

**TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED**

Annexure 1

Scrip Code: NSE : TEXINFRA , BSE : 505400, CSE : 30044

Date of Annual General Meeting

Total number of Shareholders on record date

No. of Shareholders present in the Meeting either in person or through proxy:

4th September, 2018

19,937

Promoters and Promoter Group:

Public:

25

No. of Shareholders attended the Meeting through Video Conferencing:

543

Promoters and Promoter Group:

Public:

Not applicable

Not applicable

Resolution No.

1

Resolution -

Adoption of 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.

Resolution required: (Ordinary / Special)

Ordinary Resolution

Whether promoter / promoter group are interested in the

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7,75,13,786	7,75,13,786	100.0000	7,75,13,786	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,75,13,786	100.0000	7,75,13,786	0	0.0000	0.0000
Public- Institutions	E-Voting	1,01,79,579	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3,97,33,225	13,299	0.0335	13,299	0	0.0000	0.0000
	Poll		21,874	0.0551	21,873	1	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	99.9954	0.0045
	Total		35,173	0.0886	35,172	0	0.0000	0.0000
<b>Total</b>		<b>12,74,26,590</b>	<b>7,75,48,959</b>	<b>60.8571</b>	<b>7,75,48,959</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution No.		2						
Resolution -		Declaration of dividend on Equity Shares for the year ended 31st March 2018.						
Resolution required: (Ordinary / Special)		Ordinary Resolution						
Whether promoter / promoter group are interested in the		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7,75,13,786	7,75,13,786	100.0000	7,75,13,786	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,75,13,786	100.0000	7,75,13,786	0	0.0000	0.0000
Public- Institutions	E-Voting	1,01,79,579	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3,97,33,225	13,299	0.0335	13,299	0	100.0000	0.0000
	Poll		21,874	0.0551	21,874	1	99.9954	0.0045
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		35,173	0.0886	35,173	1	99.9972	0.0028
Total		12,74,26,590	7,75,48,959	60.8573	7,75,48,958	1	100.0000	0.0000



Resolution No.		3						
Resolution -		Re-appointment of Ms. Jyotsna Poddar (DIN: 00055736), Non-executive Director, who retires by rotation and offers herself for re-election.						
Resolution required: (Ordinary / Special)		Ordinary Resolution						
Whether promoter / promoter group are interested in the		Yes, Mr. S. K. Poddar & Mr. Akshay Poddar and their relatives are interested to the extent of their shareholding.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7,75,13,786	7,75,13,786	100.0000	7,75,13,786	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,75,13,786	100.0000	7,75,13,786	0	0.0000	0.0000
Public- Institutions	E-Voting	1,01,79,579	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3,97,33,225	13,299	0.0335	13,299	0	0.0000	0.0000
	Poll		21,874	0.0551	21,873	1	99.9954	0.0045
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		35,173	0.0886	35,172	1	99.9972	0.0028
Total		12,74,26,590	7,75,48,959	60.8578	7,75,48,958	1	100.0000	0.0000



Resolution No.		4						
Resolution -		Ratification of remuneration to be paid to Messrs. DGM & Associates, Cost Auditors for the year ending 31st March 2019.						
Resolution required: (Ordinary / Special)		Ordinary Resolution						
Whether promoter / promoter group are interested in the		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7,75,13,786	7,75,13,786	100.0000	7,75,13,786	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,75,13,786	100.0000	7,75,13,786	0	0.0000	0.0000
Public- Institutions	E-Voting	1,01,79,579	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3,97,33,225	13,299	0.0335	13,299	0	100.0000	0.0000
	Poll		21,874	0.0551	21,873	1	99.9954	0.0045
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		35,173	0.0886	35,172	1	99.9972	0.0028
Total		12,74,26,590	7,75,48,939	60.8578	7,75,48,938	1	100.0000	0.0000



