



TEXINFRA

Texmaco Infrastructure & Holdings Limited
(Formerly Texmaco Limited)

Date: 28th October, 2015

*The Corporate Relation Department
BSE Limited,
1st Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001*

*The Listing Department
National Stock Exchange of India Limited,
5th Floor, Exchange Plaza,
Bandra - Kurla Complex,
Bandra (E),
Mumbai – 400 051*

*The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata – 700 001*

Dear Sir(s),

In terms of the Listing Agreement, enclosed please find a certified copy of the proceedings of the Annual General Meeting of the Company held on 28th September, 2015.

Thanking You,

Yours faithfully,
For Texmaco Infrastructure & Holdings Limited


Pratik Modi
Company Secretary



Encl: a/a

CERTIFIED COPY OF THE MINUTES OF THE PROCEEDINGS OF THE SEVENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED HELD ON MONDAY, 28TH SEPTEMBER, 2015 AT 4.15 P.M. AND CONCLUDED AT 5.30 P.M. AT K.K. BIRLA KALA KENDRA, TEXMACO ESTATE, BELGHARIA, KOLKATA – 700 056

Present:

Mr. S. K. Poddar	Non - Executive Chairman
Mr. Dipankar Chatterji	Independent Director Representative - Nomination & Remuneration Committee
Mr. Gautam Khaitan	Independent Director Representative – Stakeholders Relationship Committee
Mr. A. K. Vijay	Authorised Representative
Mr. K. K. Rajgaria	Chief Financial Officer
Mr. Pratik Modi	Company Secretary

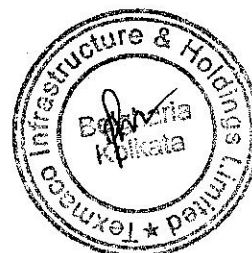
Invitee:

M/s. K. N. Gutgutia & Co., Chartered Accountants, Statutory Auditors –
Represented by Mr. K.C. Sharma, Partner.

M/s. S. R. & Associates, Secretarial Auditors –
Represented by Ms. Sudhanya Roy Choudhury, Partner.

Members present in person including representatives: 489

Proxy Present: 34 representing 82,12,020 Equity Shares



Mr. S. K. Poddar took the Chair.

At 4.15 P.M., the Chairman commenced the Meeting by welcoming the Members to the 75th Annual General Meeting ("AGM"). The Chairman announced that the requisite quorum for the Meeting being present, the Meeting was called to order.

The Chairman informed the Members that Messrs. Hemant Kumar, Utsav Parekh, Akshay Poddar and Ms. Jyotsna Poddar could not attend the Meeting due to their prior commitments.

The following documents / Registers of the Company remained open and accessible for inspection during the continuance of the Meeting:

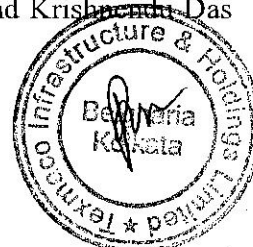
- a) Financial Statements for the Financial year ended 31st March, 2015 and the Directors' and Auditors' Report thereon.
- b) Register of Directors and KMP and their Shareholding.
- c) Proxy Register.
- d) Register of Contract or Arrangements in which Directors are interested.
- e) Memorandum and Articles of Association of the Company.

Thereafter, the Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the Notice dated 22nd July, 2015 convening the 75th Annual General Meeting & Explanatory Statement annexed thereto, the Directors' Report along with annexures thereto and the Annual Financial Statements for the Financial year 2014-15 were taken as read.

The Chairman informed that the Auditors' Report does not contain qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company. The Auditors' Report was therefore, not required to be read in the meeting as per the provisions of Section 145 of the Companies Act, 2013.

The Chairman informed that as required under Clause 35(B) of Listing Agreement, Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management & Administration) Rules 2014, Company had provided e-voting facility to its Shareholders to cast their votes to each of the Resolutions proposed in the AGM. The Chairman advised that those members who had not been able to cast their votes by remote e-voting, may avail the facility of e-voting (Insta Poll) provided at the AGM venue once the Resolutions are read. He also informed that the Board of Directors had engaged the services of Karvy Computershare Private Limited to provide e-voting facility and Ms. Sudhanya Roy Choudhury, a Qualified Company Secretary has been appointed as Scrutinizer to conduct e-voting process in a fair and transparent manner. The e-voting process would remain open up to the conclusion of the AGM.

