

TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED

CIN: L70101WB1939PLC009800

Registered Office: Belgharia, Kolkata - 700 056,

Phone no. 033 25691500, Fax no. 033 2541 2448

Email: texinfra_cs@texmaco.in, Website: www.texinfra.in

Notice to the Shareholders

Notice is hereby given that the 78th Annual General Meeting of TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED will be held on **Tuesday, 4th September 2018 at 4:30 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 Statement including the Audited Consolidated Financial Statement of the Company, the Report of the Board of Directors and the Auditors' Report thereon for the year ended 31st March 2018.
2. To declare Dividend on Equity Shares for the year ended 31st March 2018.
3. To appoint a Director in place of Ms. Jyotsna Poddar (DIN: 00055736), who retires by rotation and offers herself for re-election.

AS SPECIAL BUSINESS

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

Item No. 4

"RESOLVED that pursuant to the provisions of Section 148 and 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, M/s DGM & Associates, Cost Accountants, (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 2019, be paid the remuneration as 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 Special Resolution:-

Item No. 5

"RESOLVED that pursuant to the provisions of Sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, Mr. Santosh Kumar Rungta (DIN: 00053824), be and is hereby re-appointed to the Board of Directors as an Independent Director of the Company for a period of 5(Five) years with effect from 6th November, 2018."

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

Item No. 6

"RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, 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. S. U. Khan as Manager of the Company for a period of 3 (Three) years with effect from 16th October 2017, 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 an Ordinary Resolution:-

Item No. 7

"RESOLVED that pursuant to the provisions of Sections 149,152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, Mr. Kalpataru Tripathy (DIN: 00865794), be and is hereby appointed to the Board of Directors as an Independent Director of the Company for a period of 5 (Five) years with effect from 30th July 2018."

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

Item No. 8

"RESOLVED that in partial modification to the Ordinary Resolution passed by the Members at the 76th Annual General Meeting of the Company held on 26th September 2016, appointing Mr. Devarayapuram Ramasamy Kaarthikeyan (DIN: 00327907) as an Independent Director of the Company for a period of 3 (Three) years w.e.f. 25th July 2016 up to 24th July 2019 and in compliance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018, the same be and is hereby approved by way of a Special Resolution."

Belgharia
Kolkata – 700 056
Dated: 30th July, 2018

By the order of the Board
Pratik Modi
Company Secretary

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 4:30 PM on Sunday, 2nd September 2018.

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 50 (Fifty) 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.

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

- (ii) **The Register of Members of the Company will remain closed from Thursday, 30th August 2018 to Tuesday, 4th September 2018 (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 nos. 4 to 8 of the Notice as set out above, is annexed hereto.

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

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

- (v) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement, the Auditors' Report, the Report of the Board of Directors and all other documents annexed or attached thereto 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 IDs so far are requested to register their e-mail IDs, so that they can receive the Annual Report and all other communication from the Company through electronic mode.

- (vii) In line with the SEBI Circular and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 emphasizing electronic fund 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. Further to strengthen the guidelines and raising industry standards for RTA and the Companies, the SEBI has mandated for updation of Bank / PAN details of Shareholders holding Equity Shares in physical form and accordingly, the concerned Shareholders are requested to provide the details to RTA / Company.

(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 Private Limited (Karvy). The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury, 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, e-mail IDs, 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 Equity Shares (which represents number of votes) as on the cut-off date under 'FOR / AGAINST' or alternatively 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 at geetaroychowdhury@gmail.com with a copy marked to evoting@karvy.com.
- (k) Any person who becomes a Member of the Company after the dispatch of the Notice and holding Equity Shares as on the cut-off date i.e. Tuesday, 28th August 2018 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 the e-mail ID 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 **Tuesday, 28th August 2018 (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 Friday, 31st August 2018 and ends at 5.00 PM on Monday, 3rd September 2018**. 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) i.e. Tuesday, 28th August 2018** 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, such 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 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. Tuesday, 4th September 2018. 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 Exchange(s) 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. 4

The Board on the recommendation of the Audit Committee, at its Meeting held on 15th May 2018 has approved the appointment of M/s DGM & Associates, Cost Accountants, as Cost Auditors to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March 2019 in accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules framed thereunder at a remuneration of ₹ 30,000 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 is available for inspection 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.

