

# TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED

CIN: L70101WB1939PLC009800  
Registered Office: Belgharia, Kolkata - 700056  
Phone No.: (033) – 2569 1500; Fax No.: (033) – 2541 2448;  
Website: [www.texinfra.in](http://www.texinfra.in); Email: [texinfra\\_cs@texmaco.in](mailto:texinfra_cs@texmaco.in)

## POSTAL BALLOT NOTICE

### NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Notice ('**Notice**') is hereby given pursuant to Section 110 of the Companies Act, 2013 ('**Act**') and other applicable provisions, if any, of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 11/2022 issued by the Ministry of Corporate Affairs read with other circulars issued for this purpose from time to time ('**MCA Circulars**'), all other applicable rules framed under the Act, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), and the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the Members of Texmaco Infrastructure & Holdings Limited ('**Company**'), to consider and if thought fit to pass the Resolutions as set out below which are proposed to be passed through postal ballot by electronic means only ('**remote e-voting**').

The proposed Resolutions along with the explanatory statement pursuant to Section 102 of the Act and other applicable laws, setting out the material facts and the reasons thereof, is appended to this Notice. Only Members of the Company as on **Friday, 19<sup>th</sup> May, 2023 (i.e., the cut-off date)** are entitled to vote on the proposed Resolutions, and any other person who is not a Member of the Company as of the cut-off date shall treat this Notice for information purpose only.

In compliance with the MCA Circulars, the Company is sending the Notice only in electronic form. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the Company is providing the remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The Members can vote on Resolutions only through remote e-voting facility. Assent or dissent of the Members on the Resolutions mentioned in the Notice would be taken only through the remote e-voting.

The Company has availed the services of M/s. KFin Technologies Limited (*formerly KFin Technologies Private Limited*), who is also the Registrar & Share Transfer Agent of the Company, for providing remote e-voting facility for exercising postal ballot.

The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury, Practicing Company Secretary (Membership No. F7040) as the Scrutinizer, who consented to act as such, to conduct the process of the postal ballot by electronic means, in a fair and transparent manner.

The remote e-voting period commence at **9:00 a.m. on Tuesday, 23<sup>rd</sup> May, 2023** and ends at **5:00 p.m. on Wednesday, 21<sup>st</sup> June, 2023**.

The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. **Wednesday, 21<sup>st</sup> June, 2023**.

You are requested to peruse the proposed Resolutions along with the explanatory statement and thereafter record your assent or dissent by means of remote e-voting facility, as provided by the Company.

#### SPECIAL BUSINESS:

**Item No. 1: Appointment of Mr. Arvind Kumar Chaubey as Manager of the Company.**

**To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Arvind Kumar Chaubey be and is hereby appointed as the Manager of the Company for a period of 2 (two) years with effect from 28<sup>th</sup> March, 2023, on such terms and conditions as approved by the Board of Directors and as stated in the Explanatory Statement annexed hereto."

**Item No. 2: Appointment of Mr. Kishor Shah (DIN: 00170502) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder, and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Kishor Shah (DIN: 00170502), who was appointed as an Additional Director of the Company by the Board of Directors effective 12<sup>th</sup> May, 2023 in terms of Section 161 of the Act, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from 12<sup>th</sup> May, 2023.”

**Item No. 3: Appointment of Ms. Ranjana Tibrawalla (DIN: 00542746) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder, and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Ranjana Tibrawalla

(DIN: 00542746), who was appointed as an Additional Director of the Company by the Board of Directors effective 12<sup>th</sup> May, 2023 in terms of Section 161 of the Act, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from 12<sup>th</sup> May, 2023.”

**Item No. 4: Appointment of Mr. Prakash Chandra Kejriwal (DIN: 00964460) as a Non-executive Director of the Company**

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder, and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Prakash Chandra Kejriwal (DIN: 00964460), who was appointed as an Additional Director of the Company by the Board of Directors effective 12<sup>th</sup> May, 2023 in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 12<sup>th</sup> May, 2023.”

