TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED

CIN No.: L70101WB1939PLC009800
Registered Office: Belgharia, Kolkata 700 056
Phone: (033) 2569 1500 • Fax : (033) 2541 2448 • Website: www.texinfra.in

POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act, 2013)

Envelop No: Serial No:

Name and Address of the Shareholder :

Name(s) of the Joint Shareholder(s) if any :

Registered Folio No./ DP ID & Client ID No :

Number of shares held :

I/we hereby exercise my/our vote in respect of the Special Resolutions set out in the notice dated 8th December, 2014 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said resolution by placing the tick (√) mark in the appropriate boxes below:

Item No.	Description	No. of shares	I/we assent to the resolution (For)	I/we dissent to the resolution (Against)
1.	Special Resolution under Sections 152, 196, 197 and 198 read with Schedule V and other applicable provisions under the Companies Act, 2013 for reappointment of Shri Hemant Kumar as Executive Director of the Company for a period of 3 years.			
2.	Special Resolution under Section 188 of the Companies Act, 2013 to approve the grant of annual increment to Shri Gaurav Agarwala, who is a relative of Directors of the Company.			

E-mail ID:
Place :
Date :

.....
Signature of the Member/Authorized Representative)
(As per instruction Overleaf)

FOR ATTENTION OF THE SHAREHOLDER

Shareholders may please note the electronic voting particulars as set out below for the purpose of e-voting

EVEN (E-Voting Event Number)	USER ID	PASSWORD

PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HEREWITH
NOTE: Please read the instructions carefully which is printed overleaf before exercising your vote.

INSTRUCTIONS:

1) A member desiring to exercise his/her vote by post may complete this Postal Ballot Form (hereinafter called the 'Form') (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address in the attached self-addressed envelope. The postage will be borne and paid by the Company. Envelopes containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier at the expenses of the shareholder, shall also be accepted by the Company.
2) There shall be one Postal Ballot for every Folio/Client ID irrespective of the number of the joint holder. A proxy shall not exercise the postal ballot.
3) The Form should be completed and signed by the registered member. In case of joint share holding, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.
4) The signature of the member in the Form should be exactly similar to the specimen signature available on the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
5) In case of minors, the Form should be signed by the natural guardian of the minor as per the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
6) In case the Form is signed by an Authorized Representative for and on behalf of a Body Corporate, or any other entity, the Form should accompany a resolution of the Board of such Body Corporate or specific authorization of such other entity as the case may be, together with a specimen signature of the signatory duly attested by the appropriate authority.
7) Incomplete, improperly or incorrectly tick marked Forms will be rejected.
8) Members from whom no Forms is received or received after the aforesaid stipulated period shall not be counted for the purpose of passing of the resolution.
9) Unsigned Forms will be rejected. The scrutinizer's decision on the validity of the Form shall be final and binding.
10) Duly completed Forms should reach the Company/Scrutinizer not later than by the close of working hours of January 10th, 2015. Forms received after this date will be strictly treated as if the reply from such member has not been received.
11) Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members by the close of working hours of November 7, 2014.
12) Members are requested not to send any other paper (other than the resolution/authority as mentioned under item no. 6 above) along with the Form in the enclosed self-addressed postage prepaid envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13) E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote for the resolutions set out in the Notice by electronic means and all the business may also be transacted alternatively through e-Voting Services provided by KARVY COMPUTER SHARE PRIVATE LIMITED. The instructions and process for e-voting are as under:

- Open your web browser during the voting period and log on to the e-voting website http://evoting.karvy.com
- Now, select the 'Electronic Voting Sequence Number (EVSN)' along with 'Texmaco Infrastructure & Holdings Limited' from the drop down menu and click on 'SUBMIT'.

* Enter the login credentials (i.e.user-id & password) mentioned on the Postal Ballot Form. Your folio / DP ID and Client ID will be your User-ID.

User –ID	For Members Holding Shares In Demat Form:- a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID b) For CDSL:- 16 Digits Beneficiary ID For Members holding shares in Physical Form:- Even no. (as given in Postal Ballot form) followed by Folio Number registered with the Company.
Password	Your Unique password is printed on the Postal ballot form / sent via email.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reason.

- After entering these details appropriately, click on "LOGIN".
- Members holding Shares in Demat/Physical form and using e-voting facility of Karvy Computershare Private Limited, for the first time, will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character ($,@,# etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile, email ID, etc. on 1st login. You may also enter the Secret Question and Answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- If you are holding shares in Demat form and had logged on to https://evoting.karvy.com and cast your vote earlier for any company, then your existing login id and password are to be used.
- You need to login again with the new credentials.
- On successful login, system will prompt to select the 'Event'.
- On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR /AGAINST' taken together should not exceed your total shareholding. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- Corporate / Institutional Members (Corporate / FIs/ FIIs/ Trust / Mutual Funds / Banks, etc.) are required to send scan (PDF Format) of the relevant Board Resolution to the Scrutinizer through e-mail to cs.srassociates@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name _ EVEN No."
- In case of Shareholders' receiving Postal Ballot Form by Post :
  a. Initial Password is provided as below:-

EVEN (E-Voting Event Number)	USER ID	PASSWORD

  b. Please follow above Instructions to cast vote.
  c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of https://evoting.karvy.com or contact Karvy Computershare Private Limited at the Toll Free No. given above.
  d. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- Please contact toll free No. 1-800-34-54-001 for any further clarifications
- Members can cast their vote online from December 12th, 2014 at 10.00 a.m. and will end on January 10th, 2015 at 6.00 p.m. During this period members holding shares either in physical form or in dematerialised form as on the cutoff date of November 7, 2014, may cast their vote electronically. The e-voting module shall be disabled by KARVY COMPUTER SHARE PRIVATE LIMITED for voting thereafter. Once the vote on a resolution is cast by any member, he/she shall not be allowed to change it subsequently.
- Kindly note that the Shareholders can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Shareholders cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
- The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company.
- The Scrutinizer will finalize her report on the scrutiny of the Forms received and submit her report to the Chairman of the Company. The decision of the Chairman on the basis of the said report shall be final, conclusive and binding. The result of the postal ballot finalized as above will be placed on the Notice Board of the Company at its Registered Office on January 13, 2015, at 4.00 p.m. and will also be published in newspapers and posted on the Company's website www.texinfra.in for the information of the members.
- The date of declaration of postal ballot result will be taken as the date of passing of resolutions.