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. 5

The present term of Mr. Santosh Kumar Rungta expires on 7th November 2018. In view of his vast knowledge and valuable contribution made during his tenure, the Board of Directors upon the recommendation of the Nomination and Remuneration Committee, has approved his re-appointment as an Independent Director w.e.f. 8th November, 2018 for a further period of 5 (Five) years. As per the opinion of the Board, he fulfils the criteria specified in the Companies Act, 2013 read with the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as an Independent Director.

Mr. Rungta, aged 71 years, is the Chairman of the Rungta Group, one of the oldest groups in Eastern India involved in mining, Real Estate and Industry. He started his business career very early in life and today proudly leads one of the foremost Real Estate Groups in Eastern India.

Mr. Rungta has been the National President of Confederation of Real Estate Developers' Association of India and 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 and Vishwa Kalyan Sadhana Yatan.

Except Mr. Rungta 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 Special Resolution except to their Shareholding interest, if any, in the Company.

Item No. 6

Mr. Sirajuddin Khan, aged 59 years, has done MA in psychology from Kanpur, PG Diploma in IR & PM and MBA (Personnel Management) from Nagpur University.

Before joining Texmaco Infrastructure & Holdings Limited, he was working as Group General Manager (HR & IR) Corporate level in Adventz Group (Late Dr. K.K. Birla Group), Gurgaon, Haryana. He was responsible for HR, IR and Admin activities of many group companies.

Previously, he was also associated with Moserbaer Power (Madhya Pradesh) Ltd., Anuppur (M.P.), MASS-CLIMB, New Delhi, Arfat Petrochemicals Pvt. Ltd., Kota (Rajasthan), Baroda Rayon Corporation Ltd., Surat (Gujarat), MafatLal Industries Ltd. (Chemical, Textile & Garment Divisions - Arvind Mafatlal Group). He was associated during the span of 17 years with Indian Rayon and Industries Ltd., (Aditya Birla Group), Bhasin Asso. Ltd., Metal Box (I) Ltd. and International Systems Services.

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.

Except Mr. Khan 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 Special Resolution except to their Shareholding interest, if any, in the Company.

Item No. 7

The Board, on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 30th July 2018, has appointed Mr. Kalpataru Tripathy as an Independent Director to the Board of Directors of the Company for a period of 5 (Five) years w.e.f. 30th July 2018.

Mr. Tripathy is a renowned lawyer by profession having more than 21 years of experience. He specializes in Mergers & Acquisitions, Private Equity, Joint Ventures and other General Corporate Laws. He has been holding directorships in JK Tyre & Industries Limited, Avash Sugar & Energy Limited, Cavendish India Limited and JK Enviro-tech Limited including chairmanship and membership in various committees of those companies.

The Company has received a declaration from Mr. Tripathy that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), 2015.

The Board of Directors 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.

Except Mr. Tripathy 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.

Item No. 8

The Members of the Company on 26th September 2016 had approved the appointment of Mr. D. R. Kaarthiskeyan as an Independent Director of the Company for a period of three years with effect from 25th July 2016.

As per the SEBI (LODR) Amendment Regulations, 2018, no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy-five years as on 1st April 2019 unless a Special Resolution is passed to that effect.

Mr. D. R. Kaarthiskeyan, aged 78 years, is a Graduate in Bachelor of Science (Chemistry and Agriculture) and is also a Bachelor of Law. After practising as Lawyer for three years, he got selected and appointed to the elite Indian Police Service and in that capacity he held several positions including District Superintendent of Police of large problematic districts like Gulbarga, Dharwar and Belgaum, major Districts of Karnataka State in India.

He held challenging positions like Chief of Investigation team of former Prime Minister Rajiv Gandhi assassination case; Director-General of Central Reserve Police Force, the largest para-military

force in India; Director of the prestigious Central Bureau of Investigation of India; and Director-General in the National Human Rights Commission.

In 2010, Mr. Kaarthiskeyan was conferred the Padma Shri, one of the highest civilian awards in the Country, by the Government of India in recognition of his exceptional and distinguished services rendered to the Nation. His services in the various fields have been recognised by grant of many awards and titles.

