



TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED

CIN No.: L70101WB1939PLC009800

Registered Office: Belgharia, Kolkata 700 056

Phone: (033) 2569 1500 • Fax : (033) 2541 2448 • Website: www.texinfra.in

Notice to the Shareholders

Notice is hereby given that the 76th Annual General Meeting of TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED will be held on Monday, 26th September, 2016, at 4:00 P. M. 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 of the Company, the Directors' and Auditors' Report thereon for the year ended 31st March, 2016.
2. To declare Dividend on Equity Shares for the year ended 31st March, 2016.
3. To appoint Director in place of Mr. Saroj Kumar Poddar (DIN : 00008654), who retires by rotation and is eligible for re-election.
4. To ratify the appointment of 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 the appointment of Messrs. K. N. Gutgutia & Co. Chartered Accountants (Registration No. 304153E), as the Statutory Auditors of the Company, to conduct the audit at a remuneration as may be decided by the Board of Directors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 77th Annual General Meeting be and is hereby ratified.”

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 Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, the Cost Auditors M/s. 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, 2017, 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 an Ordinary Resolution:-

Item No. 6

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Santosh Kumar Rungta (DIN: 00053824) appointed by the Board as an Additional Independent Director of the Company, has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 3 (three) consecutive years commencing from 7th November, 2015.”

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

Item No. 7

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. D.R. Kaarthikeyan (DIN: 00327907) appointed by the Board as an Additional Independent Director of the Company, has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 3 (three) consecutive years commencing from 25th July, 2016.”

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

Item No. 8

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, the Board of Directors is hereby authorised to grant annual increments as may be deemed fit to Mr. Gaurav Agarwala, relative of the directors of the Company Mr. S. K. Poddar and Mr. Akshay Poddar, for holding an continuing to hold office or place of profit under the Company as Chief Executive of Neora Hydro Unit provided however, that the total remuneration payable to him not to exceed ₹8,00,000/- per month and that all other terms and conditions shall, however, remain unchanged”

“FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary for obtaining any approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all dates, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above power to the Committee of Directors of the Company and to do all acts, deeds and things that may be necessary, proper, expedient, or incidental for the purpose of giving effect to aforesaid Resolution. Messrs. S. K. Poddar and Akshay Poddar being related to Mr. Gaurav Agarwala, did not participate in the proceedings and for the purpose of quorum their presence were not counted.”

By the order of the Board

Belgharia
Kolkata – 700 056
Dated: 25th July, 2016

Pratik Modi
Company Secretary
ACS 37126

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 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 Saturday, 24th September, 2016. Proxies 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 Annual General Meeting.

- (ii) The Register of Members of the Company will remain closed from Tuesday, 20th September, 2016 to Monday, 26th September, 2016 both days inclusive.
- (iii) 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 Annual General Meeting of the Company and being eligible, offer himself for re-appointment. The Board recommends his appointment.
- Additional information in respect of his appointment, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges forms part of this Notice.
- (v) The Statement of Profit and Loss for the financial year ended 31st March, 2016, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report, all other documents annexed or attached to the Balance Sheet and the Memorandum and the Articles of Association are available for inspection by the Members at the Registered Office as well as Corporate Office of the Company between

11.00 A.M. to 1.00 P.M. on all working days from the date hereof up to this Annual General Meeting.

- (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 other communication from the Company electronically.
- (vii) In line with the SEBI Circular dated 21st March, 2013 emphasizing electronic funds transfer, Members are requested to provide their Bank details to the Company / 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 Annual General Meeting ('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. Sudhanya Roy Choudhary, 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>.
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.
- (b) Put user ID and password as initial password / PIN noted in step (a) above. Click Login.
- (c) 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 (e-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.

- (d) You need to login again with the new credentials.
- (e) On successful login, the system will prompt you to select the EVENT i.e., Texmaco Infrastructure & Holdings Limited.
- (f) 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'.
- (g) 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.
- (h) 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 Resolution.
- (i) 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 to Scrutinizer email id required in with a copy marked to evoting@karvy.com.
- (j) Any person who become Member of the Company after dispatch of Notice and holding shares as on the cut-off date i.e. Monday, 19th September, 2016 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 shares registered in the name of the Members as on Monday, 19th September, 2016 (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 09.00 A.M. on Thursday, 22nd September, 2016 and ends at 05.00 P.M. on Sunday, 25th September, 2016. During this period Shareholders of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 19th September, 2016 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 vote through remote e-voting cannot vote again at the e-voting at the AGM. However, such Member shall be entitled to attend the Meeting.
 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://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 1800 345 4001 (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 of the Company at the email ID evoting_textinfra@texmaco.in
 6. The Results of the e-voting will be declared on or after the date of the AGM i.e. Monday, 26th September, 2016. The declared Results, along with the Scrutiniser's Report will be available on the Company's website www.textinfra.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

