



Texmaco Infrastructure & Holdings Limited

TEXINFRA

30th May, 2022

National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex
Bandra (E) - Mumbai - 400051
Symbol - TEXINFRA

BSE Limited
P. J. Towers,
Dalal Street,
Mumbai - 400001
Scrip Code - 505400

Dear Sir(s),

We are enclosing herewith the Secretarial Compliance Report of the Company for the financial year ended 31st March, 2022 issued by M/s. S. R. Associates, Practicing Company Secretaries and the Secretarial Auditor of the Company, pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Thanking you.

Yours faithfully,

For **Texmaco Infrastructure & Holdings Limited**

Rahul Harsh
Company Secretary &
Compliance Officer



**Secretarial Compliance Report of Texmaco Infrastructure & Holdings Limited
for the year ended 31.03.2022**

We, S. R. & Associates, Company Secretaries in Practice have examined:

- (a) all the documents and records made available to us and explanation provided by **TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED** ("the Listed Entity"),
- (b) the filings/submissions made by the Listed Entity to the stock exchanges, namely National Stock Exchange of India Ltd. and BSE Limited,
- (c) website of the Listed Entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2022 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and circulars/guidelines issued thereunder;
- (i) Clauses 6(A) and 6(B) of the SEBI Circular no. CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

and based on the above examination, we hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary, if any
NIL			

- (b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the Listed Entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr. No.	Actions taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any
NIL				

- (d) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31 st March, 2021	Actions taken by the Listed Entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
1	There was a delay in appointment of Company Secretary & Compliance Officer in terms of the Securities and Exchange	FY 2020-21	The Company has duly informed the Stock Exchanges that delay in the appointment of Company Secretary & Compliance	Complied



Continuation Sheet

	Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and accordingly, fine was levied as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12.		Officer was primarily due to the impact of COVID-19 pandemic and intermittent Lockdowns as imposed by the Central and State Governments. The Company had appointed the Company Secretary & Compliance Officer w.e.f. 1 st October, 2020 and is in compliance with the applicable provisions of the Listing Regulations.	
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For S R & Associates
Practicing Company Secretaries

Unique Code of Partnership Firm: **P2008WB016700**

Partner

Name of Company Secretary in Practice: **PAWAN KUMAR ANCHALIA**
Membership No: **FCS 8789; C.P. No.: 8881**
Unique Code Number: **12010WB714700**

Place: Kolkata
Dated: 28th May, 2022

UDIN: F008789D000415822

PAWAN KUMAR ANCHALIA
Practising Company Secretary
16A, Shakespeare Sarani,
5th Floor, Kolkata-700071
FCS-8789, CP-8881