Belgharia,  
Kolkata - 700056  
Dated: 12<sup>th</sup> May, 2023

By the order of the Board  
**Neha Singh**  
Company Secretary

**NOTES AND INSTRUCTIONS:**

The Ministry of Corporate Affairs ('MCA') vide General Circular No. 11/2022 read with other circulars issued for this purpose from time to time ('MCA Circulars') has permitted the companies to transact items through postal ballot in accordance with the framework provided therein, in compliance with the applicable provisions of the Companies Act, 2013 ('Act') & the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

1. The Explanatory Statement pursuant to Section 102 of the Act & Rules framed thereunder in respect of the business as set out in the Notice is annexed hereto.
2. (i) The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury, Practicing Company Secretary as the scrutinizer to conduct the process of the postal ballot, by electronic means, in a fair and transparent manner.
  - (ii) The Company has availed the services of M/s. KFin Technologies Limited ('KFin'), who is also the Registrar & Share Transfer Agent ('RTA') of the Company, for providing remote e-voting facility for exercising postal ballot through electronic means only
3. The Notice is being sent through email only and accordingly, the approval of the Members is being sought through remote e-voting. The Physical copies of the Notice along with Postal Ballot form and postage prepaid self-addressed business reply envelope are not being sent to the Members.
4. The Notice is being sent to/published/ displayed for all the Members whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') as on Friday, 19<sup>th</sup> May, 2023, in accordance with the provisions of the Act, read with the Rules framed thereunder and the framework provided under the MCA Circulars. The Notice will also be available on the website of the Company at [www.texinfra.in](http://www.texinfra.in) and the Stock Exchanges, where the equity shares of the Company are listed i.e., BSE Limited ([www.bseindia.com](http://www.bseindia.com)) & the National Stock Exchange of India Ltd. ([www.nseindia.com](http://www.nseindia.com)) and KFin at <https://evoting.kfintech.com/public/Downloads.aspx>. The Company has also made arrangements for the shareholders, who have not yet registered their email addresses to get the same registered by following the procedure as prescribed in the Notice.
5. The procedure for registering / updating the email address for those shareholders, who have not yet registered / updated the same, is mentioned below:
  - a. Those shareholders who are holding shares in physical form and have not yet registered / updated their email address / mobile no. with the RTA / Company, are requested to visit the portal provided by the RTA at <https://ris.kfintech.com/clientservices/mobilereq/mobileemailreq.aspx> to register / update their email address / mobile no.
  - b. Alternatively, shareholders may send a scanned copy of request letter providing their email address and mobile no., duly signed by the shareholder (first shareholder in case of joint shareholding) along with cancelled cheque leaf & self-attested copy of PAN card at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - c. Those shareholders who are holding shares in dematerialised form and have not registered/ updated their email address / mobile no. with their Depository Participant(s), are requested to register/ update their email address/ mobile no. with the relevant Depository Participant(s).

The Company has also made arrangements to publish notice in newspapers namely, Financial Express and Aajkaal informing the shareholders the aforesaid procedure to register their email address with the Depository Participant(s)/ RTA/ the Company.
6. Corporate/Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send a certified copy of Board Resolution, Authority letter (PDF/JPG) etc., authorising their representative(s) to vote, to the Scrutinizer through e-mail at [geetaroychowdhury@gmail.com](mailto:geetaroychowdhury@gmail.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
7. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on **Friday, 19<sup>th</sup> May, 2023 (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 i.e. NSDL & CDSL as on the cut-off date will be entitled to cast their votes by remote e-voting.
8. A Member cannot exercise his vote by proxy on postal ballot. All Members are requested to cast their votes only through remote e-voting as per the procedure provided herein.

9. The Resolution passed by the Members through postal ballot shall be deemed to have been passed as if they have been passed at a duly convened general meeting of the Members.

#### 10. Remote e-voting

- a. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the Company is providing the remote e-voting facility to its Members, to enable them to cast their votes on the Resolution proposed to be passed through Postal Ballot by way of electronic means.

- b. The instructions for remote e-voting are as under:

#### Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December 2020 on “e-voting facility provided by Listed entities”, Individual shareholders holding shares in demat mode are allowed to vote through their demat accounts / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email addresses in their demat accounts with their respective depository participants in order to access the e-voting facility.

