

TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED

CIN: L70101WB1939PLC009800
Registered Office: Belgharia, Kolkata 700 056
Phone: (033) 2569 1500, Fax: (033) 2541 2448
Email: texinfra_cs@texmaco.in, Website: www.texinfra.in

NOTICE to the Shareholders

Notice is hereby given that the 77th Annual General Meeting of TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED will be held on **Saturday, 16th September 2017, at 4.00 PM at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata-700 056**, to transact the following businesses:

AS ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements including the Consolidated Audited Financial Statements of the Company, the Directors' and the Auditors' Report thereon for the year ended 31st March 2017.
2. To declare Dividend on Equity Shares for the year ended 31st March 2017.
3. To appoint Director in place of Mr Akshay Poddar (DIN : 00008686), who retires by rotation and offers himself for re-election.
4. To appoint Statutory Auditors and to fix their remuneration.

In this regard to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution.

"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 as the Statutory Auditors of the Company to hold such office from 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 Board of Directors of the Company."

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:-

Item No. 5

"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."

To consider and if thought fit, to pass the following Resolution as a Ordinary Resolution:-

Item No. 6

"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 Company to hold office for a term up to 3 (Three) years commencing from 1st October 2016."

To consider and if thought fit, to pass the following Resolution as a Special Resolution:-

Item No. 7

"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 period of 3 (Three) years with effect from 1st October 2016, on such terms and conditions as approved by the Board of Directors and as stated in the Explanatory Statement."

To consider and if thought fit, to pass the following Resolution as a Special Resolution:-

Item No. 8

"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-executive Directors, 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 from 1st April 2017."

By the order of the Board
Pratik Modi

Belgharia, Kolkata - 700 056
Dated: 22nd May 2017

Company Secretary
ICSI Membership No. A37126

NOTES:

- (i) **A Member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a Proxy to attend and vote on a poll on his / her behalf, and the Proxy need not be a member of the Company.**

The instrument appointing Proxy, in order to be effective, duly signed, stamped and completed, must be deposited at the Registered Office of the Company located at Belgharia, Kolkata - 700 056 not less than FORTY-EIGHT HOURS before the commencement of the AGM i.e. by 4.00 P.M. on Thursday, 14th September 2017.

The Proxy Form submitted on behalf of Limited Companies, Societies, etc., must be supported by appropriate Resolution(s) / Authority as may be applicable. A Person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total paid up Share Capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total paid up Share Capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other Member(s).

Proxy shall carry his/ her identity proof (any one of PAN Card, Voter ID Card, AADHAR Card, Driving License, Passport) at the venue of the AGM.

- (ii) **The Register of Members of the Company will remain closed from, Monday, 11th September 2017 to Saturday, 16th September 2017 (both days inclusive).**

- (iii) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out the material facts relating to the businesses at Item no. 5 to Item no. 8 of the Notice as set out above, is annexed hereto.

- (iv) In terms of Section 152 of the Companies Act, 2013, Mr Akshay Poddar retires by rotation at the ensuing AGM of the Company and being eligible, offers himself for re-appointment.

The Board recommends his appointment. Additional information in respect of his appointment, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards forms a part of this Notice.

- (v) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet of the Company are available for inspection by the Members at the Registered & Corporate Office of the Company between 11.00 AM and 1.00 PM on all working days from the date hereof up to this AGM.

- (vi) To support the 'Green Initiative', Members who have not registered their e-mail address so far are requested to register their e-mail address so that they can receive the Annual Report and all other communication from the Company electronically.

- (vii) In line with the SEBI Circular dated 21st March 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 emphasizing electronic funds transfer, Members are requested to provide their Bank details to the

Company / Registrar and Share Transfer Agent (RTA) in order to avail the electronic payment facility.

- (viii) Voting through electronic means:

1. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also by way of e-voting (Insta Poll) at the AGM, for which purpose the Company has engaged the services of Karvy Computershare Pvt. Limited (Karvy). The Board of Directors of the Company has appointed Ms. Geeta Roy Choudhury, as the Scrutinizer for this purpose.

