Texmaco Infrastructure & Holdings Limited
(Formerly Texmaco Limited)

TEXINFRA

Date: 18th October, 2017

The Corporate Relation Department
BSE Limited,
1st Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001

The Listing Department
National Stock Exchange of India Limited,
5th Floor, Exchange Plaza,
Bandra - Kurla Complex,
Bandra (E),
Mumbai – 400 051

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata – 700 001

Dear Sir(s),

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find a certified copy of the proceedings of the Annual General Meeting of the Company held on 16th September, 2017.

Thanking You,

Yours faithfully,
For Texmaco Infrastructure & Holdings Limited

Texmaco Infrastructure & Holdings Ltd. Belgharia Kolkata

Pratik Modi
Company Secretary

Encl: a/a

CERTIFIED COPY OF THE MINUTES OF THE PROCEEDINGS OF THE SEVENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED HELD ON SATURDAY, 16TH SEPTEMBER, 2017 AT 4.00 P.M. AND CONCLUDED AT 5.30 P.M. AT K. K. BIRLA KALA KENDRA, TEXMACO ESTATE, BELGHARIA, KOLKATA – 700 056

Present:

Mr. S. K. Poddar	Non - Executive Chairman
Mr. Dipankar Chatterji	Independent Director Representative –Audit Committee& Nomination and Remuneration Committee
Mr. D. R. Kaarthikeyan	Independent Director
Mr. A. K. Vijay	Authorised Representative
Mr. K. K. Rajgaria	Chief Financial Officer
Mr. Pratik Modi	Company Secretary

Invitee:

Messrs K. N. Gutgutia& Co., Chartered Accountants, Statutory Auditors –
Represented by Mr. K.C. Sharma, Partner.

Messrs G. P. Agarwal& Co., Incumbent Statutory Auditors –
Represented by Mr. Ajay Agarwal, Partner.

Messrs S. R. & Associates, Secretarial Auditors –
Represented by Ms. Geeta Roy Chowdhury, Partner.

Members present in person including representatives: 512

Proxy Present: 41 representing 7,74,67,765 Equity Shares

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Mr. S. K. Poddar took the Chair.

At 4.00 P.M., the Chairman commenced the Meeting by welcoming the Members to the 77th Annual General Meeting (AGM). The Chairman announced that the requisite quorum being present, the Meeting was called to order.

The Chairman informed the Members that Messrs.Dipankar Chatterji and D. R. Kaarthikeyan,Directors of the Company also attended the Meeting.

The following documents / Registers of the Company remained open and accessible for inspection during the continuance of the Meeting:

a) Financial Statements for the Financial Year ended 31st March, 2017 and the Directors' and Auditors' Report thereon.
b) Register of Directors & KMP and their Shareholding.
c) Proxy Register.
d) Register of Contract or Arrangements in which Directors are interested.
e) Memorandum and Articles of Association of the Company.

Thereafter, the Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the Notice dated 22nd May, 2017 convening the 77th AGM & Explanatory Statement annexed thereto, the Directors' Report and the Annual Financial Statements for the financial year 2016-17 were taken as read.

The Chairman informed that the Auditors' Report does not contain qualification(s), observation(s) or comment(s) on financial transactions or matters, which have any adverse effect on the functioning of the Company. The Auditors' Report was therefore, not required to be read in the meeting as per the provisions of Section 145 of the Companies Act, 2013.

The Chairman informed that as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules 2014, the Company had provided e-voting facility to its Shareholders to cast their votes to each of the Resolutions proposed in the AGM. The Chairman advised that those Members who had not been able to cast their votes by remotee-voting, may avail the facility of e-voting (Insta Poll) provided at the AGM venue once the Resolutions are read. He also informed that the Board of Directors hadengaged the services of M/s. Karvy Computershare Private Limited to provide e-voting facility and Ms. GeetaRoy Chowdhury, a Qualified Company Secretary has been appointed as the Scrutinizer to conduct the e-voting process in a fair and transparent manner. The e-voting process remained open up to the conclusion of the AGM.

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The Chairman gave a briefing on the functioning of the Company, briefed the items of business before the AGM and then invited the Members (other than those present in proxy) to make comments, offer suggestions and seek clarifications, if any. Amongst others, Messrs. Feroz Tandon, Satosh Kumar Saraf, M. L. Pareek sought details with respect to operations and future prospects of the Company which were replied satisfactorily. The Chairman thereafter, read the Resolutions as follows:

1. **As an Ordinary Resolution:**

Adoption of Audited Financial Statements including the Audited Consolidated Financial Statements of the Company, Directors' and Auditors' Report thereon for the financial year ended 31st March, 2017

"RESOLVED that the Audited Financial Statements including the Audited Consolidated Financial Statements and Report of the Directors' and Auditors' of Texmaco Infrastructure & Holdings Limited, for the year ended 31st March, 2017 be and are hereby approved."