The Chairman briefly covered the items of business before the AGM and then invited the Members (other than those present in proxy) to make comments, offer suggestions and seek clarifications, if any. Amongst others, Messrs. Prasanta Ghosh, S. L. Rathi and Krishnendu Das



sort details with respect to operations and future prospects of the Company which were replied satisfactorily. The Chairman thereafter, read the Resolutions as follows:

1. **As an Ordinary Resolution:**

Adoption of Audited Financial Statements, the Directors' and Auditors' Report thereon for the financial year ended 31st March, 2015

"RESOLVED that the Audited Financial Statements and Report of the Directors and Auditors of Texmaco Infrastructure & Holdings Limited, for the year ended 31st March, 2015 be and are hereby approved."

2. **As an Ordinary Resolution**

Declaration of Dividend on Equity Shares for the year ended 31st March, 2015

"RESOLVED that pursuant to the recommendation of the Board of Directors of the Company, dividend (without deduction of tax) on **12,74,26,590** Equity Shares of Re.1/- each @ Re. 0.15 per share (15%) aggregating to Rs. **191.14 Lacs** for the financial year ended 31st March, 2015, be and is hereby declared out of the current year's profit of the Company to those Shareholders whose names appear on the Register of Members as on 21st September, 2015 and that the Dividend warrants be posted within 30 days hereof."

3. **As an Ordinary Resolution**

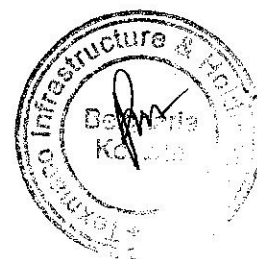
Re-appointment of Mr. Akshay Poddar, Director, who retires by rotation

"RESOLVED that Mr. Akshay Poddar, Director, retiring by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company."

4. **As an Ordinary Resolution**

Ratification of Appointment of M/s. K. N. Gutgutia & Co, Chartered Accountants, as Statutory Auditors and fixing their remuneration

"RESOLVED that appointment of Messrs. K. N. Gutgutia & Co. Chartered Accountants (Registration No. 304153E), as the Statutory Auditors of the Company, to conduct the audit at a remuneration as may be decided by the Board of Directors of the Company from the conclusion of this Annual General Meeting till the conclusion of the 76th Annual General Meeting be and is hereby ratified."



5. **As an Ordinary Resolution**

Ratification of remuneration to M/s. DGM & Associates, Cost Auditors for the year ending 31st March, 2016

“RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, the Cost Auditors Messrs. DGM & Associates, Cost Accountants, Kolkata (ICAI Registration No. 000038) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, be paid the remuneration as may be decided by the Board of Directors of the Company and as stated in the Explanatory Statement.”

6. **As an Ordinary Resolution**

Approval of Appointment of Ms. Jyotsna Poddar as Non-Executive Director of the Company

“RESOLVED that Ms. Jyotsna Poddar (DIN: 00055736), who has been appointed as an Additional Director of the Company w.e.f. 30th March, 2015 by the Board of Directors and who holds office as per Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting and in respect of whom, the Company has, pursuant to Section 160 of the Companies Act, 2013, received a notice in writing proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company to hold office for a term up to 5 (Five) consecutive years commencing from 28th September, 2015.”

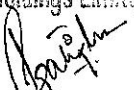
The Chairman after answering to the Queries raised by some of the Shareholders announced that combined Results of remote e-voting and e-voting (Insta Poll) at the AGM venue would be available on website of the Company and also on the website of Stock Exchanges within 48 hours, the brief of consolidated results declared based on Scrutinizers' Report dated 30th September, 2015 are enclosed to the Minutes.

Vote of Thanks

There being no other business, the meeting concluded with a vote of thanks to the Chair.

Certified to be true copy

Texmaco Infrastructure & Holdings Limited


Secretary.

Sd/-

Chairman

Annexure

Consolidated Results as per Scrutinizer's Report dated 29.09.2015 is as follows:

Resolution No.	Particulars	Votes in favour (%)	Votes Against (%)	Votes abstain (%)
1	Adoption of Audited Financial Statements, the Directors' and Auditors' Report thereon for the financial year ended 31 st March, 2015.	100	0.00	0.00
2	Declaration of Dividend on Equity Shares for the year ended 31 st March, 2015.	100	0.00	0.00
3	Re-appointment of Mr. Akshay Poddar, Director, who retires by rotation.	100	0.00	0.00
4	Ratification of Appointment of M/s. K. N. Gutgutia & Co, Chartered Accountants, as Statutory Auditors and fixing their remuneration.	100	0.00	0.00
5	Ratification of remuneration to M/s. DGM & Associates, Cost Auditors for the year ending 31st March, 2016.	100	0.00	0.00
6	Approval of Appointment of Ms. Jyotsna Poddar as Non-Executive Director.	100	0.00	0.00

