## FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# **Annual Return**

(other than OPCs and Small **Companies**)

Pre-fill

Form language Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

- \* Permanent Acco
- (ii) (a) Name of the c

(iii)

Global Location Number (GLN) of	the company			
Permanent Account Number (PAN	I) of the company	ААВСТО	)814B	
(a) Name of the company		TEXMA	CO INFRASTRUCTURE &	
(b) Registered office address				
BELGHARIA KOLKATA West Bengal 700056 India				
(c) *e-mail ID of the company		NE****	*********CO.IN	
(d) *Telephone number with STD c	ode	03****	**00	
(e) Website		www.te	exinfra.in	
Date of Incorporation		04/08/1	939	
Type of the Company	Category of the Company		Sub-category of the	Company

L70101WB1939PLC009800

(iv)	Type of the Company	Category of the Company			Sub-category of the Company		
	Public Company	Company limited	d by shares		Indian Non-Government company		
(v) Whether company is having share capital			Yes	C	) No		
(vi) *W	hether shares listed on recognize	d Stock Exchange(s)	Yes	C	) No		

#### (a) Details of stock exchanges where shares are listed

	S. No.	Stock Exchange Name				Code	
	1	BSE LIMITED				1	-
	2	NATION	IAL STOCK EXCHANGE O	F INDIA LIMITED		1,024	
ľ	(b) CIN of	the Registrar an	d Transfer Agent		L72400TG2	2017PLC117649	Pre-fill
	Name of t	he Registrar an	d Transfer Agent	l			
	KFIN TECH	INOLOGIES LIMIT	ED				]
	Registere	d office address	of the Registrar and Tr	ransfer Agents			
	1	Tower B, Plot No uda, Serili ngamp	- 31 & 32, Financial Distri bally NA	ict, N			]
(vii)	*Financial	year From date	01/04/2023	(DD/MM/YYYY)	To date	31/03/2024	(DD/MM/YYYY
(viii)	*Whether	Annual general	meeting (AGM) held	 ● Ye	s 🔿	No	
	(a) If yes,	date of AGM	26/09/2024				
	(b) Due da	ate of AGM	30/09/2024				
	(c) Whethe	er any extensior	n for AGM granted	O	Yes	No	
II. P	RINCIPA	L BUSINES	S ACTIVITIES OF 1	THE COMPANY	/		

\*Number of business activities 2

	Main Activity group code		Business Activity Code	Description of Business Activity	% of turnover of the company
1	L	Real Estate	L1	Real estate activities with own or leased property	69.13
2	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	30.87

# III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 7 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MACFARLANE & CO. LTD	L51909WB1919PLC003356	Subsidiary	74.53

2	HIGH QUALITY STEELS LTD	U27101WB1964PLC026001	Subsidiary	100
3	VALLEY VIEW LANDHOLDINGS	U45400GA2013PTC007382	Subsidiary	100
4	TOPFLOW BUILDCON PRIVATE	U70109WB2012PTC178518	Subsidiary	100
5	SNOWBLUE CONCLAVE PRIVAT	U70200WB2012PTC178460	Subsidiary	100
6	STARTREE ENCLAVE PRIVATE L	U70200WB2012PTC178399	Subsidiary	100
7	LIONEL INDIA LIMITED	U52110WB1997PLC083860	Associate	50

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

## (i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	170,000,000	127,426,590	127,426,590	127,426,590
Total amount of equity shares (in Rupees)	170,000,000	127,426,590	127,426,590	127,426,590

#### Number of classes

Class of Shares Equity	Authoricod		Subscribed capital	Paid up capital
Number of equity shares	170,000,000	127,426,590	127,426,590	127,426,590
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	170,000,000	127,426,590	127,426,590	127,426,590

1

## (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	300,000	0	0	0
Total amount of preference shares (in rupees)	30,000,000	0	0	0

Number of classes

	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	300,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	30,000,000	0	0	0

