



TEXINFRA

Texmaco Infrastructure & Holdings Limited

30th September, 2022

*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 of even date, 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-Second Annual General Meeting ('AGM') held today at 3:00 p.m. (IST) through Video Conferencing.

We would further like to inform that all the Resolutions stated in the Notice convening the AGM dated 12th August, 2022, which were put to vote at the AGM of the Company. Except item no. 6 all other items 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, along with a copy of the proceedings of the AGM as Annexure III.

Thanking you,

Yours faithfully,

For **Texmaco Infrastructure & Holdings Limited**

RAHUL
HARSH

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RAHUL HARSH
Date: 2022.09.30
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Rahul Harsh
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

Annexure-I

	TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED
Date of the AGM/EGM	30-09-2022
Total number of shareholders on record date	17247
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:	35

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 2022 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	8,28,24,789	8,28,24,789	100.0000	8,28,24,789	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	8,28,24,789	8,28,24,789	100.0000	8,28,24,789	0	100.0000	0.0000
Public- Institutions	E-Voting	13,56,483	12,36,999	91.1916	0	12,36,999	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	13,56,483	12,36,999	91.1916	0	12,36,999	0.0000	100.0000
Public- Non Institutions	E-Voting	4,32,45,318	2,86,31,446	66.2070	5,69,064	2,80,62,382	1.9875	98.0124
	Poll		53,580	0.1239	53,574	6	99.9888	0.0111
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	4,32,45,318	2,86,85,026	66.3309	6,22,638	2,80,62,388	2.1706	97.8294
	Total	12,74,26,590	11,27,46,814	88.4798	8,34,47,427	2,92,99,387	74.0131	25.9869

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend on Equity Shares for the financial year ended 31st March 2022.							
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	8,28,24,789	8,28,24,789	100.0000	8,28,24,789	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	8,28,24,789	8,28,24,789	100.0000	8,28,24,789	0	100.0000	0.0000
Public- Institutions	E-Voting	13,56,483	12,36,999	91.1916	12,36,999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	13,56,483	12,36,999	91.1916	12,36,999	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4,32,45,318	2,86,31,446	66.2070	2,86,31,121	325	99.9988	0.0011
	Poll		53,580	0.1239	53,574	6	99.9888	0.0111
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	4,32,45,318	2,86,85,026	66.3309	2,86,84,695	331	99.9988	0.0012
	Total	12,74,26,590	11,27,46,814	88.4798	11,27,46,483	331	99.9997	0.0003

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Ms. Jyotsna Poddar (DIN: 00055736), Non-executive Director, who retires by rotation and offers herself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr. S. K. Poddar, Mr. Akshay Poddar and Ms. Jyotsna Poddar alongwith 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	8,28,24,789	8,04,40,583	97.1214	8,04,40,583	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	8,28,24,789	8,04,40,583	97.1214	8,04,40,583	0	100.0000	0.0000
Public- Institutions	E-Voting	13,56,483	12,36,999	91.1916	0	12,36,999	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	13,56,483	12,36,999	91.1916	0	12,36,999	0.0000	100.0000
Public- Non Institutions	E-Voting	4,32,45,318	2,86,31,446	66.2070	5,68,714	2,80,62,732	1.9863	98.0136
	Poll		53,580	0.1239	53,574	6	99.9888	0.0111
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	4,32,45,318	2,86,85,026	66.3309	6,22,288	2,80,62,738	2.1694	97.8306
	Total	12,74,26,590	11,03,62,608	86.6088	8,10,62,871	2,92,99,737	73.4514	26.5486