In view of the background and valuable experience of Mr. Kaarthiskeyan, it will be in the interest of the Company that he continues as a Director of the Company till the completion of his present term of appointment already approved by the Members. The Board believes that his experience and vision will contribute to the growth of the Company and also in navigating the Company with best Corporate Governance practices.

Except Mr. Kaarthiskeyan 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.

Related Information of Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting for item nos. 3, 5, 6, 7, and 8 -

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

Name of the Director	Ms. Jyotsna Poddar	Mr. S. K. Rungta	Mr. S. U. Khan	Mr. Kalpataru Tripathy	Mr. D. R. Kaarthiskeyan
Age (in years)	68	71	59	46	78
Qualification	B. A.	B.Com	MBA (Personnel Management)	B.Sc, LLB, PG Dip in International Business Law	B. Sc, LLB
Date of first Appointment on the Board	30th March 2015	7th November 2015	16th October 2017	30th July, 2018	2nd September 2011
Expertise in specific functional areas	Literary, Social activities, managing large business setups	Real Estate, sectors relating to Mining and allied activities	HR, IR and Admin activities	While he is a Lawyer by profession for last 21+ years, he specializes in Mergers & Acquisitions, Private Equity, Joint Ventures, and other General Corporate Laws	<ul style="list-style-type: none"> • Experience in civil services • Has held challenging position including DG of RPF, DG of NHRC
Remuneration last drawn (in crore)	NA	NA	18,32,392	NA	N.A.
Shareholding in the Company	1,21,790	Nil	Nil	Nil	Nil

Name of the Director	Ms. Jyotsna Poddar	Mr. S. K. Rungta	Mr. S. U. Khan	Mr. Kalpataru Tripathy	Mr. D. R. Kaarthikeyan
Relationship with other Director in the Company	Wife of Mr. S. K. Poddar and Mother of Mr. Akshay Poddar	NA	NA	NA	NA
Directorship held in other Companies	Lionel Edwards Ltd. Lionel India Ltd. Nilgiri Plantations Ltd. Ronson Traders Ltd. Sangha Shree Investment & Trading Co Ltd. Sundak Teatak Ltd. Yashovardhan Investment & Trading Co Ltd. Zuari Global Limited Adventz Homecare Pvt. Ltd. Abhishek Holdings Pvt. Ltd.	Bijoy Mining Co. Limited Drishti Land & Infrastructure Private Limited Madgul Minerals Private Limited Madgul Parks Private Limited Supriti Apartments Private Limited JG Properties Private Limited Madan Properties Private Limited Parul Farms Private Limited Mayfair Garden Private Limited Madgul Apartments Private Limited Sharnagat Plaza Private Limited Mahima Tie-up Private Limited Bestview Vinimay Private Limited Happy Home Fiscal Service Private Limited Fairplan Vinimay Private	Nil	JK Tyre & Industries Limited Avadh Sugar & Energy Limited Cavendish India Limited JK Enviro-tech Limited	Texmaco Rail & Engineering Limited Taj GVK Hotels and Resorts Limited Star Health and Allied Insurance Company Limited Raj Television Network Limited Lotus Eye Hospital and Institute Limited Life Positive Private Limited

Name of the Director	Ms. Jyotsna Poddar	Mr. S. K. Rungta	Mr. S. U. Khan	Mr. Kalpataru Tripathy	Mr. D. R. Kaarthikeyan
Chairmanship / Membership of Committees in Companies including those in the Company	Nil	Texmaco Infrastructure & Holdings Limited – Member of Audit Committee and Stakeholders Relationship Committee	Nil	Cavendish India Limited – Chairman of Audit Committee Avadh Sugar & Energy Limited - Member of Audit Committee and Nomination and Remuneration Committee JK Tyre & Industries Limited – Member of Nomination and Remuneration Committee	Texmaco Rail & Engineering Limited - Member of Audit Committee Star Health and Allied Insurance Company Limited - Member of Audit Committee Taj GVK Hotels and Resorts Limited - Member of Audit Committee and Remuneration Committee Lotus Eye Hospital and Institute Limited - Member of Audit Committee and Remuneration Committee