#### E-voting Procedure for:

NSDL	CDSL
<p><b>A. NSDL IDeAS facility</b></p> <p><b>1. Shareholders who are already registered for IDeAS facility, may follow the procedure as mentioned below:</b></p> <p>(i) Visit the website of NSDL at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</p> <p>(ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>(iii) On the new page, enter your user ID and password.</p> <p>(iv) Post successful authentication, click on “Access to e-Voting”.</p> <p>(v) Click on Company name (“Texmaco Infrastructure &amp; Holdings Limited”) or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period.</p>	<p><b>A. CDSL Easi / Easiest facility</b></p> <p><b>1. Shareholders who are already registered for Easi / Easiest facility, may follow the procedure as mentioned below:</b></p> <p>(i) Visit the website of CDSL at <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</p> <p>(ii) Navigate to “Login” option and click on “New System Myeasi”.</p> <p>Alternatively, shareholders may visit at <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a></p> <p>(iii) Login with user ID and password.</p> <p>(iv) Shareholders will reach the e-voting page without any further authentication.</p> <p>(v) Click on e-voting service provider name (i.e. KFin) for casting the vote during the remote e-voting period.</p>
<p><b>2. Shareholders who are not registered for the IDeAS facility, may follow the procedure as mentioned below:</b></p> <p>(i) Visit the website of NSDL at: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>(ii) Select “Register Online for IDeAS”</p> <p>(iii) Proceed with completing the required fields.</p> <p>(iv) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.</p>	<p><b>2. Shareholders who are not registered for the Easi/Easiest facility, may follow the procedure as mentioned below:</b></p> <p>(i) To register for Easi facility visit: <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></p> <p>Alternatively, to register for Easiest facility visit: <a href="https://web.cdslindia.com/myeasinew/Registration/EasiestRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiestRegistration</a></p> <p>(ii) Proceed with completing the required fields.</p> <p>(iii) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.</p>

NSDL	CDSL
<p><b>B. Alternatively, the Shareholders may vote through the e-voting website of NSDL by following the procedure as mentioned below:</b></p> <ul style="list-style-type: none"> <li>(i) Visit the e-voting website of NSDL at: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>(ii) Click on the icon "Login" available under 'Shareholder / Member' section.</li> <li>(iii) Enter User ID (i.e. sixteen digit demat account number held with NSDL), select Password/OTP and enter the Verification Code as shown on the screen.</li> <li>(iv) Post successful authentication, you will be redirected to the page wherein you can see the e-voting page.</li> <li>(v) Click on Company name ("Texmaco Infrastructure &amp; Holdings Limited") or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period.</li> </ul>	<p><b>B. Alternatively, the Shareholders may vote through the e-voting website of CDSL by following the procedure as mentioned below:</b></p> <ul style="list-style-type: none"> <li>(i) Visit the website of CDSL at: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a></li> <li>(ii) Navigate to e-voting section.</li> <li>(iii) Provide sixteen digit demat account number and PAN.</li> <li>(iv) The Shareholder will receive OTP on his registered Mobile No. &amp; Email address as recorded in the demat account.</li> <li>(v) Post successful authentication, Shareholder will be provided link for e-voting service provider (i.e. KFin) for casting their vote during the remote e-voting period.</li> </ul>

**Access of e-voting to Individual Shareholders holding shares in demat mode through their depository participants:**

Shareholders can also login using the login credentials of their demat account number through the relevant Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, Shareholders will be able to see e-voting option. Click on e-voting option and it will redirect to NSDL / CDSL Depository website after successful authentication.

Click on Company name ("Texmaco Infrastructure & Holdings Limited") or e-voting service provider name ('KFin') and the shareholder will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.

**Important Note:**

Members who are unable to retrieve User ID / Password are advised to use Forget User ID / Forget Password option available at websites of NSDL and CDSL.

Members facing any technical issue can contact NSDL / CDSL on the following details:

NSDL	CDSL
<a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 224 430	<a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**Access to KFin e-voting system in case of individual shareholders holding shares in physical mode and non-individual shareholders holding shares in demat mode:**

- i. Open your web browser during the remote e-voting period and navigate to <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. user ID and password mentioned in the email sent to those Shareholders, who have registered their email addresses). Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- iii. Enter User ID and password as initial password / PIN in the window opened in step i. above. Click Login.
- iv. 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, e-mail address, 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the 'EVENT' i.e. Texmaco Infrastructure & Holdings Limited.

vii. On the voting page, the Resolution description along with the number of equity shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

viii. 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 'OK' else 'CANCEL' and accordingly modify your vote. Once confirmed, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times until you have confirmed your votes on the Resolution.

ix. Any person who becomes a Member of the Company after the dispatch of the Notice and holds Equity Shares as on the cut-off date i.e., Friday, 19<sup>th</sup> May, 2023 may approach KFin for issuance of the User ID and Password for exercising their right to vote by electronic means by 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>E-voting Event number + Folio No. or DP ID Client ID to 9212993399.