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Messrs L. B. Jha & Co., Chartered Accountants, as Statutory Auditors of the Company for a period of 5 (five) years.							
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	8,28,24,789	8,28,24,789	100.0000	8,28,24,789	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	8,28,24,789	8,28,24,789	100.0000	8,28,24,789	0	100.0000	0.0000
Public- Institutions	E-Voting	13,56,483	12,36,999	91.1916	0	12,36,999	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	13,56,483	12,36,999	91.1916	0	12,36,999	0.0000	100.0000
Public- Non Institutions	E-Voting	4,32,45,318	2,86,31,446	66.2070	5,69,014	2,80,62,432	1.9873	98.0126
	Poll		53,580	0.1239	53,574	6	99.9888	0.0111
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	4,32,45,318	2,86,85,026	66.3309	6,22,588	2,80,62,438	2.1704	97.8296
	Total	12,74,26,590	11,27,46,814	88.4798	8,34,47,377	2,92,99,437	74.0131	25.9869

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Accountants of the Company for conducting Audit of Cost Records, for the financial year ending 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	8,28,24,789	8,28,24,789	100.0000	8,28,24,789	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	8,28,24,789	8,28,24,789	100.0000	8,28,24,789	0	100.0000	0.0000
Public- Institutions	E-Voting	13,56,483	12,36,999	91.1916	0	12,36,999	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	13,56,483	12,36,999	91.1916	0	12,36,999	0.0000	100.0000
Public- Non Institutions	E-Voting	4,32,45,318	2,86,31,446	66.2070	5,68,814	2,80,62,632	1.9866	98.0133
	Poll		53,580	0.1239	53,574	6	99.9888	0.0111
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	4,32,45,318	2,86,85,026	66.3309	6,22,388	2,80,62,638	2.1697	97.8303
	Total	12,74,26,590	11,27,46,814	88.4798	8,34,47,177	2,92,99,637	74.0129	25.9871

Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to the payment of Commission to the Non-executive Directors, subject to a ceiling of 1% of the net profits of the Company in a financial year as prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, for a period of 5 (five) years commencing from 1st April 2022.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr. S. K. Poddar, Mr. Akshay Poddar and Ms. Jyotsna Poddar alongwith 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	8,28,24,789	8,04,40,583	97.1214	8,04,40,583	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,04,40,583	97.1214	8,04,40,583	0	100.0000	0.0000
Public- Institutions	E-Voting	13,56,483	12,36,999	91.1916	0	12,36,999	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,36,999	91.1916	0	12,36,999	0.0000	100.0000
Public- Non Institutions	E-Voting	4,32,45,318	2,86,48,376	66.2462	5,68,814	2,80,79,562	1.9855	98.0144
	Poll		53,580	0.1239	53,574	6	99.9888	0.0111
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,87,01,956	66.3701	6,22,388	2,80,79,568	2.1685	97.8315
	Total	12,74,26,590	11,03,79,538	86.6221	8,10,62,971	2,93,16,567	73.4402	26.5598

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RAHUL HARSH
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Annexure-II

Report of Scrutinizer

*[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 – Second Annual General Meeting of the Equity Shareholders of Texmaco Infrastructure & Holdings Limited held on Friday, 30th September, 2022 at 3:00 pm 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 – Second Annual General Meeting of Texmaco Infrastructure & Holdings Limited held on Friday, 30th September, 2022 at 3:00 pm through VC / 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 7th September, 2022 through email in compliance with the relevant circulars issued by the Ministry of Corporate Affairs and the 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 Friday, 23rd September, 2022 (i.e. the cut-off date)
4. The remote e-voting period commenced at 9.00 am on Monday 26th September, 2022 and ended at 5.00 pm on Thursday, 29th September, 2022. The e-voting module was blocked thereafter.
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 Friday, 30th September, 2022 in the presence of two witnesses namely, Sushmita Shaw and Bijal Modi, 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 2022 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	111	83393853	15	53574	126	83447427	74.0131
Voted against the Resolution	36	29299381	2	6	38	29299387	25.9869
Abstained	3	17130	0	0	3	17130	0.0000

Item No. 2: Ordinary Resolution:

Declaration of Dividend on Equity Shares for the financial year ended 31st March 2022.

