

26th 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 terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of the proceedings of the 84th Annual General Meeting of the Members of the Company held on Thursday, 26th September, 2024 at 1:30 pm (IST) through Video Conferencing.



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
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CIN : L70101WB1939PLC009800

SUMMARY OF THE PROCEEDINGS OF THE EIGHTY - FOURTH ANNUAL GENERAL MEETING OF TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED HELD ON 26TH SEPTEMBER, 2024 AT 1:30 PM (IST)

The Eighty-Fourth Annual General Meeting ('AGM') of the Members of Texmaco Infrastructure & Holdings Limited ('Company') was held on **Thursday, 26th September, 2024 at 1:30 p.m. (IST)** through Video Conferencing ('VC') in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Mr. Akshay Poddar, Chairman, chaired the AGM of the Company.

The Meeting commenced at 1:30 p.m. (IST).

The Chairman welcomed the Members to the AGM. The Chairman thereafter, announced that the requisite quorum for the Meeting being present through VC, the Meeting was called to order.

The Chairman informed the Members that in view of the relaxations granted by the MCA and the SEBI and in order to ensure wider participation of the Members, the AGM was conducted through VC in compliance with the applicable provisions of the Companies Act, 2013 ('Act') & the rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the relevant circulars.

The Chairman briefed the Members that the Company had taken all feasible efforts to enable Members to participate through VC and exercise their voting rights.

The Chairman further informed the Members that the Statutory Registers and relevant documents referred to in the Notice of the AGM were available for inspection electronically. The requirement of appointment of proxies by the Members was not applicable as the AGM was held through VC and hence the proxy register was not available for inspection.

The Chairman thereafter, introduced the Directors and Key Managerial Personnel of the Company.

Messrs. Ravi Todi, Athar Shahab, Kishor Shah, Prakash Chandra Kejriwal, Ms. Jyotsna Poddar & Ms. Ranjana Tibrawalla, Directors of the Company, Mr. Ganesh Gupta, CFO and Ms. Neha Singh, Company Secretary attended the Meeting.

Mr. Rewati Raman Goenka could not attend the Meeting due to unavoidable circumstances.

The Auditors were also present during the Meeting.

Ms. Neha Singh, Company Secretary briefed the Members regarding the arrangements made for the Meeting. The Company Secretary informed that in order to enable the Members to participate

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at the AGM through VC facility, the Company had availed the services of M/s. KFin Technologies Limited, Registrar & Share Transfer Agent of the Company.

The Company had appointed Ms. Geeta Roy Chowdhury of M/s. S. R. & Associates, Company Secretaries, as Scrutinizer for the AGM.

It was further informed that the Members were provided with the facility to exercise their right to vote on Resolutions by electronic means, through remote e-voting. The remote e-voting commenced at 9:00 a.m. on Sunday, 22nd September, 2024 and ended at 5:00 p.m. on Wednesday, 25th September, 2024. The facility for e-voting during the AGM ('Instapoll') was also made available in accordance with the provisions of the Act and the Listing Regulations.

The Chairman deliberated the Members on the Company's overall performance during the financial year 2023-24 and business prospects of the Company.

The Chairman informed the Members that the Notice convening the AGM, Audited Financial Statements and the Reports of the Board of Directors & the Auditors thereon for the financial year ended 31st March, 2024 were taken as read as the same had already been circulated to the Members. As there were no qualifications in the Report of the Auditors, the same were not required to be read.

The Chairman thereafter, requested the Company Secretary to give a brief of the Resolutions forming part of the Notice of the AGM. The Company Secretary informed the Members that there were in total 6 (Six) Resolutions proposed to be transacted at the AGM. Since the Notice had already been circulated to the Members and the Resolutions had been put to vote through remote e-voting, the Company Secretary provided a brief of the Resolutions for the benefit of the Members attending the Meeting.

The items as per the AGM Notice dated 14th May, 2024 were transacted as follows:

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.

Item No. 2: Ordinary Resolution:

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

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.

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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.

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.

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.

The Chairman thereafter, requested the Members who had earlier registered themselves as speakers to seek clarifications or ask their questions in relation to items of business, which were addressed by the Chairman of the Company.

The Chairman then thanked all the Shareholders and informed that those Shareholders who had not been able to cast their votes by remote e-voting, and are otherwise not barred from doing so, may avail the facility of Instapoll. The Instapoll was kept open for 15 minutes.

The Chairman thereafter, announced that combined Results of remote e-voting and Instapoll would be made available on the website of the Company and also on the website of Stock Exchange(s), where the Equity Shares of the Company are listed i.e. National Stock Exchange of India Ltd. and BSE Limited, within 2 (two) working days from the conclusion of the Meeting.

The Meeting concluded at 2:13 p.m. after being open for 15 minutes for Instapoll to be completed.

For Texmaco Infrastructure & Holdings Limited

Neha Singh
Company Secretary &
Compliance Officer

Dated: 26.09.2024

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