**Texmaco Infrastructure & Holdings Limited**

**TEXINFRA**

Date: 15th September, 2020

*National Stock Exchange of India Limited*
*Exchange Plaza,*
*Bandra - Kurla Complex*
*Bandra (E), Mumbai – 400 051*
***Symbol - TEXINFRA***

*BSE Limited*
*P. J. Towers,*
*Dalal Street, Fort*
*Mumbai – 400 001*
***Scrip Code - 505400***

Dear Sir(s),

Further to our letter dated 14th September, 2020, we are enclosing herewith the proceedings of the Eighteenth Annual General Meeting of the Company held on Monday, 14th September, 2020 through through Video Conference / Other Audio Visual Means.

This is for your information and record.

Thanking you,

Yours faithfully,
For Texmaco Infrastructure & Holdings Limited

Texmaco Infrastructure & Holdings Ltd. Belgharia Kolkata

K. K. Rajgaria
CFO

TEXINFRA

# SUMMARY OF THE PROCEEDINGS OF THE EIGHTIETH ANNUAL GENERAL MEETING OF TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED HELD ON 14TH SEPTEMBER, 2020

The Eightieth Annual General Meeting ('AGM') of the Members of Texmaco Infrastructure & Holdings Limited ('the Company') was held on Monday, 14th September, 2020 at 4:00 p.m. (IST) through Video Conference ('VC') / Other Audio Visual Means ('OAVM'). The Meeting was held in compliance with the General Circular nos. 14/2020, 17/2020, 20/2020 and 22/2020 issued by the Ministry of Corporate Affairs ('MCA') and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India ('SEBI') and as per the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder.

Mr. S. K. Poddar, Chairman, chaired the AGM of the Company.

The Meeting commenced at 4:20 p.m. due to technical glitches arising from internet fluctuations. The Chairman welcomed the Members to the AGM. The Chairman announced that the requisite quorum for the Meeting being present through VC, the Meeting was called to order.

The Chairman informed the Members that the statutory documents, Registers of the Company were available for inspection electronically. The facility for 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.

Messrs. Akshay Poddar, S. K. Rungta, Kalpataru Tripathy, D. R. Kaarthikeyan, and Ms. Jyotsna Poddar, Directors and Mr. K. K. Rajgaria, CFO of the Company attended the Meeting.

The Chairman informed the Members that the Company had taken all feasible efforts under the current circumstances to enable Members to participate through VC and vote during the AGM.

The Chairman briefed the Members regarding the arrangements made for the Meeting. The Chairman informed that the Company had enabled the Members to participate in the AGM through the VC facility provided by KFin Technologies Private Limited, Registrar and Share Transfer Agent of the Company.

It was further informed that the Members were provided with the facility to exercise their right to vote by electronic means, through remote e-voting and e-voting at the AGM ('Instapoll') in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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The Chairman deliberated on the Company's overall performance and also mentioned about future outlooks of the Company and also the impact of COVID-19 pandemic on Indian economy and the challenges and opportunities in India.

The Chairman informed the Members that the Financial Statements and the Reports of Board of Directors and Auditors thereon for the financial year ended 31st March, 2020 and the Notice convening the Eightieth AGM were taken as read as the same had already been circulated to the Members. As there were no qualifications in the Audit Report, it was not required to be read.

The Chairman thereafter, briefly covered the items as stated in the AGM Notice and then invited the Members, to express their views, offer suggestions and seek clarifications, if any. Few Shareholders sought clarifications which were satisfactorily replied. The items as per the AGM Notice dated 17th June, 2020 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 2020 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, 2020.

**Item No. 3: Ordinary Resolution:**

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

**SPECIAL BUSINESS**

**Item No. 4: Ordinary Resolution:**

Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Auditor of the Company for the Financial Year ending 31st March 2021.

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**Item No. 5: Special Resolution:**

Approval for continuation of appointment of Mr. Saroj Kumar Poddar as a Non-executive Director and Chairman of the Company, in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

**Item No. 6: Ordinary Resolution:**

Approval for re-appointment of Ms. Jyotsna Poddar as a Non-executive Director of the Company, liable to retire by rotation.

**Item No. 7: Ordinary Resolution:**

Approval for appointment of Ms. Ramya Hariharan as an Independent Director.

**Item No. 8: Ordinary Resolution:**

Approval for appointment of Mr. Soundararaghavan Rangachari as a Non-executive Director of the Company, liable to retire by rotation.

**Item No. 9: Special Resolution:**

Approval for re-appointment of Mr. Sirajuddin Khan as the Manager of the Company.

The Chairman thanked all the Shareholders and informed that as required under Regulation 44 of the Listing Regulations, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided remote e-voting facility to the Shareholders to cast their votes to each of the Resolutions proposed in the AGM. The Chairman advised 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 e-voting during the AGM (Instapoll). The Company had appointed Ms. Geeta Roy Chowdhury of M/s S. R. & Associates, Company Secretaries, as Scrutinizer for the AGM. The e-voting module was kept open for 15 minutes.

The Chairman thereafter, announced that combined Results of remote e-voting and e-voting during the AGM (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 Limited and BSE Limited within 48 hours from the conclusion of the Meeting.

The Meeting concluded at 5:25 P.M. after being open for 15 minutes for e-voting to be completed.

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