AS SPECIAL BUSINESS

Item No. 5

The Board on recommendation of the Audit Committee, at its meeting held on Monday, 26th September, 2016 has approved the appointment of M/s. DGM & Associates, Cost Accountants, Kolkata as Cost Auditors to conduct the audit of the cost records for the financial year ending 31st March, 2017 in accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 at a remuneration as may be decided by the Board of Directors subject to the power conferred on it by the shareholders of the Company. A certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the Registered Office of the Company between 11:00 A.M. to 1:00 P.M. 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. Santosh Kumar Rungta was appointed as an Additional Director of the Board of Directors of the Company w.e.f. 7th November, 2015. As per the provisions of Section 160 of the Companies Act, 2016 Mr. Santosh Kumar Rungta shall hold office up to the date of the ensuing Annual General Meeting of the Company.

Mr. Santosh Kumar Rungta, aged 68 years, is the Chairman of the Rungta Group, one of the oldest groups in Eastern India involved in mining, Real Estate and Industry.

Mr. Rungta has been the National President of Confederation of Real Estate Developers' Association of India (CREDAI), President of the Bharat Chamber of Commerce. He was also the President of the Bengal Rowing Club, President of Rotary Club of Kolkata Metropolitan South and Dakshin Kolkata District Table Tennis Association.

Mr. Rungta is actively involved in various institutions including medical, educational, sports and numerous other social bodies and is the Trustee of Satsang Bhawan, Vishwa Kalyan Sadhana Yatan.

He started his business career very early in life and today proudly leads one of the foremost Real Estate Groups in Eastern India.

He is a dedicated, disciplined and organised businessman with a heart of a religious, God fearing person having faith in the Supreme.

Except Mr. Rungta, 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, if any, in the Company.

Item No. 7

Mr. Kaarthikeyan after passing the Combined Competitive Examinations for Senior Civil Services, had joined the Indian Police Service (IPS) in 1964. He had also served in a number of important positions - Deputy Commissioner of Police, Law and Order, Bangalore; Deputy Inspector General of Police, Karnataka State Intelligence Department; Head of Karnataka State Police Academy; Inspector General of Police, Central Reserve Police Force (CRPF), Southern Sector at Hyderabad. Mr. Karthikeyan had also served as the Chief Bureau of the Investigation Team of the Central Bureau of Investigation.

The Board of Director is of the opinion that his vast knowledge and varied experience will be of great value to the company and hence recommends the resolution at item No. 7 of this Notice for your approval. In view of the background and valuable experience of Mr. Kaarthikeyan, it will be in the interest of the company that he continues as a Director of the Company. Except Mr. Kaarthikeyan, no other Director of Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholdings, if any, in the Company.

Item No. 8

Mr. Gaurav Agarwala has been working as a Chief Executive of Neora Hydro Unit and a relative of the Directors of the Company, Messrs. S. K. Poddar and Akshay Poddar at a remuneration of ₹2,50,000/- w.e.f. 1st October, 2014. In the light of the improved performance of the Unit, the Board approved the increment proposal of Mr. Gaurav Agarwala as set out in the Notice. Since Mr. Gaurav Agarwala is a relative of the Directors

Messrs. S. K. Poddar and Akshay Poddar, and is proposed to be appointed at a remuneration exceeding ₹3,00,000/- per month, consent of the Members by way of Special Resolution is required under the provisions of Section 188(1)(f) of the Companies Act, 2013. The Board recommends passing of the above resolution.

None of the Directors and Key Managerial Personnel except Messrs. S. K. Poddar and Akshay Poddar is related to the above transaction.

- a) Name of the related party: Mr. Gaurav Agarwala
- b) Name of the director or key managerial personnel who is related, if any and Nature of Relationship:

Mr. S. K. Poddar, Non-Executive Chairman and Mr. Akshay Poddar, Non – Executive Director of the Company are relatives of Mr. Gaurav Agarwala, Chief Executive of Neora Hydro Unit.

