

27th September, 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,

In continuation to our letter dated 26th September 2024, we write to inform you that in terms of the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Company had provided the facility of remote e-voting and e-voting during the Eighty-Fourth Annual General Meeting ('AGM') held on 26th September, 2024 at 1:30 p.m. (IST) through Video Conferencing.

We would further like to inform that all the Resolutions stated in the Notice convening the AGM dated 14th May, 2024, which were put to vote at the AGM of the Company, have been duly approved by the Members with requisite majority.

Pursuant to Listing Regulations, we are now enclosing herewith the details of the combined voting results in respect of the aforesaid Resolutions in the prescribed format as Annexure I and the Scrutinizer's Report as Annexure II.

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

Annexure - I

	TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED
Date of the AGM/EGM	26-09-2024
Total number of shareholders on record date	45077
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	17
Public:	36

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, for the financial year ended 31st March 2024 and the Reports of the Board of Directors and the Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	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	8,30,42,219	8,30,42,219	100.00	8,30,42,219	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8,30,42,219	8,30,42,219	100.00	8,30,42,219	0	100.00
Public- Institutions	E-Voting	50,97,308	78,388	1.5378	78,388	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		50,97,308	78,388	1.5378	78,388	0	100.00
Public- Non Institutions	E-Voting	3,92,87,063	2,07,297	0.5276	2,06,597	700	99.6623	0.3376
	Poll		11,58,404	2.9486	32,975	11,25,429	2.8465	97.1534
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3,92,87,063	13,65,701	3.4762	2,39,572	11,26,129	17.5421
Total		12,74,26,590	8,44,86,308	66.3019	8,33,60,179	11,26,129	98.6671	1.3329

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend on Equity Shares for the financial year ended 31st March 2024.							
Whether promoter/ promoter group are interested in the agenda/resolution?	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	8,30,42,219	8,30,42,219	100.00	8,30,42,219	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8,30,42,219	8,30,42,219	100.00	8,30,42,219	0	100.00
Public- Institutions	E-Voting	50,97,308	78,388	1.5378	78,388	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		50,97,308	78,388	1.5378	78,388	0	100.00
Public- Non Institutions	E-Voting	3,92,87,063	2,07,297	0.5276	2,06,616	681	99.6714	0.3285
	Poll		11,58,404	2.9486	32,975	11,25,429	2.8465	97.1534
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3,92,87,063	13,65,701	3.4762	2,39,591	11,26,110	17.5434
Total		12,74,26,590	8,44,86,308	66.3019	8,33,60,198	11,26,110	98.6671	1.3329

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Akshay Poddar (DIN: 00008686), Non-Executive Director, who retires by rotation and offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr. Akshay Poddar and Ms. Jyotsna Poddar along with their relatives are interested upto the extent of their shareholding and have abstained from voting							
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	8,30,42,219	8,05,58,013	97.0085	8,05,58,013	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8,30,42,219	8,05,58,013	97.0085	8,05,58,013	0	100.00
Public- Institutions	E-Voting	50,97,308	78,388	1.5378	77,038	1,350	98.2777	1.7222
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		50,97,308	78,388	1.5378	77,038	1,350	98.2778
Public- Non Institutions	E-Voting	3,92,87,063	2,07,297	0.5276	2,05,977	1,320	99.3632	0.6367
	Poll		11,58,404	2.9486	32,975	11,25,429	2.8465	97.1534
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3,92,87,063	13,65,701	3.4762	2,38,952	11,26,749	17.4967
Total		12,74,26,590	8,20,02,102	64.3524	8,08,74,003	11,28,099	98.6243	1.3757

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Accountants of the Company for conducting Audit of Cost Records, for the financial year ending 31st March 2025.							
Whether promoter/ promoter group are interested in the agenda/resolution?	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	8,30,42,219	8,30,42,219	100.00	8,30,42,219	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8,30,42,219	8,30,42,219	100.00	8,30,42,219	0	100.00
Public- Institutions	E-Voting	50,97,308	78,388	1.5378	78,388	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		50,97,308	78,388	1.5378	78,388	0	100.00
Public- Non Institutions	E-Voting	3,92,87,063	2,07,297	0.5276	2,06,077	1,220	99.4114	0.5885
	Poll		11,58,404	2.9486	32,975	11,25,429	2.8465	97.1534
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3,92,87,063	13,65,701	3.4762	2,39,052	11,26,649	17.5040
Total		12,74,26,590	8,44,86,308	66.3019	8,33,59,659	11,26,649	98.6665	1.3335

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to the payment of Commission to the Non-Executive Directors, subject to a ceiling of 1% of the net profits of the Company in a financial year as prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, for a period of 5 (five) years commencing from 1st April 2024.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr. Akshay Poddar and Ms. Jyotsna Poddar along with their relatives are interested upto the extent of their shareholding and have abstained from voting							
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	8,30,42,219	8,05,58,013	97.0085	8,05,58,013	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8,30,42,219	8,05,58,013	97.0085	8,05,58,013	0	100.00
Public- Institutions	E-Voting	50,97,308	78,388	1.5378	78,388	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		50,97,308	78,388	1.5378	78,388	0	100.00
Public- Non Institutions	E-Voting	3,92,87,063	2,07,297	0.5276	2,04,327	2,970	98.5672	1.4327
	Poll		11,58,404	2.9486	32,975	11,25,429	2.8465	97.1534
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3,92,87,063	13,65,701	3.4762	2,37,302	11,28,399	17.3758
Total		12,74,26,590	8,20,02,102	64.3524	8,08,73,703	11,28,399	98.6239	1.3761

Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to the continuation of Ms. Jyotsna Poddar (DIN: 00055736) as a Non-Executive Director on attaining the age of 75 years for the period commencing 26th July, 2025.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr. Akshay Poddar and Ms. Jyotsna Poddar along with their relatives are interested upto the extent of their shareholding and have abstained from voting							
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	8,30,42,219	8,05,58,013	97.0085	8,05,58,013	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8,30,42,219	8,05,58,013	97.0085	8,05,58,013	0	100.00
Public- Institutions	E-Voting	50,97,308	78,388	1.5378	78,388	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		50,97,308	78,388	1.5378	78,388	0	100.00
Public- Non Institutions	E-Voting	3,92,87,063	2,06,897	0.5266	2,03,827	3,070	98.5161	1.4838
	Poll		11,58,404	2.9486	32,975	11,25,429	2.8465	97.1534
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3,92,87,063	13,65,301	3.4752	2,36,802	11,28,499	17.3443
Total		12,74,26,590	8,20,01,702	64.3521	8,08,73,203	11,28,499	98.6238	1.3762

Annexure II

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 - 700056

E-voting (remote e-voting and Instapoll) at the Eighty-Fourth Annual General Meeting of the Equity Shareholders of Texmaco Infrastructure & Holdings Limited held on Thursday, 26th September, 2024 at 1:30 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

Dear Sir,

I, Geeta Roy Chowdhury, Company Secretary in Practice appointed as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting during the AGM (Instapoll) of the Eighty-Fourth Annual General Meeting of Texmaco Infrastructure & Holdings Limited held on Thursday, 26th September, 2024 at 1:30 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), submit my consolidated report as under:

1. The e-voting services were provided by M/s. KFin Technologies Limited ('KFin').
2. The Company has completed the dispatch of Notice on 29th August, 2024 through email in compliance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India for the purpose of AGM.
3. Voting rights were reckoned on the Shares registered in the name of Members as on Friday, 20th September, 2024.
4. The remote e-voting period commenced at 9.00 a.m. on Sunday, 22nd September, 2024 and ended at 5.00 p.m. on Wednesday, 25th September, 2024.
5. The Company has also provided the facility of Instapoll, i.e., e-voting during the AGM through the VC platform.
6. The e-voting was unblocked on Thursday 26th September, 2024 in the presence of two witnesses namely, Mr. Pratham Kothari and Mr. Roshan Thakur, who are not in the employment of the Company.
7. Based on the reports generated at Kfin Portal i.e. evoting.kfintech.com, the consolidated report of remote e-voting and Instapoll is as under (rounded off to four decimal):



ORDINARY BUSINESS

Item No. 1: Ordinary Resolution:

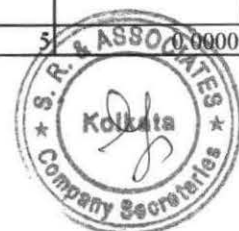
Adoption of Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, for the financial year ended 31st March 2024 and the Reports of the Board of Directors and the Auditors thereon.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		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	151	83327204	15	32975	166	83360179	98.6671
Voted against the Resolution	16	700	2	1125429	18	1126129	1.3329
Abstained	1	5	0	0	1	5	0.0000

Item No. 2: Ordinary Resolution:

Declaration of Dividend on Equity Shares for the financial year ended 31st March 2024.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		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	153	83327223	15	32975	168	83360198	98.6671
Voted against the Resolution	14	681	2	1125429	16	1126110	1.3329
Abstained	1	5	0	0	1	5	0.0000



Item No. 3: Ordinary Resolution:

Re-appointment of Mr. Akshay Poddar (DIN: 00008686), Non-Executive Director, who retires by rotation and offers himself for re-appointment.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		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	142	80841028	15	32975	157	80874003	98.6243
Voted against the Resolution	21	2670	2	1125429	23	1128099	1.3757
Abstained	5	2484211	0	0	5	2484211	0.0000

SPECIAL BUSINESS**Item No. 4: Ordinary Resolution:**

Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038) of the Company for conducting Audit of Cost Records, for the financial year ending 31st March 2025.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		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	149	83326684	15	32975	164	83359659	98.6665
Voted against the Resolution	18	1220	2	1125429	20	1126649	1.3335
Abstained	1	5	0	0	1	5	0.0000



Item No. 5: Special Resolution:

Approval to the payment of Commission to the Non-Executive Directors, subject to a ceiling of 1% of the net profits of the Company in a financial year as prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, for a period of 5 (five) years commencing from 1st April 2024.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		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	144	80840728	15	32975	159	80873703	98.6239
Voted against the Resolution	19	2970	2	1125429	21	1128399	1.3761
Abstained	5	2484211	0	0	5	2484211	0.0000

Item No. 6: Special Resolution:

Approval to the continuation of Ms. Jyotsna Poddar (DIN: 00055736) as a Non- Executive Director on attaining the age of 75 years for the period commencing 26th July, 2025.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		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	142	80840228	15	32975	157	80873203	98.6238
Voted against the Resolution	20	3070	2	1125429	22	1128499	1.3762
Abstained	6	2484611	0	0	6	2484611	0.0000

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

Thanking You,
Yours faithfully



Geeta Roy Chowdhury

(Geeta Roy Chowdhury)

FCS: 7040

COP: 7741

Peer Review Certificate No: 2444/2022

Place: Kolkata

Date: 27th September, 2024

UDIN: F007040F001341241