Resolution No.		5						
Resolution -		Re-appointment of Mr. S. K. Rungta (DIN: 00053824) as an Independent Director.						
Resolution required: (Ordinary / Special)		Special Resolution						
Whether promoter / promoter group are interested in the		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7,75,13,786	7,75,13,786	100.0000	7,75,13,786	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,75,13,786	100.0000	7,75,13,786	0	100.0000	0.0000
Public- Institutions	E-Voting	1,01,79,579	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3,97,33,225	13,299	0.0335	13,299	0	100.0000	0.0000
	Poll		21,874	0.0551	21,873	1	99.9954	0.0045
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		35,173	0.0886	35,172	1	99.9972	0.0028
Total		12,74,26,590	7,75,48,959	60.8578	7,75,48,958	1	100.0000	0.0000



Resolution No.		6						
Resolution -		Appointment of Mr. S. U. Khan as a Manager.						
Resolution required: (Ordinary / Special)		Special Resolution						
Whether promoter / promoter group are interested in the		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7,75,13,786	7,75,13,786	100.0000	7,75,13,786	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,75,13,786	100.0000	7,75,13,786	0	0.0000	0.0000
Public- Institutions	E-Voting	1,01,79,579	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3,97,33,225	13,299	0.0335	13,299	0	100.0000	0.0000
	Poll		21,874	0.0551	21,873	1	99.9954	0.0045
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		35,173	0.0886	35,172	1	99.9972	0.0028
Total	12,74,26,590	7,75,48,959	61.8573	7,75,48,954	1	100.0000	0.0000	



Resolution No.		7						
Resolution -		Appointment of Mr. Kalpataru Tripathy (DIN: 00865794) as an Independent Director.						
Resolution required: (Ordinary / Special)		Ordinary Resolution						
Whether promoter / promoter group are interested in the		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7,75,13,786	7,75,13,786	100.0000	7,75,13,786	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,75,13,786	100.0000	7,75,13,786	0	0.0000	0.0000
Public- Institutions	E-Voting	1,01,79,579	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3,97,33,225	13,299	0.0335	13,299	0	100.0000	0.0000
	Poll		21,874	0.0551	21,873	1	99.9954	0.0045
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		35,173	0.0886	35,172	1	99.9972	0.0028
Total		12,74,26,590	7,75,48,559	60.8578	7,75,48,556	1	100.0000	0.0000





Resolution No.		8						
Resolution -		Confirmation of the continuation of appointment of Mr. D. R. Karthikeyan (DIN: 00327907) as an Independent Director in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.						
Resolution required: (Ordinary / Special)		Special Resolution						
Whether promoter / promoter group are interested in the		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7,75,13,786	7,75,13,786	100.0000	7,75,13,786	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,75,13,786	100.0000	7,75,13,786	0	100.0000	0.0000
Public- Institutions	E-Voting	1,01,79,579	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3,97,33,225	13,299	0.0335	13,299	0	100.0000	0.0000
	Poll		21,874	0.0551	21,873	1	99.9954	0.0045
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		35,173	0.0886	35,172	1	99.9972	0.0028
Total		12,74,26,590	7,75,48,959	60.8578	7,75,48,958	1	100.0000	0.0000





# S R & ASSOCIATES

16A SHAKESPEARE SARANI, KOLKATA-700071

Email Id :- [cs.srassociates@gmail.com](mailto:cs.srassociates@gmail.com)

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## Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]*

To

*The Chairman*

*Texmaco Infrastructure & Holdings Limited*

*Belgharia,*

*Kolkata - 700 056*

**E-voting (remote e-voting and Insta Poll) at the 78th Annual General Meeting of the Equity Shareholders of Texmaco Infrastructure & Holdings Limited held on Tuesday, 4th September, 2018 at 4.30 PM at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata -700 056.**

Dear Sir,

I, Geeta Roy Chowdhury, appointed as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting at the AGM venue (Insta Poll) of the 78th Annual General Meeting of Texmaco Infrastructure & Holdings Limited held on Tuesday, 4th September, 2018 at 4.30 PM at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata 700 056, submit my report as under:

1. The e-voting services were provided by M/s. Karvy Computershare Private Limited (Karvy).
2. The Company has completed the despatch of Notices on 7th August, 2018.
3. Voting rights were reckoned on the Shares registered in the name of Members as on Tuesday, 28<sup>th</sup> August, 2018.
4. The remote e-voting period commenced at 9.00 AM on Friday, 31<sup>st</sup> August, 2018 and ended at 5.00 PM on Monday, 3<sup>rd</sup> September, 2018.
5. The Company also provided the facility of Insta Poll, i.e., e-voting at the venue of Annual General Meeting.
6. The e-voting was unblocked on Tuesday, 4<sup>th</sup> September, 2018 in the presence of two witnesses namely, Khusboo Sethia and Shweta Jain, who are not in the employment of the Company.
7. Based on the reports generated at Karvy Portal i.e. [www.evoting@karvy.com](http://www.evoting@karvy.com), the consolidated report of remote e-voting and Insta Poll is as under (rounded off to two decimal):



# S R & ASSOCIATES

16A SHAKESPEARE SARANI, KOLKATA-700071

Email Id :- [cs.srassociates@gmail.com](mailto:cs.srassociates@gmail.com)

## ORDINARY BUSINESS

### Item No. 1: Ordinary Resolution:

Adoption of 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.

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	55	77527085	297	21873	352	77548958	100.00
Voted against the Resolution	0	0	1	1	1	1	0.00
Abstained	0	0	0	0	0	0	0

### Item No. 2: Ordinary Resolution:

Declaration of dividend on Equity Shares for the year ended 31st March 2018.

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	Remote e- voting		Voting at the AGM Venue (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	55	77527085	297	21873	352	77548958	100.00
Voted against the Resolution	0	0	1	1	1	1	0.00
Abstained	0	0	0	0	0	0	0.00



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## Item No. 3: Ordinary Resolution:

Re-appointment of Ms. Jyotsna Poddar (DIN: 00055736), Non-executive Director, who retires by rotation and offers herself for re-election.

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	55	77527085	297	21873	352	77548958	100.00
Voted against the Resolution	0	0	1	1	1	1	0.00
Abstained	0	0	0	0	0	0	0.00

## Item No. 4: Ordinary Resolution:

Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Auditors for the year ending 31st March 2019.

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	55	77527085	297	21873	352	77548958	100.00
Voted against the Resolution	0	0	1	1	1	1	0.00
Abstained	0	0	0	0	0	0	0.00



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## SPECIAL BUSINESS

### Item No. 5: Special Resolution:

Re-appointment of Mr. S. K. Rungta (DIN: 00053824) as an Independent Director.

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	55	77527085	297	21873	352	77548958	100.00
Voted against the Resolution	0	0	1	1	1	1	0.00
Abstained	0	0	0	0	0	0	0.00

### Item No. 6: Special Resolution:

Appointment of Mr. S. U. Khan as a Manager.

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	55	77527085	297	21873	352	77548958	100.00
Voted against the Resolution	0	0	1	1	1	1	0.00
Abstained	0	0	0	0	0	0	0.00



# S R & ASSOCIATES

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Email Id :- [cs.srassociates@gmail.com](mailto:cs.srassociates@gmail.com)

**Item No. 7: Ordinary Resolution:**

Appointment of Mr Kalpataru Tripathy (DIN: 00865794) as an Independent Director.

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	55	77527085	297	21873	352	77548958	100.00
Voted against the Resolution	0	0	1	1	1	1	0.00
Abstained	0	0	0	0	0	0	0.00

**Item No. 8: Special Resolution:**

Confirmation of the continuation of appointment of Mr. D. R. Kaarthikeyan (DIN: 00327907) as an Independent Director in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	55	77527085	297	21873	352	77548958	100.00
Voted against the Resolution	0	0	1	1	1	1	0.00
Abstained	0	0	0	0	0	0	0.00

Based on above, the Resolutions as stated in the Notice shall be deemed to have been passed with requisite majority.

Thanking You,  
Yours faithfully  
For S R & Associates



*Geeeta Roy Chowdhury*  
(Geeeta Roy Chowdhury)  
FCS: 7040

Place: Kolkata  
Date: 4<sup>th</sup> September, 2018