Texmaco Infrastructure & Holdings Limited

24th September, 2021

TEXINFRA

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 write to inform you that the Eighty-First Annual General Meeting ('AGM') of the Members of Texmaco Infrastructure & Holdings Limited ('the Company') was held today at 3:00 p.m. (IST) through Video Conference / Other Audio Visual Means.

The Meeting was held in compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India ('SEBI') related to the AGM and as per the applicable provisions of the Companies Act, 2013 ('Act') & the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The Members of the Company were provided with the facility to exercise their right to vote by electronic means, through remote e-voting (from 20th September, 2021 to 23rd September, 2021) and e-voting during the AGM ('Instapoll') in accordance with the provisions of the Act and the Listing Regulations.

We would further like to inform that all the Resolutions stated in the Notice of the AGM dated 14th May, 2021, which were put to vote at the Eighty-First AGM of the Company, have been duly approved by the Members with requisite majority.

Pursuant to the Listing Regulations, we are enclosing herewith the details of the combined voting results in respect of the aforesaid Resolutions in the prescribed format as Annexure I and the Scrutiniser's Report as Annexure II, alongwith a copy of the proceedings of the AGM as Annexure III.

Thanking you,

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

Rahul Harsh
Company Secretary &
Compliance Officer

Texmaco Infrastructure & Holdings Ltd. Belgharia Kolkata

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Email : texmail@texmaco.in Website : www.texinfra.in
CIN: L70101WB1939PLC009800

	TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED
Date of the AGM/~~EGM~~	24-09-2021
Total number of shareholders on record date	17022
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:	18
Public:	24

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, for the financial year ended 31st March 2021 and the Reports of the Board of Directors and the Auditors thereon.							
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	100.00	82692750	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		8,26,92,750	100.00	82692750	0	100.00	0.00
Public- Institutions	E-Voting	12,51,009	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	4,34,82,831	2,68,18,221	61.68	916977	25901244	3.42	96.58
	Poll		1,17,617	0.27	117616	1	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,69,35,838	61.95	1034593	25901245	3.84	96.16
	Total	12,74,26,590	10,96,28,588	86.03	83727343	25901245	76.37	23.63

Texmaco Infrastructure & Holdings Ltd. Belgharia Kolkata

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend on Equity Shares for the financial year ended 31st March 2021.							
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	100.00	82692750	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		8,26,92,750	100.00	82692750	0	100.00	0.00
Public- Institutions	E-Voting	12,51,009	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	4,34,82,831	2,68,18,221	61.68	26817808	413	100.00	0.00
	Poll		1,17,617	0.27	117616	1	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,69,35,838	61.95	26935424	414	100.00	0.00
	Total	12,74,26,590	10,96,28,588	86.03	109628174	414	100.00	0.00



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Akshay Poddar (DIN: 00008686), Non-executive Director, who retires by rotation and offers himself for re-appointment.							
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	7,33,48,315	88.70	73348315	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		7,33,48,315	88.70	73348315	0	100.00	0.00
Public- Institutions	E-Voting	12,51,009	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	4,34,82,831	2,68,17,821	61.67	643242	26174579	2.40	97.60
	Poll		1,17,617	0.27	117617	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,69,35,438	61.95	760859	26174579	2.82	97.18
	Total	12,74,26,590	10,02,83,753	78.70	74109174	26174579	73.90	26.10



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration to be paid to Messrs DGM Associates, Cost Accountants of the Company for conducting Audit of Cost Records, for the financial year ending 31st March 2022.							
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	100.00	82692750	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		8,26,92,750	100.00	82692750	0	100.00	0.00
Public- Institutions	E-Voting	12,51,009	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	4,34,82,831	2,68,17,771	61.67	916327	25901444	3.42	96.58
	Poll		1,17,617	0.27	117617	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,69,35,388	61.94	1033944	25901444	3.84	96.16
	Total	12,74,26,590	10,96,28,138	86.03	83726694	25901444	76.37	23.63