2. **As an Ordinary Resolution**

Declaration of dividend on Equity Shares for the year ended 31st March, 2017

"RESOLVED that pursuant to the recommendation of the Board of Directors of the Company, dividend (without deduction of tax) on **12,74,26,590** Equity Shares of ₹ 1/- each @ ₹ 0.20 per share (20%) aggregating to ₹ **254.85 Lacs** for the financial year ended 31st March, 2017, be and is hereby declared out of the current year's profit of the Company to those Shareholders whose names appear on the Register of Members as on 16th September, 2017 and that the Dividend warrants be posted within 30 days hereof."

3. **As an Ordinary Resolution**

Re-appointment of Mr. Akshay Poddar, Non - executive Director, who retires by rotation and offers himself for re-election

"RESOLVED that Mr. Akshay Poddar (DIN: 00008686), Director, retiring by rotation and offers himself for re-appointment be and is hereby re-appointed as a Director of the Company."

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For Texmaco Infrastructure & Holdings Ltd.

Pratik Modi
Company Secretary

4. **As an Ordinary Resolution**

Appointment of Messrs G. P. Agarwal &Co., Chartered Accountants, as the Statutory Auditors and fixing their remuneration

"RESOLVED that pursuant to the provisions of Sections 139, 142 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, Messrs G. P. Agarwal & Co., Chartered Accountants (Registration No. 302082E), be and are hereby appointed asthe Statutory Auditors of the Company to hold such officefrom the conclusion of this Annual General Meeting till the conclusion of the 82nd Annual General Meeting to conduct the audit at a remuneration as may be decided by the Boardof Directors of the Company."

5. **As an Ordinary Resolution**

Ratification of remuneration to Messrs DGM & Associates, Cost Auditors for the year ending 31st March, 2018

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, the Cost Auditors, Messrs DGM & Associates, Cost Accountants, Kolkata (ICMA Registration No. 000038) appointed by the Board of Directors of the Company, to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March 2018, be paid the remuneration as may be decided by the Board of Directors of the Company and as stated in the Explanatory Statement."

6. **As an OrdinaryResolution**

Appointment of Mr. N. Suresh Krishnan as a Non-executive Director

"RESOLVED that Mr Narayan Suresh Krishnan (DIN: 00021965), who has been appointed as an Additional Director of the Company w.e.f. 1st October 2016 by the Board of Directors and who holds office as per Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Non-executive Director of the Companyto hold office for a term up to 3 (Three) years commencing from 1st October 2016."

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Pratik Modi
Company Secretary

7. **As a Special Resolution**

Appointment of Mr. Akshay Tandon as a Manager

"RESOLVED that pursuant to the provisions of Sections 196, 197,203 read with Schedule V and other applicable provisions, if any,of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, the Company hereby approves the appointment of Mr Akshay Tandon as Manager of the Company for a periodof 3 (Three) years with effect from 1st October 2016, on such terms and conditions as approved by the Board of Directorsand as stated in the Explanatory Statement."

8. **As a Special Resolution**

Authorisation for payment of Commission to Non-executive Directors

"RESOLVED that subject to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, the Company hereby authorises the payment of Commission to the Non-executiveDirectors, as the Board may decide from time to time, subject to a ceiling of 1% of the net profits of the Company in any financial year computed in the manner referred to in Section 198 of the Act, for a period of 5 (Five) years commencing from1st April 2017."

The Chairman thereafter announced that the combined Results of remote e-voting and Insta Poll would be available on the website of the Company and also on the website of Stock Exchanges within 48 hours. The brief of consolidated results declared based on Scrutinizers' Report dated 16th September, 2017 is enclosed to the Minutes.

Vote of Thanks

There being no other business, the meeting concluded with a vote of thanks to the Chair.

Sd/-
Chairman

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For Texmaco Infrastructure & Holdings Ltd.
Pratik Modi
Company Secretary

Annexure

Consolidated Results as per Scrutinizer's Report dated 16th September, 2017is as follows:

Resolution No.	Particulars	Votes in favour (%)	Votes Against (%)	Votes abstain (%)
1	Adoption of Audited Financial Statements including the Audited Consolidated Financial Statements of the Company, Directors' and Auditors' Report thereon for the financial year ended 31st March, 2017	100.00	0.00	0.00
2	Declaration of dividend on Equity Shares for the year ended 31st March, 2017	100.00	0.00	0.00
3	Re-appointment of Mr. Akshay Poddar, Non – executive Director, who retires by rotation and offers himself for re-election	100.00	0.00	0.00
4	Appointment of Messrs G. P. Agarwal & Co., Chartered Accountants, as the Statutory Auditors and fixing their remuneration	100.00	0.00	0.00
5	Ratification of remuneration to Messrs DGM & Associates, Cost Auditors for the year ending 31st March, 2018	100.00	0.00	0.00
6	Appointment of Mr. N. Suresh Krishnan as a Non-executive Director	100.00	0.00	0.00
7	Appointment of Mr. Akshay Tandon as a Manager	100.00	0.00	0.00
8	Authorisation for payment of Commission to Non-executive Directors	100.00	0.00	0.00

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