the Resolution	24	23423762	21.88
Abstained	0	0	0.00



Item No. 4: Ordinary Resolution:

Appointment of Mr. Prakash Chandra Kejriwal (DIN: 00964460) as a Non-executive Director of the Company.

	Remote e-voting		
	Total No. of Members who voted	Total No. of Shares for which valid votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	105	83651920	78.12
Voted against the Resolution	23	23423761	21.88
Abstained	1	1	0.00

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

Place: Kolkata
Date: 22nd June, 2023

Thanking You,
Yours faithfully

Geeta Roy Chowdhury
(Geeta Roy Chowdhury)
FCS: 7040
COP: 7741
UDIN: F007040E000471702

