

30th May, 2024

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 Sirs,

We are enclosing herewith the Secretarial Compliance Report of the Company for the financial year ended 31st March, 2024 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**


Neha Singh
Company Secretary &
Compliance Officer



An adventz group company

Registered Office:
Belgharia, Kolkata - 700 056, India
+91 33 2569 1500

✉ texinfra_cs@texmaco.in
🌐 www.texinfra.in

CIN : L70101WB1939PLC009800

**Secretarial Compliance Report of Texmaco Infrastructure & Holdings
Limited for the financial year ended 31.03.2024**

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 & HOLDINGSLIMITED** ("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 Report,

for the financial year ended 31.03.2024 ("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 (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;



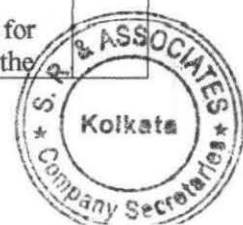
(e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder;

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) | Regulation/ Circular No. | Deviation | Action taken by | Type of Action | Details of Violation | Fine Amount | Observations /Remarks of the Practicing Company Secretary (PCS) | Management Response | Remarks |
|---------|---|--------------------------|--|-----------------------------|----------------|---|--|--|--|---------|
| 1. | The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Reg 17(1A) | The Board of Directors had appointed Mr. R. R. Goenka, who had attained the age of 75 years, as an Independent Director of the Company w.e.f. 14 th October, 2023, subject to approval of the shareholders. Further, the approval of shareholders was obtained on 3 rd January, 2024 by way of | Stock Exchanges (BSE & NSE) | Fine | Non-compliance with the requirements pertaining to appointment or continuation of Non-executive director who has attained the age of seventy-five years | Rs. 1,91,160 (inclusive of GST) imposed by NSE Rs. 1,91,160 (inclusive of GST) imposed by BSE | Mr. R. R. Goenka, who had attained the age of 75 years, had been appointed as an Independent Director of the Company w.e.f. 14 th October, 2023 and the approval of shareholders was obtained on 3 rd January, 2024 by way of Postal Ballot (within 3 months from appointment). As per the Stock Exchanges, the Company should have obtained prior approval of the shareholders for the aforesaid appointment. The Company has informed the Stock Exchanges that the appointment | The Company has duly informed the Stock Exchanges that the word "unless" in Reg 17(1A) does not mean prior approval. Further, the Company had obtained approval for the said appointment by way of Special Resolution through Postal Ballot within 3 months from appointment. The Company, therefore, is in compliance with Reg 17(1A) of the SEBI LODR Regulations. The Company has also submitted applications for waiving-off the | |



| | | | | | | | | | | |
|--|--|--|--|--|--|--|--|---|---|--|
| | | | Postal Ballot (within 3 months from appointment) | | | | | was in compliance with the Regulations 17(1A) of the SEBI LODR Regulations. | fine to both the Stock Exchanges, which is under consideration. | |
|--|--|--|--|--|--|--|--|---|---|--|

(b) the listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations /Remarks of the Practicing Company Secretary in the previous reports (PCS) | Observations made in the secretarial compliance report for the year ended 3103.2023 | Compliance Requirement (Regulations / circulars / guidelines including specific clause) | Details of Violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|---|---|---|---|--|---|
| Nil | | | | | | |

I. We hereby report that during the review period the compliance status of the listed entity with the following requirements:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS |
|---------|--|-------------------------------|------------------------------|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) | YES | NIL |
| 2. | Adoption and timely updation of the Politics: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as | YES YES | NIL NIL |



| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS |
|---------|---|--|--|
| | per the regulations/circulars/ guidelines issued by SEBI. | | |
| 3. | Maintenance and disclosure on Website: <ul style="list-style-type: none"> • The listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s) / section of the website. | <p style="text-align: center;">YES</p> <p style="text-align: center;">YES</p> <p style="text-align: center;">YES</p> | <p style="text-align: center;">NIL</p> <p style="text-align: center;">NIL</p> <p style="text-align: center;">NIL</p> |
| 4. | Disqualification of Director(s): None of the director(s) of the listed entity is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity. | <p style="text-align: center;">YES</p> | <p style="text-align: center;">NIL</p> |
| 5. | Details related to subsidiaries of listed entities have been examined w.r.t. (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries. | <p style="text-align: center;">YES</p> <p style="text-align: center;">YES</p> | <p style="text-align: center;">NIL</p> <p style="text-align: center;">NIL</p> |
| 6. | Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and Disposal of records as per policy of | <p style="text-align: center;">YES</p> | <p style="text-align: center;">NIL</p> |



| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS |
|---------|--|-------------------------------|------------------------------|
| | preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015. | | |
| 7. | <p>Performance Evaluation: The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.</p> | YES | NIL |
| 8. | <p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of audit committee for all related party transactions,</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons alongwith confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.</p> | YES NA | NIL NIL |
| 9. | <p>Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p> | YES | NIL |
| 10. | <p>Prohibition of Insider Trading: The listed entity is in compliance with Regulations 3(5) & 3(6) of SEBI (Prohibition of Insider</p> | YES | NIL |



| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS |
|---------|---|-------------------------------|---|
| | Trading) Regulations, 2015. | | |
| 11 | <p>Actions taken by SEBI or Stock Exchange(s), if any</p> <p>No action(s) has been taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/its promoters/directors/subsidiaries entire by SEBI or by Stock Exchanges are specified in the last column.</p> | YES | <p>The Stock Exchanges have imposed fine on the Company for non-compliance of Reg 17(1A) of SEBI LODR Regulations.</p> <p>The Company has submitted applications for waiving-off the fine to both the Stock Exchanges, which is under consideration. <i>(Please refer table under point (a) above).</i></p> |
| 12. | <p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraphs 6.1 & 6.2 of section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p> | NA | NIL |
| 13. | Additional non-compliances, if any | NA | NIL |



| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS |
|---------|---|-------------------------------|------------------------------|
| | No additional non-compliances observed for any SEBI Regulation/Circular/ Guidance note etc. except as reported above. | | |

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



For S R & Associates
Practicing Company Secretaries

Partner

Unique Code of Partnership Firm: **P2008WB016700**

Name of Company Secretary in Practice: **Pawan Kumar Anchalia**

Membership No: **FCS 8789; C.P. No.:8881**

Unique Code Number: **12010WB714700**

Firms Peer Review Certificate No.: **2444/2022**

Place: Kolkata

Dated: 28.05.2024

UDIN : F008789F000480590