Texmaco Infrastructure & Holdings Limited

TEXINFRA

17th April, 2021

National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex
Bandra (E), Mumbai – 400051
Symbol - TEXINFRA

BSE Limited
P. J. Towers,
Dalal Street,
Mumbai – 400001
Scrip Code - 505400

Dear Sirs,

We refer our letter dated 16th March, 2021 enclosing the Postal Ballot Notice dated 2nd March, 2021. We now write to inform you that the item no. 1 out of the 4 items as mentioned in the said Notice has been passed by the members of the Company with the requisite majority. Item nos. 2 to 4 were not passed.

The resolution passed by the members through postal ballot is deemed to have been passed as if it has been passed at a duly convened general meeting of the members.

In view of the relevant circulars issued by the Ministry of Corporate Affairs & the Securities and Exchange Board of India ('SEBI') and on account of COVID - 19 pandemic, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form and accordingly no postal ballot forms were sent to the members. The voting through the facility of remote e-voting commenced from 9:00 a.m. on Wednesday, 17th March, 2021 and ended at 5:00 p.m. on Friday, 16th April, 2021.

We are enclosing herewith the details of the remote e-voting voting results in respect of the resolutions as stated in the said Notice in the prescribed format, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure I and the Scrutinizer's Report as Annexure II.

This is for your information and record.

Thanking you,

Yours faithfully,
For **Texmaco Infrastructure & Holdings Limited**

Rahul Harsh

Digitally signed by Rahul Harsh
DN: c=IN, o=Personal, 2.5.4.20=d857bf1a8583ce3e1c5e6071d367f5498a461c1b9bd57faef821b1cbdf5aea4f, postalCode=712248, st=WEST BENGAL, serialNumber=e81b9d38ee625aa3cf981a80158214da4cea2fd74561159f807b460c6a73fa51, cn=Rahul Harsh
Date: 2021.04.17 13:25:29 +05'30'

Rahul Harsh
Company Secretary &
Compliance Officer

Regd. Office : Belgharia , Kolkata 700056 . Ph +91 033 2569 1500 . Fax 2541 1722 / 2448
Email : texmail@texmaco.in Website : www.texinfra.in
CIN: L70101WB1939PLC009800

Annexure I

	TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED
Cut-off date for Postal Ballot	12th March, 2021
Total number of shareholders on record date	17114
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for Voluntary Delisting of the Equity Shares of the Company from National Stock Exchange of India Ltd. and BSE Limited							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. The Promoters / Promoter group, Mr. S. K. Poddar, Mr. Akshay Poddar and Ms. Jyotsna Poddar alongwith their relatives are interested upto the extent of their shareholding and have not casted their votes.							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,26,92,750	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	13,51,009	12,36,999	91.5611	12,36,999	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,36,999	91.5611	12,36,999	0	100.0000	0.0000
Public- Non Institutions	E-Voting	4,33,82,831	2,87,16,019	66.1921	2,85,75,408	1,40,611	99.5103	0.4897
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,87,16,019	66.1921	2,85,75,408	1,40,611	99.5103	0.4897
	Total	12,74,26,590	2,99,53,018	23.5061	2,98,12,407	1,40,611	99.5306	0.4694

Rahul Harsh

Digitally signed by Rahul Harsh
DN: c=IN, o=Personal, 2.5.4.20=d8575bf1a8583ce3e1c5e6071d367f5498a461c1b9bd57faef821b1cbdf5aea4f, postalCode=712248, st=WEST BENGAL, serialNumber=e8169e38ee625aa3cf981a8015821dda4cee2fd7456115f9807b460c6a73fa51, cn=Rahul Harsh
Date: 2021.04.17 13:25:59 +05'30'

Resolution No.	2							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for creation of pledge, mortgage, hypothecation and/or charge on all or any part of the moveable or immoveable properties, and/or on the whole or part of any undertaking of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,26,92,750	8,26,92,750	100.0000	8,26,92,750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,26,92,750	100.0000	8,26,92,750	0	100.0000	0.0000
Public- Institutions	E-Voting	13,51,009	12,36,999	91.5611	0	12,36,999	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,36,999	91.5611	0	12,36,999	0.0000	100.0000
Public- Non Institutions	E-Voting	4,33,82,831	2,87,14,269	66.1881	13,10,546	2,74,03,723	4.5641	95.4359
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,87,14,269	66.1881	13,10,546	2,74,03,723	4.5641	95.4359
	Total	12,74,26,590	11,26,44,018	88.3991	8,40,03,296	2,86,40,722	74.5741	25.4259