Example for NSDL:  
MYEPWDIN<SPACE>12345612345678

Example for CDSL:  
MYEPWD<SPACE>1402345612345678

Example for Physical: Event No.  
XXXXMYEPWD<SPACE>XXXX1234567

b) If the email address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.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 KFin helpdesk at the toll free number 1800 309 4001.

d) Member may send an email request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

11. The remote e-voting period commences at **9:00 a.m. on Tuesday, 23<sup>rd</sup> May, 2023** and ends at **5:00 p.m. on Wednesday, 21<sup>st</sup> June, 2023**. During this period, Members holding equity shares of the Company either in physical form or in dematerialised form, as on the cut-off date i.e. **Friday, 19<sup>th</sup> May, 2023** 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 Member, such Member shall not be allowed to change it subsequently.

12. All material and relevant documents referred to in the explanatory statement of this Notice are available for inspection through electronic mode only for the Members of the Company until the last date for exercising their votes through remote e-voting i.e., **Wednesday, 21<sup>st</sup> June, 2023**. Members seeking inspection of such documents are requested to send an email at [evoting\\_texinfra@texmaco.in](mailto:evoting_texinfra@texmaco.in). Any query in relation to the Resolution proposed to be passed by postal ballot may be addressed to the Company Secretary of the Company at [texinfra\\_cs@texmaco.in](mailto:texinfra_cs@texmaco.in).

13. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx> or contact KFin helpdesk at Toll free No. 1800 309 4001 or any grievance may be addressed to KFin at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or may be addressed to the Company at the e-mail ID [evoting\\_texinfra@texmaco.in](mailto:evoting_texinfra@texmaco.in).

14. Upon completion of the scrutiny of the votes cast through remote e-voting in a fair and transparent manner, the Scrutinizer will submit its report to the Chairman of the Company, or any person duly authorised by him. The Chairman or any Director or any other person authorised by the Chairman shall declare the results of the postal ballot as per the statutory timelines. The results of the postal ballot will be announced on or before **Friday, 23<sup>rd</sup> June, 2023**. The results along with the Scrutinizer's report will also be posted on the websites of the Company i.e., [www.texinfra.in](http://www.texinfra.in), KFin i.e., <https://evoting.kfintech.com>, and Stock Exchanges i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The Company will also display the results at its registered office. The Resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., **Wednesday, 21<sup>st</sup> June, 2023**.

15. Shareholders who are not the Members of the Company as on the cut-off date shall treat this Notice for information purpose only.

## EXPLANATORY STATEMENT

Pursuant to the provisions of Section 102 of the Companies Act, 2013 & Rules framed thereunder

### Item No. 1: Appointment of Mr. Arvind Kumar Chaubey as Manager of the Company.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders, has approved the appointment of Mr. Arvind Kumar Chaubey as the Manager of the Company for a period of 2 (two) years with effect from 28<sup>th</sup> March, 2023.

In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**Listing Regulations**'), a listed entity is required to obtain the approval of shareholders for appointment of a person as a Manager at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the Company is seeking approval of Shareholders for appointment of Mr. Chaubey as Manager of the Company by way of Postal Ballot.

The following additional information as required under Schedule V to the Companies Act, 2013 is given below:

#### I. General Information

##### i. Nature of Industry

The Company is, inter-alia, involved in the business of real-estate activities and Hydro power generation.

##### ii. Date or expected date of commencement of commercial production:

The Company was incorporated on 4<sup>th</sup> August 1939 with the name Textile Machinery Corporation Limited. Further, with continued growth, to restructure the business, the Heavy Engineering and Steel Foundry businesses of the Company was demerged into a separate entity, while the Real Estate and Power generation business was retained by the Company and later on, the name of the Company was changed to Texmaco Infrastructure & Holdings Limited.

##### iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

##### iv. Financial performance based on given indicators – (as per audited financial statements for the year ended 31<sup>st</sup> March 2023)

Particulars	(₹ in crores)
Gross Turnover	10.42
Other Income	9.26
Net profit as per Statement of Profit & Loss (After Tax)	3.59

##### v. Foreign investments or collaborations, if any:

Not Applicable

#### II. Information about the appointee:

##### i. Background details:

Mr. Arvind Kumar Chaubey is Masters in Personnel Management and Diploma in Labour laws & Labour welfare from Pune University. He is also B.A. (Hons.) graduate from Magadha University. Mr. Chaubey has an experience of more than 25 years in Human Resource functions. Previously he has been associated with companies such as Larsen & Toubro Ltd, GET Power Ltd, Isolux Corsan and Continental Engineering Corporation Limited.

##### ii. Past remuneration during the financial year 31<sup>st</sup> March 2022:

Nil

##### iii. Recognition or awards:

Stated under background details above.

##### iv. Job Profile and his suitability:

Stated under background details above.

##### v. Remuneration proposed:

Pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions read with Schedule V to the Companies Act, 2013 together with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), Mr. Chaubey be appointed as the Manager of the Company at a consolidated salary not exceeding ₹ 3,75,000 per month including allowances.

In the event of the loss or inadequacy of profit in any financial year during his tenure as the Manager, the aforesaid remuneration shall be treated as minimum remuneration.

The annual variation and increase in the remuneration of the Manager shall not exceed 5% of the profits of the Company as calculated under Sections 197 and 198 of the Companies Act, 2013, and the limits specified in Schedule V.

**vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. Chaubey, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

**vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any:**

Besides the remuneration proposed to be paid to him, Mr. Chaubey does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

**III. Other Information:**

**i. Reasons of loss or inadequate profits:**

Not Applicable

**ii. Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:**

Not Applicable

**IV. Disclosures:**

The information and disclosures of the remuneration package of Mr. Chaubey is as under:

Name of the Manager	Designation	Salary (₹) per month	Perquisites and Allowances (₹) per month	Retirement Benefits (₹) per month
Mr. Arvind Kumar Chaubey	Manager	1,23,750	2,30,448	As per Company's Rules

This also forms a part of disclosure as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Arvind Kumar Chaubey and his relatives, no other Director 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.

**The Board of Directors recommends the passing of the proposed resolution as set out at item no. 1 by way of Special Resolution.**

**Item No. 2: Appointment of Mr. Kishor Shah (DIN: 00170502) as an Independent Director of the Company**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of shareholders, has approved the appointment of Mr. Kishor Shah as an Independent Director of the Company

for a period of 5 (five) years with effect from 12<sup>th</sup> May 2023. The Company has received a valid notice in terms of Section 160 of the Companies Act, 2013 ('Act') from a Member of the Company proposing the candidature of Mr. Shah for the office of Director.

In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), a listed entity is required to obtain the approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the Company is seeking approval of Shareholders for appointment of Mr. Shah as an Independent Director of the Company by way of Postal Ballot.

In terms of the Listing Regulations, the appointment of Independent Director requires approval of the Shareholders by way of Special Resolution.

Mr. Kishor Shah, 66 years of age, is Commerce Graduate and a Qualified Chartered Accountant, Company Secretary



and Cost and Management Accountant, U.K. With over four decades of varied corporate experience, Mr. Shah effectively handled diverse roles in Compliance, Finance, Investment Banking, Capital Markets, etc. He has worked with Bata India; Shaw Wallace & Co, Copwud Orient watches Ltd and few other renowned companies. He is also the author of various books relating to stock market investments, computer data processing, etc.

Currently, Mr. Shah is the Managing Director of SMIFS Capital Markets Limited and holds directorships in few other companies.

The Company has received consent from Mr. Shah to act as a Director and a declaration that he is not disqualified under Section 164 of the Act to act as such. Further, the Company has also received a declaration from Mr. Shah that he meets the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations.

Mr. Shah has also affirmed to the Company that he has registered himself with the databank maintained by the Indian Institute of Corporate Affairs (IICA) as an Independent Director in compliance with the prescribed Rules under the Act.

As per the opinion of the Board, he fulfils the criteria specified in the Act & the Rules framed thereunder and the Listing Regulations for his appointment as an Independent Director.