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Ravi Todi (DIN 00080388), as Independent Director for a period of 5 (five) years with effect from 14th May 2021.							
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	100.00	82692750	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		8,26,92,750	100.00	82692750	0	100.00	0.00
Public- Institutions	E-Voting	12,51,009	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	4,34,82,831	2,68,17,821	61.67	657242	26160579	2.45	97.55
	Poll		1,17,617	0.27	117616	1	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,69,35,438	61.95	774858	26160580	2.88	97.12
	Total	12,74,26,590	10,96,28,188	86.03	83467608	26160580	76.14	23.86

Texmaco Infrastructure & Holdings Ltd. Belgharia Kolkata

S. R. & ASSOCIATES
Company Seretaries

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

Scrutinizer's Report Annexure 2

[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

E-voting (remote e-voting and Instapoll) at the Eighty – First Annual General Meeting of the Equity Shareholders of Texmaco Infrastructure & Holdings Limited held on Friday, 24th September, 2021 at 3:00 pm through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

Dear Sir,

I, Geeta Roy Chowdhury, appointed as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting during the AGM (Instapoll) of the Eighty – First Annual General Meeting of Texmaco Infrastructure & Holdings Limited held on Friday, 24th September, 2021 at 3:00 pm through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), submit my consolidated 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 29th August, 2021 through email in compliance with General Circular No. 02/2021 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India.

3. Voting rights were reckoned on the Shares registered in the name of Members as on Friday 17th September, 2021.

4. The remote e-voting period commenced at 9.00 AM on Monday 20th September, 2021 and ended at 5.00 PM on Thursday, 23rd September, 2021.

5. The Company also provided the facility of Instapoll, i.e., e-voting during the Annual General Meeting through the VC platform.

6. The e-voting was unblocked on Friday 24th September, 2021 in the presence of two witnesses namely, Sushmita Shaw and Bijal Modi who are not in the employment of the Company.

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

S. R. & ASSOCIATES KOLKATA Company Secretaries

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 2021 and the Reports of the Board of Directors and the Auditors thereon.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	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	139	83609727	9	117616	148	83727343	76.37
Voted against the Resolution	28	25901244	1	1	29	25901245	23.63
Abstained	0	0	0	0	0	0	0.00

Item No. 2: Ordinary Resolution:

Declaration of Dividend on Equity Shares for the financial year ended 31st March 2021.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	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	156	109510558	9	117616	165	109628174	100.00
Voted against the Resolution	11	413	1	1	12	414	0.00
Abstained	0	0	0	0	0	0	0.00

S. R. & ASSOCIATES ★ Company Secretaries ★ KOLKATA

Item No. 3: Ordinary Resolution:

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

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	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	121	73991557	10	117617	131	74109174	73.90
Voted against the Resolution	35	26174579	0	0	35	26174579	26.10
Abstained	11	9344835	0	0	11	9344835	0.00

SPECIAL BUSINESS

Item No. 4: Ordinary Resolution:

Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Accountants of the Company for conducting Audit of Cost Records, for the financial year ending 31st March 2022.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	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	136	83609077	10	117617	146	83726694	76.37
Voted against the Resolution	29	25901444	0	0	29	25901444	23.63
Abstained	2	450	0	0	2	450	0.00

S. R. & ASSOCIATES ★ KOLKATA ★ Company Secretaries

Item No. 5: Ordinary Resolution:

Appointment of Mr. Ravi Todi (DIN: 00080388), as Independent Director for a period of 5 (five) years with effect from 14th May 2021.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	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	132	83349992	9	117616	141	83467608	76.14
Voted against the Resolution	34	26160579	1	1	35	26160580	23.86
Abstained	1	400	0	0	1	400	0.00

Based on above, the Resolutions as stated in the Notice shall be deemed to have been passed with requisite majority.

Thanking You,
Yours faithfully

S. R. & ASSOCIATES * Company Secretaries * KOLKATA

(Geeta Roy Chowdhury)
FCS: 7040

Place: Kolkata
Date: 24th September, 2021

UDIN could not be generated due to technical error , this report will be submitted again once UDIN is generated.

TEXINFRA

Annexure 3

SUMMARY OF THE PROCEEDINGS OF THE EIGHTY - FIRST ANNUAL GENERAL MEETING OF TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED HELD ON 24TH SEPTEMBER, 2021 AT 3:00 PM (IST)

The Eighty – First Annual General Meeting ('AGM') of the Members of Texmaco Infrastructure & Holdings Limited ('the Company') was held on Friday, 24th September, 2021 at 3:00 p.m. (IST) through Video Conference ('VC') / Other Audio Visual Means ('OAVM').

