



Texmaco Infrastructure & Holdings Limited
(Formerly Texmaco Limited)

Date: 27th September, 2016

TEXMACO 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),

We wish to inform you that in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting and e-voting at the venue of Annual General Meeting. We would like to advise that all the Resolutions in terms of Notice dated 25th July, 2016, placed at the 76th Annual General Meeting of the Company held on Monday, 26th September, 2016 at 4:00 P.M at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata – 700 056 have been approved by the Members through remote e-voting and e-voting at the AGM venue with requisite majority.

We enclose the details of the voting results in respect of the aforesaid Resolutions in the prescribed format, as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Annexure 1** along with the Scrutiniser's Report – **Annexure 2**.

Thanking you,

Yours faithfully,
For Texmaco Infrastructure & Holdings Limited

Pratik Modi
Company Secretary



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Email : texmail@texmaco.in Website : www.texmaco.in

CIN: L70101WB1939PLC009800



TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED	
Date of the AGM/EGM	26th September, 2016
Total number of shareholders on record date	24672
No. of shareholders present in the meeting either in person or through Promoters and Promoter Group:	
Public:	25
No. of Shareholders attended the meeting through Video Conferencing	348
Promoters and Promoter Group:	
Public:	0
	0

Item no. 1 - Adoption of Audited Financial Statements, Directors' and Auditors' Report thereon for the year ended 31st March, 2016.

Resolution required: (Ordinary/ Special)		Ordinary						
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	77513786	77513786	100.00	77513786	0	100.00	0.00
	Poll	77513786	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	77513786	0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	10077843	2777730	27.56	2777730	0	100.00	0.00
	Poll	10077843	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	10077843	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	39834961	1027922	2.58	1027922	72	99.99	0.01
	Poll	39834961	90047	0.23	90046	1	100.00	0.00
	Postal Ballot (if applicable)	39834961	0	0.00	00	0	0.00	0.00
	Total	127426590	81409485	63.89	81409412	73	100.00	0.00

Item no. 2 - Declaration of dividend on Equity Shares for the year ended 31st March, 2016.

Resolution required: (Ordinary/ Special)		Ordinary						
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	77513786	77513786	100.00	77513786	0	100.00	0.00
	Poll	77513786	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	77513786	0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	10077843	2777730	27.56	2777730	0	100.00	0.00
	Poll	10077843	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	10077843	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	39834961	1027903	2.58	1027850	53	99.99	0.01
	Poll	39834961	90047	0.23	90046	1	100.00	0.00
	Postal Ballot (if applicable)	39834961	0	0.00	00	0	0.00	0.00
	Total	127426590	81409466	63.89	81409412	54	100.00	0.00

Item no. 3- Re-appointment of Mr. S. K. Poddar (DIN: 00008654), Non – executive Chairman, who retires by rotation and is eligible for re-election.

Resolution required: (Ordinary/ Special)		Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes, relatives of Mr. S. K. Poddar are interested to the extent of their Shareholdings.							
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	77513786	77513786	100.00	77513786	0	100.00	0.00	
	Poll	77513786	0	0.00	00	0	0.00	0.00	
	Postal Ballot (if applicable)	77513786	0	0.00	00	0	0.00	0.00	
Public- Institutions	E-Voting	10077843	2777730	27.56	2777730	0	100.00	0.00	
	Poll	10077843	0	0.00	00	0	0.00	0.00	
	Postal Ballot (if applicable)	10077843	0	0.00	00	0	0.00	0.00	
Public- Non Institutions	E-Voting	39834961	1027918	2.58	1027850	68	99.99	0.01	
	Poll	39834961	90047	0.23	90046	1	100.00	0.00	
	Postal Ballot (if applicable)	39834961	0	0.00	00	0	0.00	0.00	
Total		127426590	81409481	63.89	81409412	69	100.00	0.00	

Item no. 4. - Ratification of appointment of M/s. K. N. Gutgutia & Co, Chartered Accountants, as Statutory Auditors and fixing their remuneration.