- c) Nature, material terms, monetary value and particulars of the contract or arrangement;

As stated in the Resolution

The relatives of the Mr. Gaurav Agarwala may be deemed to be concerned or interested in the Resolutions to the extent of their Shareholding, if any, in the Company.

Save and except the above, 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.

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting in pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. S. K. Poddar	Mr. Santosh Kumar Rungta	Mr. D. R. Kaarthikeyan
Age (in years)	70	68	76
Qualification	B.Com	B.Com	B. Sc, L.L.B
Date of first appointment on the Board	25th September, 2010	7th November, 2015	25th July, 2016
Expertise in specific functional areas	<p>Chairman of the Adventz Group Chairman of India – Saudi Arabia Joint Business Council and is a member of Indo – French CEO Forum</p> <p>Was Founder Chairman of Gillette India Ltd. since 1984</p> <p>Recipient of Rashtriya Samman award from CBDT</p> <p>Has served as President of FICCI and International Chamber of Commerce in India</p> <p>Has also served as member of the Board of Governors of the IIT, Kharagpur</p> <p>Was also on Advisory Board of Messrs N M Rothschild & Sons (India) Pvt. Ltd.</p>	<p>Real Estate, sectors relating to Mining and allied activities.</p>	<p>Has served several positions in the Indian Police Service</p> <p>Was Director of the Central Bureau of Investigation India; and Director –General in the National Human Rights Commission.</p> <p>Functioned as Director of Trade Promotion in Australia and as a Diplomat and Head of Chancery.</p> <p>First Secretary, Consular Division of the Embassy of India in Moscow.</p> <p>Conferred with Padma Shri award in 2010.</p>
Remuneration last drawn	N.A	N.A	N.A
Shareholding in the Company	64,92,184	Nil	Nil
Relationship with other Director in the Company	Father of Mr. Akshay Poddar	N.A	N.A
Directorship held in other Companies	<p>Chambal Fertilisers and Chemicals Limited</p> <p>Zuari Global Ltd.</p> <p>Zuari Cement Limited</p> <p>Lionel India Limited</p> <p>Paradeep Phosphates Limited</p> <p>Simon India Limited</p> <p>Texmaco Rail & Engineering Limited</p> <p>Zuari Fertilisers & Chemicals Limited</p> <p>Zuari Agro Chemicals Limited</p> <p>Adventz Finance Private Limited</p> <p>Texmaco Hi-tech Private Limited</p> <p>Hepo Vb & Fasteners India Private Limited</p>	<p>Bijoy Mining Co. Ltd</p> <p>Adventz Finance Private Limited</p> <p>Parul Farms Private Limited</p> <p>Madgul Minerals Private Limited</p> <p>Supriti Apartments Private Limited</p> <p>Madgul Infrastructure Private Limited</p> <p>Madan Properties Private Limited</p> <p>Madgul Developers Private Limited</p> <p>Suditi Apartments Private Limited</p>	<p>Bangalore International Airport Limited (BIAL)</p> <p>TAJGVK-Hotels & Resorts</p> <p>Star Health and Allied Insurance Company Ltd</p> <p>Raj Television Network Limited</p> <p>Synergy Environics Limited</p> <p>Lotus Eye Hospital and Institute Limited</p> <p>Oriental Hotels Limited</p> <p>Roots Industries India Limited</p> <p>Texmaco Rail & Engineering Limited</p> <p>Benares Hotels Ltd</p> <p>Life Positive Private Limited</p> <p>NADA Vibronics Private Limited</p>

<p>Chairmanship / Membership of Committees in Companies including those in the Company</p>	<p>Adventz Finance Private Limited: Audit Committee (Member) Nomination and Remuneration Committee (Member)</p>	<p>Texmaco Infrastructure & Holdings Limited: Audit Committee (Member) Stakeholders Relationship Committee (Member)</p>	<p>Texmaco Rail & Engineering Limited: Audit Committee (Member) Star Health and Allied Insurance Company Ltd: Audit Committee (Member) TAJGVK-Hotels & Resorts: Audit Committee (Member) Nomination and Remuneration Committee (Member) Lotus Eye care Hospital Private Limited: Audit Committee (Member) Nomination and Remuneration Committee (Member) Oriental Hotels Ltd: Audit Committee (Member) Nomination and Remuneration Committee (Member) Benares Hotels Ltd: Audit Committee (Member) Corporate Social Responsibility Committee (Member) Bangalore International Airport Limited (BIAL): Audit Committee (Member)</p>
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