## (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

## (d) Break-up of paid-up share capital

Class of shares	N	Number of shares			Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	649,215	126,777,375	127426590	127,426,590	127,426,59	
Increase during the year	0	74,068	74068	74,068	74,068	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	74,068	74068	74,068	74,068	
Demateralisation of Physical Shares		11,000	11000	1,000	1 1,000	
Decrease during the year	74,068	0	74068	74,068	74,068	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	74,068	0	74068	74,068	74,068	
Demateralisation of Physical Shares	74,000	0	74000	74,000	74,000	
At the end of the year	575,147	126,851,443	127426590	127,426,59(	127,426,59	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

## INE435C01024

(ii) Details of stock split/consolidation	n during the year (for each class of shares)
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Class o	f shares	(i)	(ii)	(iii)
Before split /	Number of shares			
Consolidation	Face value per share			
After split /	Number of shares			
Consolidation	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

$\boxtimes$	Nil [Details being provided in a CD/Digital Media]	⊖ Yes	O No	O Not Applicable
	Separate sheet attached for details of transfers	⊖ Yes	O No	

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous	annual general meeting					
Date of registration o	f transfer (Date Month Year)					
Type of transfe	Type of transfer       1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock					
Number of Shares/ Debentures/       Amount per Share/         Units Transferred       Debenture/Unit (in Rs.)						
Ledger Folio of Trans	sferor					
Transferor's Name						
	Surname	middle name	first name			
Ledger Folio of Trans	sferee	<u> </u>				
Transferee's Name						
	Surname	middle name	first name			
Date of registration o	f transfer (Date Month Year)					

Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock		
Number of Shares/ Debentur Units Transferred	es/		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Trans	sferor				
Transferor's Name					
	Surname	middle name	first name		
Ledger Folio of Transferee					
Transferee's Name					

## (iv) \*Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

## Details of debentures

Class of debentures	Outstanding as at the beginning of the year	-	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

### (v) Securities (other than shares and debentures)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

## V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

93,331,771

## (ii) Net worth of the Company

14,692,800,904

## VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equi	ity	Prefere	Preference		
		Number of shares	Percentage	Number of shares	Percentage		
1.	Individual/Hindu Undivided Family						
	(i) Indian	9,193,033	7.21	0			
	(ii) Non-resident Indian (NRI)	251,402	0.2	0			
	(iii) Foreign national (other than NRI)	0	0	0			
2.	Government						
	(i) Central Government	0	0	0			
	(ii) State Government	0	0	0			
	(iii) Government companies	0	0	0			
3.	Insurance companies	0	0	0			
4.	Banks	0	0	0			
5.	Financial institutions	0	0	0			
б.	Foreign institutional investors	0	0	0			
7.	Mutual funds	0	0	0			
8.	Venture capital	0	0	0			
9.	Body corporate (not mentioned above)	73,597,784	57.76	0			
10.	Others	0	0	0			
	Total	83,042,219	65.17	0	0		

## Total number of shareholders (promoters)

24

## (b) \*SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equ	Equity		ence
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	28,520,398	22.38	0	
	(ii) Non-resident Indian (NRI)	359,255	0.28	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	14,010	0.01	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	286,896	0.23	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,129,174	5.59	0	
10.	Others NBFCs, Directors, KMP, IEPF	8,074,638	6.34	0	
	Total	44,384,371	34.83	0	0

**Total number of shareholders (other than promoters)** 41,948

Total number of shareholders (Promoters+Public/ Other than promoters)

41,972

### (c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of	the FII	Address	•	Number of shares held	% of shares held

#### VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	24	24
Members (other than promoters)	16,606	41,948
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### (A) \*Composition of Board of Directors

Category		Number of directors at the beginning of the year		ectors at the end le year	Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	3	0	2	0	0.59
B. Non-Promoter	0	4	0	8	0	0.04
(i) Non-Independent	0	1	0	3	0	0.04
(ii) Independent	0	3	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	7	0	10	0	0.63

## Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

#### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
AKSHAY PODDAR	00008686	Director	133,552	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
JYOTSNA PODDAR	00055736	Director	621,790	
D R KAARTHIKEYAN	00327907	Director	0	24/07/2024
RAVI TODI	00080388	Director	0	
ATHAR SHAHAB	01824891	Director	0	
KISHOR SHAH	00170502	Director	0	
RANJANA TIBRAWAL	00542746	Director	0	
REWATI RAMAN GOE	00375716	Director	0	
PRAKASH CHANDRA	00964460	Director	0	
ASHOK KUMAR VIJAY	01103278	Director	47,530	14/05/2024
NEHA SINGH	EEJPS2490H	Company Secretar	2	
GANESH GUPTA	AELPG0842F	CFO	2	
ARVIND KUMAR CHA	ADRPC7657D	Manager	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)	
S K PODDAR	00008654	Director	25/09/2023	Cessation	
SANTOSH KUMAR	00053824	Director	05/11/2023	Cessation	
ASHOK KUMAR VIJ	01103278	Director	25/09/2023	Appointment	
KISHOR SHAH	00170502	Additional director	12/05/2023	Appointment	
KISHOR SHAH	00170502	Director	21/06/2023	Change in designation	
RANJANA TIBRAW/	00542746 Additional direc		12/05/2023	Appointment	
RANJANA TIBRAW/	00542746	Director	21/06/2023	Change in designation	
PRAKASH CHANDF	00964460	Additional director	12/05/2023	Appointment	
PRAKASH CHANDF	00964460	Director	21/06/2023	Change in designation	
REWATI RAMAN G	00375716	Additional director	14/10/2023	Appointment	
REWATI RAMAN G	REWATI RAMAN G 00375716 Director		03/01/2024	Change in designation	
NEHA SINGH	EEJPS2490H	Company Secretary	12/05/2023	Appointment	
RAHUL HARSH	RAHUL HARSH AMEPH3139H Company Secretary		25/04/2023	Cessation	

# IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held	1				
Type of meeting	Date of meeting	Total Number of Members entitled to	Attendance		
		attend meeting		% of total shareholding	
Annual General Meeting	25/09/2023	20,139	57	64.94	

#### **B. BOARD MEETINGS**

\*Number of meetings held

 \*Number of meetings held
 4

 S. No.
 Date of meeting
 Total Number of directors associated as on the date of meeting
 Attendance

 Number of directors attended
 Number of directors attended
 % of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date				
		of meeting	Number of directors attended	% of attendance		
1	12/05/2023	10	9	90		
2	03/08/2023	10	10	100		
3	14/10/2023	11	11	100		
4	30/01/2024	10	9	90		

## C. COMMITTEE MEETINGS

per of meet	ings held		13			
S. No.	Type of meeting		Total Number of Members as	Attendance		
		Date of meeting	on the date of the meeting	Number of members attended	% of attendance	
1	AUDIT COMM	12/05/2023	3	2	66.67	
2	AUDIT COMM	03/08/2023	4	4	100	
3	AUDIT COMM	14/10/2023	4	3	75	
4	AUDIT COMM	30/01/2024	4	4	100	
5	NOMINATION	19/04/2023	3	3	100	
6	NOMINATION	12/05/2023	3	2	66.67	
7	NOMINATION	03/08/2023	3	3	100	
8	NOMINATION	14/10/2023	3	3	100	
9	STAKEHOLDE	30/01/2024	3	3	100	
10	CORPORATE	30/01/2024	3	3	100	

## D. \*ATTENDANCE OF DIRECTORS

S. Name No. of the director		Board Meetings		Committee Meetings			Whether attended AGM	
		Meetings	% of		Meetings	% of attendance	held on	
		entitled to attend	attended		entitled to attended attend		allendance	26/09/2024 (Y/N/NA)
1	AKSHAY POD	4	4	100	8	6	75	Yes
2	JYOTSNA PO	4	3	75	0	0	0	Yes