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

The Meeting commenced at 3:00 p.m. (IST).

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 considering the social distancing norms to contain the spread of COVID - 19 and in compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India ('SEBI') and as per the applicable provisions of the Companies Act, 2013 ('Act') & the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM was conducted through VC / OAVM.

The Chairman further informed the Members that the Statutory Registers and documents 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.

The Chairman thereafter, introduced the Directors and Key Managerial Personnel of the Company.

Messrs. Ravi Todi, R. S. Raghavan, S. K. Rungta, Akshay Poddar, Jyotsna Poddar, Directors of the Company, Messrs. Kishor Kumar Rajgaria, Chief Financial Officer and Rahul Harsh, Company Secretary attended the Meeting.

Mr. Utsav Parekh, Mr. D. R. Kaarthikeyan and Ms. Ramya Hariharan could not attend the Meeting due to unavoidable circumstances.

The Statutory, Secretarial and Cost Auditors were also present during the Meeting.

Texmaco Infrastructure & Holdings Belgharia Kolkata

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 Company Secretary thereafter, briefed the Members regarding the arrangements made for the Meeting. The Company Secretary informed that the Company had enabled the Members to participate in the AGM through the VC facility provided by KFin Technologies Private Limited, Registrar & 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. The remote e-voting commenced at 9:00 a.m. on Monday, 20th September, 2021 and ended at 5:00 p.m. on Thursday, 23rd September, 2021. The facility for e-voting during the AGM ('Instapoll') in accordance with the provisions of the Act and the Listing Regulations was made available.

The Chairman deliberated on the Company's overall performance during the financial year 2020-21 and also mentioned about the business prospects of the Company.

Further, the Chairman appraised the Members on the Development Plan of the Company's Kamla Nagar Project at New Delhi. The Chairman informed that the Company had recently received conditional approval from North Delhi Municipal Corporation and any significant development in this respect shall be informed from time to time.

The Chairman informed the Members that the Notice convening the AGM, Financial Statements and the Reports of the Board of Directors & the Auditors thereon for the financial year ended 31st March, 2021 were taken as read as the same had already been circulated to the Members. As there were no qualifications in the Report of the Auditors, it was not required to be read.

The Chairman thereafter, requested Mr. Rahul Harsh, Company Secretary to give a brief of the Resolutions forming part of the Notice. The Company Secretary informed the Members that there were in total 5 (Five) Resolutions proposed to be transacted at the AGM and same were forming part of the Notice of the AGM. Since the Notice had already been circulated to the Members and the Resolutions had been put to vote through remote e–voting, the Company Secretary provided a brief of the Resolutions for the benefit of the Members attending the Meeting.

The items as per the AGM Notice dated 14th May, 2021 were transacted as follows:

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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 2021 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 2021.

Item No. 3: Ordinary Resolution:

Re-appointment of Mr. Akshay Poddar (DIN: 00008686), 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 Accountants of the Company for conducting Audit of Cost Records, for the financial year ending 31st March 2022.

Item No. 5: Ordinary Resolution:

Appointment of Mr. Ravi Todi (DIN: 00080388), as Independent Director for a period of 5 (five) years with effect from 14th May 2021.

The Chairman thereafter, requested the Members who had earlier registered themselves as speakers to seek clarifications or ask their questions in relation to items of business, which were addressed by the Chairman. The Chairman informed the Members on the status of the Delisting proposal received from the Promoters. On the query received from a Member, the Chairman briefed that in view of the new Delisting Regulations and changed circumstances & environment, the promoters have intimated of not going ahead with the delisting proposal.

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The Chairman thanked all the Shareholders and informed 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 by way of 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 ('Instapoll') was kept open for 15 minutes.

The Chairman thereafter, announced that combined Results of remote e-voting and 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 2 (two) working days from the conclusion of the Meeting.

The Meeting concluded at 3:49 p.m. after being open for 15 minutes for Instapoll to be completed.

Texmaco Infrastructure & Holdings Ltd. Belgharia Kolkata