**Texmaco Infrastructure & Holdings Limited**
***(Formerly Texmaco Limited)***

**TEXINFRA**

Date: 6th September, 2014

*The Corporate Relation Department*
*BSE Limited,*
*25th 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),

We wish to inform you that all the Resolutions in terms of Notice dated 21st July, 2014, placed at the 74th Annual General Meeting of the Company held on Thursday, 4th September, 2014 at 3:30 P.M. at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata 700 056 have been approved by the Members through e-voting with requisite majority / unanimously.
We are enclosing herewith a copy of the Scrutinizers' Report dated 1st September, 2014 in this regard.

Thanking You,

Yours Faithfully,

For Texmaco Infrastructure & Holdings Limited

Kaushik Sonee

Kaushik Sonee
Secretary

Encl: As above

K. Ghosh & Associates
Chartered Accountants

51, Canning Street, 2nd Floor
Room No. - C1, C5
Kolkata - 700 001

Mobile : 98303 69339, 96816 55904
Phone : (033) 2235-0626, 2235-4425
Fax : (033) 2895 1021
E-mail : kgcg2007@yahoo.co.in

**Scrutinisers Report**

***[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 (3)(xi) of the Companies (Management and Administration) Rules, 2014]***

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

**e-Voting at the 74th Annual General Meeting of the Equity Shareholders of Texmaco Infrastructure & Holdings Limited Held on Thursday, 4th September, 2014 at 3:30 P.M. at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata – 700 056**

Dear Sir,

I, C.A. Kausik Ghosh, appointed as Scrutinizer(s) for the purpose of scrutinising the electronic voting process in respect of the Resolutions proposed at the 74th Annual General Meeting of the Equity Shareholders of Texmaco Infrastructure & Holdings Limited, held on Thursday,
4th September, 2014 at 3:30 P.M. at K. K. Birla Kendra, Texmaco Estate, Belgharia, Kolkata – 700 056, submit my report as under:

1. The e-Voting service was provided by M/s Karvy Computershare Pvt. Limited.
2. Voting rights were reckoned on the Shares registered in the name of the Members as on 25th July, 2014.
3. The period for e-Voting had started at 9A.M. on 27th August, 2014 and had ended at 9 P.M. on 29th August, 2014.
4. The e-Voting thereafter was unblocked on 30th August, 2014 in the presence of two witnesses namely P. Naskar and M. Biswas, who are not in the employment of the Company.
5. Based on the reports generated at Karvy portal i.e. evoting.karvy.com , the reports of e-Voting are as under (rounded off to two decimal)

4. (a) **Resolution No. 1.**

Adoption of Audited Accounts, the Directors' and Auditors' Report thereon for the financial year ended 31st March, 2014.

| | No. of Members who voted | No. of Shares for which votes casted | Percentage of votes to the total no. of valid votes |
|---|---|---|---|
| Voted in favour of the Resolution | 67 | 81075282 | 100% |
| Voted against the Resolution | Nil | Nil | Nil |
| Invalid votes | Nil | Nil | Nil |

K. GHOSH & ASSOCIATES * KOLKATA * Chartered Accountants

K. Ghosh & Associates
Chartered Accountants

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(b) **Resolution No. 2.**

Declaration of dividend on Equity Shares for the year ended 31st March, 2014.

| | No. of Members who voted | No. of Shares for which votes casted | Percentage of votes to the total no. of valid votes |
|---|---|---|---|
| Voted in favour of the Resolution | 67 | 81075282 | 100% |
| Voted against the Resolution | Nil | Nil | Nil |
| Invalid votes | Nil | Nil | Nil |

(c) **Resolution No. 3.**

Re-appointment of Shri S. K. Poddar, Director, who retires by rotation.

| | No. of Members who voted | No. of Shares for which votes casted | Percentage of votes to the total no. of valid votes |
|---|---|---|---|
| Voted in favour of the Resolution | 66 | 81075242 | 99.99% |
| Voted against the Resolution | 1 | 40 | 0.01% |
| Invalid votes | Nil | Nil | Nil |

(d) **Resolution No. 4.**

Appointment of M/s. K. N. Gutgutia & Co, Chartered Accountants, as Statutory Auditors and fixing their remuneration.

| | No. of Members who voted | No. of Shares for which votes casted | Percentage of votes to the total no. of valid votes |
|---|---|---|---|
| Voted in favour of the Resolution | 66 | 81075242 | 99.99% |
| Voted against the Resolution | 1 | 40 | 0.01% |
| Invalid votes | Nil | Nil | Nil |

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(e) **Resolution No. 5.**

Fixation of remuneration to M/s.DGM & Associates, Cost Auditors for the year ending 31st March, 2015.

| | No. of Members who voted | No. of Shares for which votes casted | Percentage of votes to the total no. of valid votes |
|---|---|---|---|
| Voted in favour of the Resolution | 66 | 81075242 | 99.99% |
| Voted against the Resolution | 1 | 40 | 0.01% |
| Invalid votes | Nil | Nil | Nil |

(f) **Resolution No. 6.**

Appointment of Shri Dipankar Chatterji as an Independent Director.

| | No. of Members who voted | No. of Shares for which votes casted | Percentage of votes to the total no. of valid votes |
|---|---|---|---|
| Voted in favour of the Resolution | 65 | 81075241 | 99.99% |
| Voted against the Resolution | 2 | 41 | 0.01% |
| Invalid votes | Nil | Nil | Nil |

(g) **Resolution No. 7.**

Appointment of Shri Gautam Khaitan as an Independent Director.

| | No. of Members who voted | No. of Shares for which votes casted | Percentage of votes to the total no. of valid votes |
|---|---|---|---|
| Voted in favour of the Resolution | 66 | 81075242 | 99.99% |
| Voted against the Resolution | 1 | 40 | 0.01% |
| Invalid votes | Nil | Nil | Nil |

K GHOSH & ASSOCIATES KOLKATA Chartered Accountants

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(h) Resolution No. 8.
Appointment of Shri Utsav Parekh as an Independent Director.

| | No. of Members who voted | No. of Shares for which votes casted | Percentage of votes to the total no. of valid votes |
|---|---|---|---|
| Voted in favour of the Resolution | 65 | 81075241 | 99.99% |
| Voted against the Resolution | 2 | 41 | 0.01% |
| Invalid votes | Nil | Nil | Nil |

(i) **Resolution No. 9.**
Alteration of Articles of Association for insertion of Clause 100A.

| | No. of Members who voted | No. of Shares for which votes casted | Percentage of votes to the total no. of valid votes |
|---|---|---|---|
| Voted in favour of the Resolution | 66 | 81075242 | 99.99% |
| Voted against the Resolution | 1 | 40 | 0.01% |
| Invalid votes | Nil | Nil | Nil |

Thanking you,

Yours faithfully,

For K. GHOSH & ASSOCIATES
Chartered Accountants
Firm's Regn. No. 304153E
Partner
Membership No. 057...

Kausik Ghosh

Name/s and Signature/s of the Scrutinizer/s

Place: Kolkata
Dated: 01/09/2014

We the undersigned have witnessed that the votes were unblocked from Karvy's e-voting website evoting.karvy.com in our presence on Saturday, 30th August, 2014.

Partha Naskar

Name: PARTHA NASKAR
Address: 610, Raja Rammohan Roy Road, Sonadapally, Behala, Kolkata - 700008.

Manabendra Bishas

Name: MANABENDRA BISHAS.
Address: Abad, P.O. Sonakenya, 24 Parganas (N) 743271.