Rahul Harsh

Digitally signed by Rahul Harsh
DN: c=IN, o=Personal, 2.5.4.20=d857bf1a8583ce3e1c5e6071d367f5498a461c1b9bd57faef821b1cbdf5aea4f, postalCode=712248, st=WEST BENGAL, serialNumber=e8169e38ee625aa3cf981a8015821dda4cee2fd7456115f9807b460c6a73fa51, cn=Rahul Harsh
Date: 2021.04.17 13:26:27 +05'30'

Resolution No.	3							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for inter-corporate investment / loan / guarantee or providing security of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,26,92,750	8,26,92,750	100.0000	8,26,92,750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,26,92,750	100.0000	8,26,92,750	0	100.0000	0.0000
Public- Institutions	E-Voting	13,51,009	12,36,999	91.5611	0	12,36,999	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,36,999	91.5611	0	12,36,999	0.0000	100.0000
Public- Non Institutions	E-Voting	4,33,82,831	2,87,14,269	66.1881	13,10,546	2,74,03,723	4.5641	95.4359
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,87,14,269	66.1881	13,10,546	2,74,03,723	4.5641	95.4359
	Total	12,74,26,590	11,26,44,018	88.3991	8,40,03,296	2,86,40,722	74.5741	25.4259

Rahul Harsh

Digitally signed by Rahul Harsh
DN: c=IN, o=Personal, 2.5.4.20=d857fbf1a8583ce3e1c5e6071d367f5498a461c1b9bd57faef821b1cbdf5aea4f, postalCode=712248, st=WEST BENGAL, serialNumber=e8169e38ee625aa3cf981a801582 1dda4cee2fd7456115f9807b460c6a73fa51, cn=Rahul Harsh
Date: 2021.04.17 13:26:56 +05'30'

Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for proposed Related Party Transaction(s) of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. The Promoters / Promoter group, Mr. S. K. Poddar, Mr. Akshay Poddar and Ms. Jyotsna Poddar alongwith their relatives are interested upto the extent of their shareholding and have not casted their votes.							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,26,92,750	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	13,51,009	12,36,999	91.5611	0	12,36,999	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,36,999	91.5611	0	12,36,999	0.0000	100.0000
Public- Non Institutions	E-Voting	4,33,82,831	2,87,03,518	66.1633	12,98,045	2,74,05,473	4.5222	95.4777
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,87,03,518	66.1633	12,98,045	2,74,05,473	4.5222	95.4777
	Total	12,74,26,590	2,99,40,517	23.4963	12,98,045	2,86,42,472	4.3354	95.6646

Rahul Harsh

Digitally signed by Rahul Harsh
DN: c=IN, o=Personal, 2.5.4.20=d857bf1a8583ce3e1c5e6071d367f5498a461c1b9bd57faef821b1cbdf5aea4f, postalCode=712248, st=WEST BENGAL, serialNumber=e8169e38ee625aa3cf981a8015821dda4cee2fd7456115f9807b460c6a73fa51, cn=Rahul Harsh
Date: 2021.04.17 13:27:28 +05'30'

Annexure II

S. R. & ASSOCIATES
Company Secretaries

16A, Shakespeare Sarani, 5th Floor,
New B. K. Market, Kolkata - 700 071
P. No. - 2282-6807/6809/6776
E-mail : cs.srassociates@gmail.com
sr_associates17@rediffmail.com

Dated: 17th April, 2021

To
The Chairman
Texmaco Infrastructure & Holdings Limited
Belgharia,
Kolkata - 700056

Sub*: Declaration in respect of Scrutinizer's Report dated 17th April, 2021 for the items as stated in the Postal Ballot notice dated 2nd March, 2021 to the Equity Shareholders of Texmaco Infrastructure & Holdings Limited.*

Dear Sir,

This is in reference to the Scrutinizer's Reportissued signedunder my hand and dated 17th April, 2021in respect of the items as stated in the Postal Ballot notice dated 2nd March, 2021 to the Equity Shareholders of Texmaco Infrastructure & Holdings Limited. I hereby report that the Item No. 1 of the said notice seeking approval of the Equity Shareholders of the Company for "Voluntary Delisting of the Equity Shares of the Company from National Stock Exchange of India Ltd. and BSE Limited" has been passed by the Public Shareholders with Requisite Majority, as per the provisions of Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. We further confirm that thevotes cast by the Public Shareholders in favour of the Special Resolution are more than the two times the votes cast by the Public Shareholders against the Special Resolution.

You may accordingly declare the voting results.