	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	139	112692909	15	53574	154	112746483	99.9997
Voted against the Resolution	8	325	2	6	10	331	0.0003
Abstained	3	17130	0	0	3	17130	0.0000



Item No. 3: Ordinary Resolution:

Re-appointment of Ms. Jyotsna Poddar (DIN: 00055736), Non-executive Director, who retires by rotation and offers herself for 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
Voted in favour of the Resolution	105	81009297	15	53574	120	81062871	73.4514
Voted against the Resolution	39	29299731	2	6	41	29299737	26.5486
Abstained	6	2401336	0	0	6	2401336	0.0000

Item No. 4: Ordinary Resolution:

Appointment of Messrs L. B. Jha & Co., Chartered Accountants, as Statutory Auditors of the Company for a period of 5 (five) years.

	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	110	83393803	15	53574	125	83447377	74.0131
Voted against the Resolution	37	29299431	2	6	39	29299437	25.9869
Abstained	3	17130	0	0	3	17130	0.0000



SPECIAL BUSINESS

Item No. 5: Ordinary Resolution:

Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Accountants of the Company for conducting Audit of Cost Records, for the financial year ending 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	109	83393603	15	53574	124	83447177	74.0129
Voted against the Resolution	38	29299631	2	6	40	29299637	25.9871
Abstained	3	17130	0	0	3	17130	0.0000

Item No. 6: Special Resolution:

Approval to the payment of Commission to the Non-executive Directors, subject to a ceiling of 1% of the net profits of the Company in a financial year as prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, for a period of 5 (five) years commencing from 1st April 2022.

	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	106	81009397	15	53574	121	81062971	73.4402
Voted against the Resolution	40	29316561	2	6	42	29316567	26.5598
Abstained	4	2384406	0	0	4	2384406	0.0000

Based on above, all the Resolutions except for Item No. 6 shall be deemed to have been passed with requisite majority.

Thanking You,
Yours faithfully

Geeta Roy Chowdhury

(Geeta Roy Chowdhury)
ICSI Membership No.: FCS 7040
COP: 7741
Peer Review Certificate No.: 2444/2022

Place: Kolkata
Date: 30th September, 2022
UDIN: F007040D001097272





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Annexure III

SUMMARY OF THE PROCEEDINGS OF THE EIGHTY-SECOND ANNUAL GENERAL MEETING OF TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED HELD ON 30TH SEPTEMBER, 2022 AT 3:00 P.M. (IST)

The Eighty-Second Annual General Meeting ('AGM') of the Members of Texmaco Infrastructure & Holdings Limited ('Company') was held on **Friday, 30th September, 2022** at **3:00 p.m. (IST)** through Video Conferencing ('VC') in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Mr. Saroj Kumar Poddar, Chairman, chaired the AGM of the Company.

The Meeting commenced at 3:00 p.m. (IST).

The Chairman welcomed the Members to the AGM. The Chairman thereafter, announced that the requisite quorum for the Meeting being present through VC, the Meeting was called to order.

The Chairman informed the Members that in view of the relaxations granted by the MCA and the SEBI and in order to ensure wider participation of the Members, the AGM was conducted through VC in compliance with the applicable provisions of the Companies Act, 2013 ('Act') & the rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the relevant circulars.

The Chairman briefed the Members that the Company had taken all feasible efforts to enable Members to participate through VC and exercise their voting rights.

The Chairman further informed the Members that the Statutory Registers and relevant documents referred to in the Notice of the AGM were available for inspection electronically. The requirement of appointment of proxies by the Members was not applicable as the AGM was held through VC and hence the proxy register was not available for inspection.

The Chairman thereafter, introduced the Directors and Key Managerial Personnel of the Company.

Messrs. Akshay Poddar, Devarayapuram Ramasamy Kaarthikeyan, Utsav Parekh, Ravi Todi, Santosh Kumar Rungta and Ms. Jyotsna Moddar, Directors of the Company and Mr. Rahul Harsh, Company Secretary attended the Meeting.



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Mr. Athar Shahab and Ms. Ramya Hariharan could not attend the Meeting due to unavoidable circumstances.

The Statutory, Secretarial and Cost Auditors were also present during the Meeting.