3	D R KAARTHI	4	4	100	3	3	100	Not Applicable
4	RAVI TODI	4	4	100	9	9	100	Yes
5	ATHAR SHAH	4	4	100	5	4	80	Yes
6	KISHOR SHAI	4	4	100	5	5	100	Yes
7	RANJANA TIE	4	4	100	0	0	0	Yes
8	REWATI RAM	2	2	100	3	3	100	No
9	PRAKASH CH	4	4	100	0	0	0	Yes
10	ASHOK KUM/	2	2	100	0	0	0	Not Applicable

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Numb	Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered									
S. I	No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount		
1	I	Arvind Kumar Chau	Manager	3,256,644	0	0	829,868	4,086,512		
		Total		3,256,644	0	0	829,868	4,086,512		

Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ganesh Gupta	Chief Financial (	2,535,626	0	0	532,716	3,068,342
2	Neha Singh	Company Secre	720,010	0	0	117,142	837,152
3	Rahul Harsh	Company Secre	33,993	0	0	3,537	37,530
	Total		3,289,629	0	0	653,395	3,943,024

Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S. K. Poddar	Non-Executive E	80,000	0	0	0	80,000
2	Akshay Poddar	Non-Executive [	280,000	0	0	0	280,000
3	D. R. Kaarthikeyan	Independent Dir	240,000	0	0	0	240,000
4	Jyotsna Poddar	Non-Executive [	120,000	0	0	0	120,000

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
5	Santosh Kumar Rur	Independent Dir	240,000	0	0	0	240,000
6	Ravi Todi	Independent Dir	360,000	0	0	0	360,000
7	Athar Shahab	Non-Executive [	240,000	0	0	0	240,000
8	Kishor Shah	Independent Dir	280,000	0	0	0	280,000
9	Ranjana Tibrawalla	Independent Dir	180,000	0	0	0	180,000
10	Rewati Raman Goe	Independent Dir	160,000	0	0	0	160,000
11	Prakash Chandra K	Independent Dir	160,000	0	0	0	160,000
12	Ashok Kumar Vijay	Non-Executive E	80,000	0	0	0	80,000
	Total		2,420,000	0	0	0	2,420,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

<b>*</b> A.	Whether the company has made compliances and disclosures in respect of applicable	Ves	$\bigcirc$	No
	provisions of the Companies Act, 2013 during the year	103	$\bigcirc$	110

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

## (A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS igginal Nil

Name of the company/ directors/ officers		Date of Order			Details of appeal (if any) including present status			
(B) DETAILS OF COMPOUNDING OF OFFENCES NII								

 	-	section under which	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

○ Yes ● No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name	GEETA ROY CHOWDHURY
Whether associate or fellow	<ul> <li>Associate  Fellow</li> </ul>
Certificate of practice number	7741

#### I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately. (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

dated 03/09/2016

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

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All the required attachments have been completely and legibly attached to this form. 2.

#### Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Ν

Director	Prakash Chandra Kejiwal Kejiwal			
DIN of the director	0*9*4*6*			
To be digitally signed by	Neha Digitally signed by Neha Singh Singh Date: 2024.11.20 15:25:16 +05'30'			
Company Secretary				
O Company secretary in practice				
Membership number 1*5*6		Certificate of practice n	umber	

#### Attachments

#### List of attachments

<ol> <li>List of share holders, debenture holders</li> <li>Approval letter for extension of AGM;</li> <li>Copy of MGT-8;</li> </ol>	Attach     MGT-8 TEXINFRA 23-24.       Attach     Additional details_Comminant       Attach     Attach	
4. Optional Attachement(s), if any	Attach Remove att	achment
Modify Check Form	Prescrutiny	it

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company