The instructions for remote e-voting are as under:

- (a) Open your web browser during the remote e-voting period and navigate to <https://evoting.karvy.com>.
- (b) Enter the login credentials [i.e., user ID and password mentioned in the Attendance Slip of the Notice of this AGM or as mentioned in the e-mail sent to those Shareholders, who have registered their e mail IDs]. Your Folio No. / DP ID Client ID will be your user ID.
- (c) Put user ID and password as initial password/ PIN noted in step (a) above. Click Login.
- (d) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update any contact details like mobile, email, etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the 'EVENT' i.e., Texmaco Infrastructure & Holdings Limited.
- (g) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST' for voting. Enter the number of Shares (which represents number of votes) as on the cut off date under 'FOR/ AGAINST' or alternately you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed the total shareholding. You may also choose the option 'ABSTAIN'.
- (h) Cast your vote by selecting an appropriate option and click on 'SUBMIT'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.

- (i) Once you 'CONFIRM', you will not be allowed to modify your vote. During the voting period, Shareholders can Login any number of times till they have voted on the Resolutions.
- (j) Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail geetaroychowdhury@gmail.com with a copy marked to evoting@karvy.com.
- (k) Any person who become Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. Saturday, 9th September 2017 may approach the Company / Karvy for issuance of the User ID and Password for exercising their right to vote by electronic means to the following procedure.
- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399.
- Example for NSDL : MYEPWD <SPACE> IN12345612345678
 Example for CDSL : MYEPWD <SPACE> 1402345612345678
 Example for Physical : MYEPWD <SPACE> XXX1234567
- b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call Karvy's toll free number 1-800-3454-001.
- d. Member may send an e-mail request to evoting@karvy.com.
2. Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members as **on Saturday, 9th September 2017 (cut-off date)**.

Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting at the AGM.

3. The remote e-voting period commences at **9.00 AM on Tuesday, 12th September 2017 and ends at 5.00 PM on Friday, 15th September 2017**. During this period Shareholders of the Company, holding Equity Shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 9th September 2017 may cast their vote electronically.

The e-voting module shall be blocked for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

4. The Members who have already casted their votes through remote e-voting cannot vote again at the AGM venue. However, such Member shall be entitled to attend the AGM.
5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <http://e-voting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 1-800-3454-001 (toll free) or any grievances may please be sent to the e-mail ID evoting@karvy.com or may be addressed to the Company Secretary at the e-mail ID evoting.texinfra@texmaco.in
6. The Results of the e-voting will be declared on or after the date of the AGM i.e. Saturday, 16th September 2017. The declared Results, along with the Scrutiniser's Report will be available on the Company's website www.texinfra.in and on the website of Karvy; such Results will also be forwarded to the Stock Exchanges where the Equity Shares of the Company are listed.
7. Shareholders who are not the Members of the Company as on the record date shall treat this Notice for information purpose only.

Explanatory Statement as required u/s 102 of the Companies Act, 2013

Item No. 5

The Board on recommendation of the Audit Committee, at its Meeting held on 22nd May 2017 has approved the appointment of Messrs DGM & Associates, Cost Accountants, Kolkata as Cost Auditors to conduct the Audit of the Cost Records for the financial year ending 31st March 2018 in accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules framed thereunder at a remuneration of ₹34,000 plus out-of-pocket expenses as incurred from time to time. A certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the Registered and Corporate Office of the Company between 11.00 AM and 1.00 PM on all working days from the date hereof up to this Annual General Meeting.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially

or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

Item No. 6

Mr Narayan Suresh Krishnan, aged 52 years, was appointed as a Director on the Board of Texmaco Infrastructure & Holdings Limited on 1st October, 2016. He has been associated with the Adventz Group for over two decades and has been widely acknowledged for his dynamic leadership, vision and commitment. He has served as the Managing Director of erstwhile Zuari Industries Limited; and was formerly the Executive President of Zuari Industries Limited for three and a half years, responsible for the company's fertiliser business. Other senior positions held by Mr Suresh Krishnan earlier, include being the Chief Financial Officer of Zuari Industries and Zuari Cements Limited. His functional experience spans over

30 years in the field of corporate finance, corporate strategy, projects planning, operations and business development.

The Company has received a valid notice and requisite deposit from a Member of the Company under Section 160 of the Companies Act, 2013.

The Board of Directors is of the opinion that his vast experience will be of great value to the Company and hence recommends the Resolution at Item no. 6 of this Notice for your approval.

Mr Suresh Krishnan does not hold any shares in the Company. None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

Item No. 7

Mr Akshay Tandon, a post graduate with Master of Business in Marketing along with a Master of Business Administration has been appointed as Manager, CEO RE-Div. of the Company w.e.f. 1st October 2016.

Mr Tandon is an accomplished executive with business management experience in the office automation - Xerox and Canon, real estate, banking / financial services - ICICI Bank, Deutsche Postbank & Insurance sectors, with a rewarding career of 20 years.