Resolution required: (Ordinary/ Special)		Ordinary							
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	77513786	77513786	100.00	77513786	0	100.00	0.00	
	Poll	77513786	0	0.00	00	0	0.00	0.00	
	Postal Ballot (if applicable)	77513786	0	0.00	00	0	0.00	0.00	
Public- Institutions	E-Voting	10077843	2777730	27.56	2777730	0	100.00	0.00	
	Poll	10077843	0	0.00	00	0	0.00	0.00	
	Postal Ballot (if applicable)	10077843	0	0.00	00	0	0.00	0.00	
Public- Non Institutions	E-Voting	39834961	1027923	2.58	1027850	73	99.99	0.01	
	Poll	39834961	90047	0.23	90046	1	100.00	0.00	
	Postal Ballot (if applicable)	39834961	0	0.00	00	0	0.00	0.00	
Total		127426590	81409486	63.89	81409412	74	100.00	0.00	





Item no. 5 - Ratification of remuneration to be paid to M/s. DGM & Associates, Cost Auditors for the year ending 31st March, 2017.

Resolution required: (Ordinary/ Special)		Ordinary						
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	77513786	77513786	100.00	77513786	0	100.00	0.00
	Poll	77513786	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	77513786	0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	10077843	2777730	27.56	2777730	0	100.00	0.00
	Poll	10077843	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	10077843	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	39834961	1027930	2.58	1027850	80	99.99	0.01
	Poll	39834961	90047	0.23	90046	1	100.00	0.00
	Postal Ballot (if applicable)	39834961	0	0.00	00	0	0.00	0.00
Total		127426590	81409493	63.89	81409412	81	100.00	0.00

Item no. 6 - Appointment of Mr. S. K. Rungta (DIN: 00053824) as an Independent Director.

Resolution required: (Ordinary/ Special)		Ordinary						
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	77513786	77513786	100.00	77513786	0	100.00	0.00
	Poll	77513786	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	77513786	0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	10077843	2777730	27.56	2777730	0	100.00	0.00
	Poll	10077843	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	10077843	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	39834961	1027930	2.58	1027850	80	99.99	0.01
	Poll	39834961	90047	0.23	90046	1	100.00	0.00
	Postal Ballot (if applicable)	39834961	0	0.00	00	0	0.00	0.00
Total		127426590	81409493	63.89	81409412	81	100.00	0.00



Item no. 7 - Appointment of Mr. D. R. Kaarthikeyan (DIN: 00327907) as an Independent Director.

Resolution required: (Ordinary/ Special)		Ordinary						
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	77513786	77513786	100.00	77513786	0	100.00	0.00
	Poll	77513786	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	77513786	0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	10077843	2777730	27.56	2777730	0	100.00	0.00
	Poll	10077843	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	10077843	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	39834961	1027930	2.58	1027850	80	99.99	0.01
	Poll	39834961	90047	0.23	90046	1	100.00	0.00
	Postal Ballot (if applicable)	39834961	0	0.00	00	0	0.00	0.00
Total		127426590	81409493	63.89	81409412	81	100.00	0.00

Item no. 8 - Authorisation for grant of Annual increments to Mr. Gaurav Agarwala in excess of the limits specified under the Companies Act, 2013.