Mr. Rahul Harsh, Company Secretary briefed the Members regarding the arrangements made for the Meeting. The Company Secretary informed that in order to enable the Members to participate at the AGM through VC facility, the Company had availed the services of M/s. KFin Technologies Limited, Registrar & Share Transfer Agent of the Company.

The Company had appointed Ms. Geeta Roy Chowdhury of M/s. S. R. & Associates, Company Secretaries, as Scrutinizer for the AGM.

It was further informed that the Members were provided with the facility to exercise their right to vote on Resolutions by electronic means, through remote e-voting. The remote e-voting commenced at 9:00 a.m. on Monday, 26th September, 2022 and ended at 5:00 p.m. on Thursday, 29th September, 2022. The facility for e-voting during the AGM ('Instapoll') was also made available in accordance with the provisions of the Act and the Listing Regulations.

The Chairman deliberated the Members on the Company's overall performance during the financial year 2021-22 and the business prospects of the Company. The Chairman briefly covered the prevailing circumstances caused due to ongoing COVID-19 outbreak. He informed the Members on the upcoming opportunities & challenges for the Company.

The Chairman informed the Members that the Notice convening the AGM, Audited Financial Statements and the Reports of the Board of Directors & the Auditors thereon for the financial year ended 31st March, 2022 were taken as read as the same had already been circulated to the Members. As there was no qualification in the Reports of the Auditors, the same were not required to be read.

The Chairman thereafter, requested the Company Secretary to give a brief of the Resolutions forming part of the Notice of the AGM. The Company Secretary informed the Members that there were in total 6 (Six) Resolutions proposed to be transacted at the AGM. Since the Notice had already been circulated to the Members and the Resolutions had been put to vote through remote e-voting, the Company Secretary provided a brief of the Resolutions for the benefit of the Members attending the Meeting.



TEXINFRA

Texmaco Infrastructure & Holdings Limited

The items as per the AGM Notice dated 12th August, 2022 were transacted as follows:

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 2022 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2: Ordinary Resolution:

Declaration of Dividend on Equity Shares for the financial year ended 31st March 2022.

Item No. 3: Ordinary Resolution:

Re-appointment of Ms. Jyotsna Poddar (DIN: 00055736), Non-executive Director, who retires by rotation and offers herself for re-appointment.

Item No. 4: Ordinary Resolution:

Appointment of Messrs L. B. Jha & Co., Chartered Accountants, as Statutory Auditors of the Company for a period of 5 (five) years.

SPECIAL BUSINESS

Item No. 5: Ordinary Resolution:

Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Accountants of the Company for conducting Audit of Cost Records, for the financial year ending 31st March 2023.

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CIN: L70101WB1939PLC009800



Item No. 6: Special Resolution:

Approval to the payment of Commission to the Non-executive Directors, subject to a ceiling of 1% of the net profits of the Company in a financial year as prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, for a period of 5 (five) years commencing from 1st April 2022.

The Chairman thereafter, requested the Members who had earlier registered themselves as speakers to seek clarifications or ask their questions in relation to items of business, which were addressed by the Chairman of the Company.

The Chairman then thanked all the Shareholders and informed that those Shareholders who had not been able to cast their votes by remote e-voting, and are otherwise not barred from doing so, may avail the facility of Instapoll. The Instapoll was kept open for 15 minutes.

The Chairman thereafter, announced that combined Results of remote e-voting and Instapoll would be made available on the website of the Company and also on the website of Stock Exchange(s), where the Equity Shares of the Company are listed i.e. National Stock Exchange of India Ltd. and BSE Limited, within 2 (two) working days from the conclusion of the Meeting.

The Meeting concluded at 3:47 p.m. after being open for 15 minutes for Instapoll to be completed.

For Texmaco Infrastructure & Holdings Limited

**RAHUL
HARSH**

Digitally signed by
RAHUL HARSH
Date: 2022.09.30
19:19:30 +05'30'

Rahul Harsh
Company Secretary &
Compliance Officer

Dated: 30th September, 2022