Texmaco Infrastructure & Holdings Limited

TEXINFRA

13th October, 2020

National Stock Exchange of India Limited
Exchange Plaza,
Bandra - Kurla Complex
Bandra (E), Mumbai – 400051
Symbol - TEXINFRA

BSE Limited
P. J. Towers,
Dalal Street, Fort
Mumbai – 400001
Scrip Code - 505400

Dear Sirs,

Further to our letter dated 12th October, 2020, we are enclosing herewith the proceedings of the Extra Ordinary General Meeting of the Company held on Monday, 12th October, 2020 at 2:00 p.m. (IST) through Video Conference / Other Audio Visual Means.

This is for your information and record.

Thanking you,

Yours faithfully,
For Texmaco Infrastructure & Holdings Limited

Rahul Harsh
Company Secretary &
Compliance Officer

Texmaco Infrastructure & Holdings Ltd.
Belgharia
Kolkata

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Email: texmail@texmaco.in Website: www.texinfra.in
CIN: L70101WB1939PLC009800

SUMMARY OF THE PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED HELD ON 12TH OCTOBER, 2020

The Extra Ordinary General Meeting ('EGM') of the Members of Texmaco Infrastructure & Holdings Limited ('the Company') was held on Monday, 12th October, 2020 at 2:00 p.m. (IST) through Video Conference ('VC') / Other Audio Visual Means ('OAVM'). The Meeting was held in compliance with the General Circular nos. 14/2020, 17/2020, 20/2020, 22/2020 and 33/2020 issued by the Ministry of Corporate Affairs ('MCA') and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India ('SEBI') and as per the applicable provisions of the Companies Act, 2013 ('Act') and the Rules framed thereunder.

Mr. S. K. Poddar, Chairman, chaired the EGM of the Company.

The Meeting commenced at 2:00 p.m. The Chairman welcomed the Members to the EGM. The Chairman announced that the requisite quorum for the Meeting being present through VC, the Meeting was called to order.

The Chairman informed the Members that the facility for appointment of proxies by the Members was not applicable as the EGM was held through VC and hence the proxy register was not available for inspection.

Messrs. Utsav Parekh, Akshay Poddar, D. R. Kaarthikeyan, and R. S. Raghavan, Directors, Mr. K. K. Rajgaria, CFO and Mr. Rahul Harsh, Company Secretary attended the Meeting.

Mr. S. K. Rungta, Mr. Kalpataru Tripathy, Ms. Ramya Hariharan and Ms. Jyotsna Poddar could not attend the Meeting due to their other commitments and it was informed to the Members.

The Chairman informed the Members that the Company had taken all feasible efforts under the current circumstances to enable Members to participate through VC and vote during the EGM.

The Chairman briefed the Members regarding the arrangements made for the Meeting. The Chairman informed that the Company had enabled the Members to participate in the EGM through the VC facility provided by KFin Technologies Private Limited, Registrar and Share Transfer Agent of the Company.

It was further informed that the Members were provided with the facility to exercise their right to vote by electronic means, through remote e-voting and e-voting during the EGM ('Instapoll') in accordance with the provisions of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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The Chairman informed the Members that the Notice convening the EGM was taken as read as the same had already been circulated to the Members.

The Chairman informed the Members, that the EGM was convened to discuss the items which were urgent in nature. The Chairman thereafter, briefly covered the items as stated in the EGM Notice and then invited the Members, to express their views, offer suggestions and seek clarifications, if any. Few Shareholders sought clarifications which were satisfactorily replied. The items as per the EGM Notice dated 18th September, 2020 were transacted as follows:

SPECIAL BUSINESS

Item No. 1: Special Resolution:

Approval for increasing the borrowings limits of the Company in excess of the limits provided under Section 180 (1)(c) of the Companies Act, 2013.

Item No. 2: Special Resolution:

Approval to create, issue, offer and allot Non-Convertible Debentures on private placement basis for an amount not exceeding Rs. 250,00,00,000 (Rupees Two Hundred Fifty Crore).

Item No. 3: Special Resolution:

Approval to grant / avail loan / inter corporate deposits ('Loan'), as well as provision of guarantee or other security up to Rs. 500,00,00,000 (Rupees Five Hundred Crore) to / from the Company's related parties.

The Chairman thanked all the Shareholders and informed that as required under Regulation 44 of the Listing Regulations, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided remote e-voting facility to the Shareholders to cast their votes to each of the Resolutions proposed in the EGM. The Chairman advised 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 e-voting during the EGM (Instapoll). The Company had appointed Ms. Geeta Roy Chowdhury of M/s S. R. & Associates, Company Secretaries, as Scrutinizer for the EGM. The e-voting module was kept open for 15 minutes.

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The Chairman thereafter, announced that combined Results of remote e-voting and e-voting during the EGM (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 Limited and BSE Limited within 48 hours from the conclusion of the Meeting.

The Meeting concluded at 2:43 p.m. after being open for 15 minutes for e-voting to be completed.

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