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes, relatives of Mr. Gaurav Agarwala are interested to the extent of their Shareholdings.						
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	77513786	0	0.00	00	0	0.00	0.00
	Poll	77513786	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	77513786	0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	10077843	2777730	27.56	2777730	0	100.00	0.00
	Poll	10077843	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	10077843	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	39834961	1027917	2.58	93302	934615	9.08	90.92
	Poll	39834961	90047	0.23	90046	1	100.00	0.00
	Postal Ballot (if applicable)	39834961	0	0.00	00	0	0.00	0.00
Total		127426590	3895694	3.06	2961078	934616	76.01	23.99

Scrutinisers Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi)
of the Companies (Management and Administration) Rules, 2014]*

To
Chairman
Texmaco Infrastructure & Holdings Limited
Belgharia,
Kolkata – 700 056

E-voting at the 76th Annual General Meeting of the Equity Shareholders of Texmaco Infrastructure & Holdings Limited held on Monday, 26th September, 2016 at 4.00 P.M. at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata-700 056

Dear Sir,

I, Geeta Roy Chowdhury, appointed as Scrutiniser(s) for the purpose of Scrutinising the electronic voting process in respect of the Resolutions proposed at the 76th Annual General Meeting of the Equity Shareholders of Texmaco Infrastructure & Holdings Limited, held on Monday, 26th September, 2016 at 4.00 P.M. at K.K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata – 700 056, submit my report as under:

1. The e-voting service was provided by M/s. Karvy Computershare Private Limited.
2. Voting rights were reckoned on the Shares registered in the name of Members as on Monday, 19th September, 2016.
3. The period of remote e-voting had started at 9.00 A.M. on Thursday, 22nd September, 2016 and had ended at 5.00 P.M. on Sunday, 25th September, 2016.
4. The e-voting thereafter was unblocked on Monday, 26th September, 2016 in the presence of two witnesses namely Puja Kothry and Khushboo Sethia, who are not in the employment of the Company.



5. The Company also has provided the facility of Insta Poll i.e. e-voting at the venue of the Annual General Meeting.
6. Based on the reports generated at Karvy portal i.e. evoting.karvy.com, the consolidated report of remote e-voting and Insta Poll is as under (rounded off to two decimal)
7. (i) **Item No. 1**
Adoption of Audited Financial Statements, Directors' and Auditors' Report thereon for the year ended 31st March, 2016.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	276	81409412	100.00
Voted against the Resolution	5	73	0.00
Abstained	0	0	0

(ii) **Item No. 2**

Declaration of dividend on Equity Shares for the year ended 31st March, 2016.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	276	81409412	100.00
Voted against the Resolution	4	54	0.00
Abstained	1	10	0.00

(iii) **Item No. 3**

Re-appointment of Mr. S. K. Poddar, Non - executive Chairman, who retires by rotation and eligible for re-election.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	276	81409412	100.00
Voted against the Resolution	4	69	0.00
Abstained	1	10	0.00



(iv) Item No. 4

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

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	276	81409412	100.00
Voted against the Resolution	5	74	0.00
Abstained	0	0	0

(v) Item No. 5

Ratification of remuneration to be paid to M/s. DGM & Associates, Cost Auditors for the year ending 31st March, 2017.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	276	81409412	100.00
Voted against the Resolution	5	81	0.00
Abstained	0	0	0

(vi) Item No. 6

Appointment of Mr. S. K. Rungta as an Independent Director.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	276	81409412	100.00
Voted against the Resolution	5	81	0.00
Abstained	0	0	0

(vii) Item No. 7

Appointment of Mr. D. R. Kaarthikeyan as an Independent Director.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	276	81409412	100.00
Voted against the Resolution	5	81	0.00
Abstained	0	0	0



(viii) Item No. 8

Authorisation for grant of Annual increments to Mr. Gaurav Agarwala in excess of the limits specified under the Companies Act, 2013.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	150	2961078	3.64
Voted against the Resolution	106	934616	1.15
***Abstained	25	77513786	95.21

*** Promoter/Promoter Groups abstains from voting this resolution.

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

Thanking you,

Place: Kolkata

Dated: 27.09.2016



Yours faithfully

Geta Roy Chowdhury
(Geta Roy Chowdhury)
FCS: 7040

Witnesses:-

1. (Name) *Puja Kothary*
2. (Name) *KHUSBOO SETHIA*

Signature: *Puja Kothary*

Signature: *Demis*