The Board of Directors is of the opinion that his vast experience will be of great value to the Company and hence recommends the Resolution at Item no. 7 of this Notice for your approval.

Except Mr Tandon, no other Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

Item No. 8

Pursuant to Clause 6 of the Articles of Association of the Company and pursuant to Section 197 of the Companies Act, 2013 (Act) a Director of a Public Limited Company who is neither in whole time employment nor a Managing Director thereof may be paid remuneration by way of commission up to 1% of the net profits of the Company as computed as per Section 198 of the Act, in any Financial Year if the Company by Special Resolution authorizes such payment. In view of the time and attention the Directors of the Company are called upon to give for the purpose of the Company's business, it is considered that the payment of such commission to the Directors should be made for a period 5 (Five) years from 1st April 2017 in accordance with the above mentioned Sections of the Act.

All the Directors are interested in the aforesaid Resolution to the extent of their shareholding in the Company, if any.

Details of Directors/Manager seeking appointment and re-appointment at the forthcoming Annual General Meeting in pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards.

Name of the Director	Mr N. Suresh Krishnan	Mr Akshay Poddar	Mr Akshay Tandon
Age (in years)	52	40	41
Qualification	MS (Economics)	Honours in Accounting & Finance from London School of Economics and Political Science, University of London	MBA
Date of first Appointment on the Board	1st October 2016	11th September 2008	N.A.
Expertise in specific functional areas	Corporate finance, corporate strategy, projects planning, operations and business development	Managing large business set ups	Extensive experience in P & L oversight with deep understanding of critical business drivers, sales & marketing management and growing bottom line while spearheading operational improvements to drive productivity & reduce costs.
Remuneration last drawn (in crore)	N.A.	0.021	N.A.
Shareholding in the Company	Nil	33552	3000
Relationship with other Director in the Company	N.A.	Son of Mr S. K. Poddar and Ms Jyotsna Poddar	N.A.

Name of the Director	Mr N. Suresh Krishnan	Mr Akshay Poddar	Mr Akshay Tandon
Directorship held in other companies	Indian Furniture Products Limited Zuari Infracore India Limited Zuari Global Limited Gobind Sugar Mills Limited Simon India Limited Mangalore Chemicals & Fertilisers Limited Zuari Macro Phosphates Private Limited The Fertiliser Association of India Zuari Agro Chemicals Limited Forte Furniture Products India Private Limited	Adventz Securities Enterprises Limited Lionel Edwards Limited Lionel India Limited Texmaco Rail & Engineering Limited Zuari Agro Chemicals Limited Mangalore Chemicals & Fertilisers Limited Abhishek Holdings Private Limited Greenland Trading Private Limited Touax Texmaco Railcar Leasing Private Limited Adventz Finance Private Limited Adventz Investment Company Private Limited Indrakashi Trading Company Private Limited Hettich India Private Limited Adventz Homecare Private Limited Indian Chamber of Commerce, Calcutta YPO (Calcutta)	Nil

Name of the Director	Mr N. Suresh Krishnan	Mr Akshay Poddar	Mr Akshay Tandon
Chairpersonship / Membership of Committees in companies including those in the Company	<p>Gobind Sugar Mills Limited Stakeholder Relationship Committee (Member)</p> <p>Zuari Agro Chemicals Limited Stakeholder Relationship Committee (Member) & Audit Committee (Member)</p> <p>Zuari Global Limited Stakeholder Relationship Committee (Member), Audit Committee (Member) & Corporate Social Responsibility Committee (Member)</p> <p>Mangalore Chemicals and Fertilisers Limited Stakeholder Relationship Committee (Member) & Audit Committee (Member)</p> <p>Zuari Infraworld India Limited Audit Committee (Member) & Nomination and Remuneration Committee (Member)</p> <p>Simon India Limited Corporate Social Responsibility Committee (Member)</p> <p>Texmaco Infrastructure & Holdings Limited Corporate Social Responsibility Committee (Chairman)</p>	<p>Adventz Securities Enterprises Limited Shareholders' / Investors Grievance Committee (Member)</p> <p>Texmaco Rail & Engineering Limited Stakeholder Relationship Committee (Chairman) & Nomination and Remuneration Committee (Member)</p> <p>Zuari Agro Chemicals Limited Nomination and Remuneration Committee (Member),</p> <p>Texmaco Infrastructure & Holdings Limited Audit Committee (Member), Stakeholder Relationship Committee (Member) & Nomination and Remuneration Committee (Member)</p>	Nil