

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	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 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	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 (Refer Regulation 17A(1) of Listing Regulations)	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	Mr	S. K. Poddar	AFTPP2386N	00008654	Non-Executive - Non Independent Director	Chairperson related to Promoter		15-09-1945	Yes	14-09-2020	14-02-1991	14-02-1991			5	0	0	0			
2	Mr	D. R. Kaarthikeyan	AAXPK8665Q	00327907	Non-Executive - Independent Director	Not Applicable		02-10-1939	Yes	09-09-2019	25-07-2016	25-07-2019		68	5	5	3	0			
3	Mr	Utsav Parekh	AGHPP4467H	00027642	Non-Executive - Independent Director	Not Applicable		28-08-1956	NA		25-09-2010	04-09-2019		90	6	4	7	4			
4	Mrs	Ramya Hariharan	ABMPH5112M	06928511	Non-Executive - Independent Director	Not Applicable		27-08-1978	NA		11-05-2020	11-05-2020		22	3	3	5	1			

I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory																				
Whether the listed entity has a Regular Chairperson																				
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	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 (Refer Regulation 17A(1) of Listing Regulations)	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
5	Mr	S. K. Rungta	ADAPR3669P	00053824	Non-Executive - Independent Director	Not Applicable		17-09-1947	Yes	04-09-2018	07-11-2015	06-11-2018		76	2	1	2	0		
6	Mr	Ravi Todi	ABUPT6599G	00080388	Non-Executive - Independent Director	Not Applicable		01-05-1969	NA		14-05-2021	14-05-2021		10	2	2	4	2		
7	Mr	R. S. Raghavan	ABNPR4960J	00362555	Non-Executive - Non Independent Director	Not Applicable		28-10-1948	NA		17-06-2020	17-06-2020	07-02-2022		0	0	0	0		
8	Mr	Akshay Poddar	AFUPP0096C	00008686	Non-Executive - Non Independent Director	Not Applicable		20-07-1976	NA		11-09-2008	11-09-2008			6	0	3	1		

I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory																				
Whether the listed entity has a Regular Chairperson																				
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	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 (Refer Regulation 17A(1) of Listing Regulations)	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
9	Mrs	Jyotsna Poddar	AFGPP2539E	00055736	Non-Executive - Non Independent Director	Not Applicable		26-07-1950	NA		28-09-2015	28-09-2020			3	0	0	0		
10	Mr	Athar Shahab	AGZPS8777M	01824891	Non-Executive - Non Independent Director	Not Applicable		12-08-1968	NA		07-02-2022	07-02-2022			3	0	4	0		

Text Block	
Textual Information(1)	<ol style="list-style-type: none">1. The tenure for Directors has been counted for completed months for which they are serving on the Board.2. Chairmanship in committees counted as membership & Chairmanship of unlisted public co. also as Membership3. The Tenure of Mr. Utsav Parekh has been counted from 4th September, 2014 post his appointment under the Companies Act, 2013.4. The Directorship, Chairmanship and Membership in various committees of Mr. R. S. Raghavan is not mentioned as he has resigned as the Non-executive & Non-Independent Director of the Company w.e.f. 07.02.2022.

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		
3	00008686	Akshay Poddar	Non-Executive - Non Independent Director	Member	25-09-2010		
4	06928511	Ramya Hariharan	Non-Executive - Independent Director	Member	11-08-2021		

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	00027642	Utsav Parekh	Non-Executive - Independent Director	Chairperson	01-02-2014		
2	00053824	S. K. Rungta	Non-Executive - Independent Director	Member	15-05-2018		
3	00008686	Akshay Poddar	Non-Executive - Non Independent Director	Member	01-02-2014		

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	00027642	Utsav Parekh	Non-Executive - Independent Director	Chairperson	25-09-2010		
2	00053824	S. K. Rungta	Non-Executive - Independent Director	Member	30-05-2016		
3	00008686	Akshay Poddar	Non-Executive - Non Independent Director	Member	25-09-2010		

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	00027642	Utsav Parekh	Non-Executive Independent Director	Member	14-05-2021		
3	00362555	R. S. Raghavan	Non-Executive-Non-Independent Director	Member	14-05-2021	07-02-2022	Textual Information(1)
4	01824891	Athar Shahab	Non-Executive-Non-Independent Director	Member	07-02-2022		Textual Information(2)

Sr Text Block	
Textual Information(1)	Mr. R. S. Raghavan ceased to be a Director of the Company w.e.f. close of business on 7th February, 2022 in view of his resignation and consequently also as Member of the Risk Management Committee w.e.f. conclusion of the Board Meeting held on 7th February, 2022.
Textual Information(2)	Mr. Athar Shahab has been appointed as Member of the Risk Managment Committee w.e.f. 7th February, 2022 in place of Mr. R. S. Raghavan.