Thanking You,

Yours faithfully

Geeta Roy Chowdhury

S. R. & ASSOCIATES * KOLKATA * Company Secretaries

(Geeta Roy Chowdhury)
FCS: 7040
COP: 7741

S. R. & ASSOCIATES
Company Secretaries

16A, Shakespeare Sarani, 5th Floor,
New B. K. Market, Kolkata - 700 071
P. No. - 2282-6807/6809/6776
E-mail : cs.srassociates@gmail.com
sr_associates17@rediffmail.com

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Texmaco Infrastructure & Holdings Limited
Belgharia,
Kolkata - 700056

Report of the Remote e-voting commenced from Wednesday, 17th March, 2021 to Friday, 16th April, 2021 for the items as stated in the Postal Ballot notice dated 2nd March, 2021 to the Equity Shareholders of Texmaco Infrastructure & Holdings Limited.

Dear Sir,

I, Geeta Roy Chowdhury, appointed as the Scrutinizer by the Board of Directors of Texmaco Infrastructure & Holdings Limited for the purpose of scrutinizing the process of remote e-voting which commenced from 9:00 a.m. on Wednesday, 17th March, 2021 and ended on 5:00 p.m. on Friday, 16th April, 2021 for the items as stated in the Postal Ballot notice dated 2nd March, 2021, submit my report as under:

1. The e-voting services were provided by M/s. KFin Technologies Private Limited ('Kfin').

2. The Company has completed the despatch of Notices on 16th March, 2021 through email in compliance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. Further, on account of COVID - 19 pandemic the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form and accordingly no postal ballot forms were sent to the Members.

3. Voting rights were reckoned on the Shares registered in the name of Members as on Friday, 12th March, 2021.

4. The remote e-voting period commenced at 9:00 a.m on Wednesday, 17th March, 2021 and ended at 5:00 p.m. on Friday, 16th April, 2021

5. The e-voting was unblocked on Friday, 16th April, 2021 in the presence of two witnesses namely, Miss. Bijal Modi and Miss. Sushmita Shaw, who are not in the employment of the Company.

6. Based on the reports generated at KFin Portal i.e. **evoting.kfintech.com**, the report of remote e-voting is as under (rounded off to two decimal):

S. R. & ASSOCIATES ★ KOLKATA ★ Company Secretaries

SPECIAL BUSINESS

Item No. 1: Special Resolution:

Approval for Voluntary Delisting of the Equity Shares of the Company from National Stock Exchange of India Ltd. and BSE Limited

	Remote e-voting		
	Total No. of Members who voted	**Total No. of Shares for which votes casted**	**Percentage of votes to the total no. of valid votes**
Voted in favour of the Resolution	115	29812407	99.53
Voted against the Resolution	23	140611	0.47
Abstained	25	82692750	0.00

The Resolution has been passed with requisite majority.

Item No. 2: Special Resolution:

Approval for creation of pledge, mortgage, hypothecation and/or charge on all or any part of the moveable or immoveable properties, and/or on the whole or part of any undertaking of the Company

	Remote e-voting		
	Total No. of Members who voted	**Total No. of Shares for which votes casted**	**Percentage of votes to the total no. of valid votes**
Voted in favour of the Resolution	77	84003296	74.57
Voted against the Resolution	85	28640722	25.43
Abstained	1	1750	0.00

The Resolution has not been passed.

S. R. & ASSOCIATES * Company Secretaries * KOLKATA

Item No. 3: Special Resolution:

Approval for inter-corporate investment / loan / guarantee or providing security of the Company

	Remote e-voting		
	Total No. of Members who voted	**Total No. of Shares for which votes casted**	**Percentage of votes to the total no. of valid votes**
Voted in favour of the Resolution	77	84003296	74.57
Voted against the Resolution	85	28640722	25.43
Abstained	1	1750	0.00

The Resolution has not been passed.

Item No. 4: Special Resolution:

Approval for proposed Related Party Transaction(s) of the Company

	Remote e-voting		
	Total No. of Members who voted	**Total No. of Shares for which votes casted**	**Percentage of votes to the total no. of valid votes**
Voted in favour of the Resolution	52	1298045	4.34
Voted against the Resolution	86	28642472	95.66
Abstained	25	82692750	0.00

The Resolution has not been passed.

Thanking You,
Yours faithfully

S. R. & ASSOCIATES KOLKATA Company Secretaries

(Geeta Roy Chowdhury)
FCS: 7040
COP: 7741
UDIN: F007040C000116105

Place: Kolkata
Date: 17th April, 2021