Further, the skills/expertise/competencies as identified for the Directors by the NRC as well as the Board and required in the context of the business(es) and the sector(s) the Company operates into are:

- Strategic & Business Leadership
- Financial Expertise
- Administration
- Governance & Compliance

The NRC and the Board is of the view that Mr. Shah possesses most of the skills/ expertise/ competencies identified with core expertise in Strategic & Business Leadership, Financial Expertise, Administration and Governance & Compliance.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company. He shall be entitled for remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose / commission as may be decided by the Board, in accordance with the provisions of the Act.

In terms of Section 149 & other applicable provisions of the Act read with Schedule IV thereto and applicable Regulations of the Listing Regulations, approval of the Shareholders is being sought by way of Special Resolution for appointment of Mr. Shah as an Independent Director of the Company for a period of 5 (five) years effective 12<sup>th</sup> May 2023.

Except Mr. Kishor Shah and his relatives, none of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

**The Board of Directors recommends the passing of the proposed resolution as set out at item no. 2 by way of a Special Resolution.**

### **Item No. 3: Appointment of Ms. Ranjana Tibrawalla (DIN: 00542746) as an Independent Director of the Company**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee ("NRC") and subject to the approval of shareholders, has approved the appointment of Ms. Ranjana Tibrawalla as an Independent Director of the Company for a period of 5 (five) years with effect from 12<sup>th</sup> May 2023. The Company has received a valid notice in terms of Section 160 of the Companies Act, 2013 ('Act') from a Member of the Company proposing the candidature of Ms. Tibrawalla for the office of Director.

In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), a listed entity is required to obtain the approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the Company is seeking approval of Shareholders for appointment of Ms. Tibrawalla as an Independent Director of the Company by way of Postal Ballot.

In terms of the Listing Regulations, the appointment of Independent Director requires approval of the Shareholders by way of Special Resolution. Further, no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of 75 (seventy five) years unless a Special Resolution is passed to that effect. Ms. Tibrawalla would be attaining the age of 75 (seventy-five) years during her tenure of directorship. The appointment of Ms. Tibrawalla is recommended to be approved by the Shareholders by way a Special Resolution for the aforesaid purposes.

Ms. Ranjana Tibrawalla, 73 years of age, has been involved in Human Resource Management activities and helping various NGO's in Education. She has even taught in Loreto College Women Cell for empowering women from weaker sections of society under Beti Bachao Beti Padhao Program of Govt. of India.

The Company has received consent from Ms. Tibrawalla to act as a Director and a declaration that she is not disqualified under Section 164 of the Act to act as such. Further, the Company has also received a declaration from Ms. Tibrawalla that she meets

the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations.

Ms. Tibrawalla has also affirmed to the Company that she has registered herself with the databank maintained by the Indian Institute of Corporate Affairs (IICA) as an Independent Director in compliance with the prescribed Rules under the Act.

As per the opinion of the Board, she fulfils the criteria specified in the Act & the Rules framed thereunder and the Listing Regulations for her appointment as an Independent Director.

Further, the skills/expertise/competencies as identified for the Directors by the NRC as well as the Board and required in the context of the business(es) and the sector(s) the Company operates into are:

- Administration
- Financial Expertise

The NRC and the Board is of the view that Ms. Tibrawalla possesses most of the skills/ expertise/ competencies identified with core expertise in Administration and Financial Expertise.

The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company. She shall be entitled for remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose / commission as may be decided by the Board, in accordance with the provisions of the Act.

In terms of Section 149 & other applicable provisions of the Act read with Schedule IV thereto and applicable Regulations of the Listing Regulations, approval of the Shareholders is being sought by way of Special Resolution for appointment of Ms. Tibrawalla as an Independent Director of the Company for a period of 5 (five) years effective 12<sup>th</sup> May 2023.

Except Ms. Ranjana Tibrawalla and her relatives, none of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

**The Board of Directors recommends the passing of the proposed resolution as set out at item no. 3 by way of a Special Resolution.**

#### **Item No. 4: Appointment of Mr. Prakash Chandra Kejriwal (DIN: 00964460) as a Non-executive Director of the Company**

The Board of Directors at its Meeting held on 12<sup>th</sup> May, 2023 on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders, has approved the appointment of Mr. Prakash Chandra Kejriwal as a Non-executive Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 12<sup>th</sup> May, 2023. The Company has received a valid notice in terms of Section 160 of the Companies Act, 2013 ('Act') from a Member of the Company proposing the candidature of Mr. Kejriwal for the office of Director.