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	00362555	R. S. Raghavan	Non-Executive - Non Independent Director	Chairperson	17-06-2020	07-02-2022	Textual Information(1)
2	01824891	Athar Shahab	Non-Executive - Non Independent Director	Chairperson	07-02-2022		Textual Information(2)
3	00027642	Utsav Parekh	Non-Executive - Independent Director	Member	01-02-2014		
4	00080388	Ravi Todi	Non-Executive - Independent Director	Member	11-08-2021		

Sr Text Block	
Textual Information(1)	Mr. R. S. Raghavan ceased to be a Director of the Company w.e.f. close of business on 7th February, 2022 in view of his resignation and consequently also as the Chairperson of the Corporate Social Responsibility Committee w.e.f. conclusion of the Board Meeting held on 7th February, 2022.
Textual Information(2)	Mr. Athar Shahab has been appointed as the Chairperson of the Corporate Social Responsibility Committee w.e.f. 7th February, 2022 in place of Mr. R. S. Raghavan.

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							
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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-11-2021				Yes	8	4
2		07-02-2022	87		Yes	10	5

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)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	11-11-2021				Yes	3	2
2	Audit Committee	07-02-2022	87			Yes	4	3
3	Nomination and remuneration committee	02-02-2022				Yes	3	2
4	Stakeholders Relationship Committee	25-01-2022				Yes	3	2
5	Corporate Social Responsibility Committee	25-01-2022				Yes	3	2
6	Risk Management Committee	25-01-2022				Yes	3	2

Annexure 1								
IV. Meeting of Committees								
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)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
7	Risk Management Committee	09-03-2022				Yes	3	2

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 500 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	Rahul Harsh
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.texinfra.in/index.html
2	Terms and conditions of appointment of independent directors	Yes		http://www.texinfra.in/investors.html
3	Composition of various committees of board of directors	Yes		http://www.texinfra.in/investors.html
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.texinfra.in/investors.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.texinfra.in/investors.html
6	Criteria of making payments to non-executive directors	Yes		http://www.texinfra.in/investors.html
7	Policy on dealing with related party transactions	Yes		http://www.texinfra.in/investors.html
8	Policy for determining 'material' subsidiaries	Yes		http://www.texinfra.in/investors.html
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.texinfra.in/investors.html

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.texinfra.in/pdf/Investors_Information.pdf
11	email address for grievance redressal and other relevant details	Yes		http://www.texinfra.in/pdf/Investors_Information.pdf
12	Financial results	Yes		http://www.texinfra.in/investors.html
13	Shareholding pattern	Yes		http://www.texinfra.in/investors.html
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://www.texinfra.in/investors.html
18	Credit rating or revision in credit rating obtained	Yes		http://www.texinfra.in/investors.html
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://www.texinfra.in/investors.html
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.texinfra.in/investors.html
21	Materiality Policy as per Regulation 30	Yes		http://www.texinfra.in/investors.html
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		http://www.texinfra.in/investors.html
23	It is certified that these contents on the website of the listed entity are correct	Yes		http://www.texinfra.in/investors.html

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

Text Block	
Textual Information(1)	<p>Sl. No. 32: Yes, the Company is in compliance with Reg 25(1) of the SEBI (LODR) Regulations, 2015.</p> <p>Sl. No. 40: Regulation 26(4) has been omitted w.e.f. 5th May, 2021 and there is a corresponding Regulation for this compliance under the SEBI (LODR) Regulations, 2015 and the Company is in compliance with the same.</p>

Annexure II		
1	Name of signatory	Rahul Harsh
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	Rahul Harsh
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NIL	0	0
Promoter Group or any other entity controlled by them	NIL	0	0
Directors (including relatives) or any other entity controlled by them	NIL	0	0
KMPs or any other entity controlled by them	NIL	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	0	0
Promoter Group or any other entity controlled by them	NIL	0	0
Directors (including relatives) or any other entity controlled by them	NIL	0	0
KMPs or any other entity controlled by them	NIL	0	0
(D) Additional Information			Textual Information(2)

II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Kishor Kumar Rajgaria		
Designation	CFO		
Place	Kolkata		
Date	21-04-2022		

Signatory Details	
Name of signatory	Rahul Harsh
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	21-04-2022