Mr. Prakash Chandra Kejriwal, 54 years of age, is a fellow member of The Institute of Chartered Accountants of India and is an All-India Rank Holder with more than 30 years of experience. He has held leadership positions in various companies of erstwhile K K Birla Group and handled roles in finance & accounts, commercial, legal & administration, budgeting, cost control, etc. He is currently associated with Texmaco Rail & Engineering Limited as the Chief Finance Officer for its Rail EPC business for approx. 8 years. He is also on the Board of some of the associate companies of the Adventz Group.

The Company has received consent from Mr. Kejriwal to act as a Director and a declaration that he is not disqualified under Section 164 of the Act to act as such.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company. He shall be entitled for remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose / commission as may be decided by the Board, in accordance with the provisions of the Act.

Except Mr. Prakash Chandra Kejriwal and his relatives, none of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

**The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 4 by way of an Ordinary Resolution.**

**Information of Manager / Director relating to appointment for item nos. 1,2,3 and 4 of the Notice.**

[In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards]

<b>Name of the Manager / Director</b>	<b>Mr. Arvind Kumar Chaubey</b>	<b>Mr. Kishor Shah</b>	<b>Ms. Ranjana Tibrawalla</b>	<b>Mr. Prakash Chandra Kejriwal</b>
Age (in years)	51	66	73	54
Qualification	<ul style="list-style-type: none"> <li>• B.A.(Hons)</li> <li>• Masters in Personnel Management</li> <li>• Diploma in Labour laws &amp; Labour welfare</li> </ul>	<ul style="list-style-type: none"> <li>• B.Com</li> <li>• CA</li> <li>• CS</li> <li>• CMA (U.K.)</li> </ul>	<ul style="list-style-type: none"> <li>• Studied in Loreto House</li> </ul>	<ul style="list-style-type: none"> <li>• CA</li> </ul>
Date of first Appointment on the Board	28 <sup>th</sup> March, 2023	12 <sup>th</sup> May, 2023	12 <sup>th</sup> May, 2023	12 <sup>th</sup> May, 2023
Expertise in specific functional areas	HR and Admin Activities	Qualified CA, CS, CMA (U.K.) with over four decades of corporate experience in Compliance, Finance, Investment Banking, Capital Markets, etc.	HR and Social Activities	Qualified CA with more than 30 years of corporate experience in Finance & Accounts, Commercial, Legal & Administration, Budgeting, Cost Control, etc.
Remuneration last drawn (₹ in Crores)	NA	NA	NA	NA
Number of meetings of the Board attended during the financial year (FY 2023-24)	NA	1 (held on 12 <sup>th</sup> May, 2023)	1 (held on 12 <sup>th</sup> May, 2023)	1 (held on 12 <sup>th</sup> May, 2023)
Shareholding in the Company	Nil	Nil	Nil	Nil
Relationship with other Director / KMP in the Company	Nil	Nil	Nil	Nil
Directorship held in other Companies	Nil	<ul style="list-style-type: none"> <li>• SMIFS Capital Markets Limited</li> <li>• SMIFS Capital Services Limited</li> <li>• Bengal Aerotropolis Projects Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Mica Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Lionel Edwards Ltd</li> <li>• Topflow Buildcon Private Limited</li> <li>• Startree Enclave Private Limited</li> <li>• Sigma Rail Systems Private Limited</li> <li>• Texmaco Rail Systems Private Limited</li> <li>• Belgharia Engineering Udyog Private Limited</li> </ul>

Name of the Manager / Director	Mr. Arvind Kumar Chaubey	Mr. Kishor Shah	Ms. Ranjana Tibrawalla	Mr. Prakash Chandra Kejriwal
Chairmanship / Membership of Committees in companies including those in the Company	Nil	<b>SMIFS Capital Markets Limited</b> <ul style="list-style-type: none"> <li>• Member of Stakeholders Relationship Committee</li> </ul> <b>Bengal Aerotropolis Projects Limited</b> <ul style="list-style-type: none"> <li>• Member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee</li> </ul>	Nil	Nil
Listed entities from which the Director has resigned in the past three years	NA	Nil	Nil	Nil